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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation J.M.R. BARKER FOUNDATION C/O BANYAN PARTNERS, LLC		A Employer identification number 13-6268289
Number and street (or P.O. box number if mail is not delivered to street address) 255 STATE STREET, 6TH FL	Room/suite	B Telephone number 617-223-0200
City or town, state, and ZIP code BOSTON, MA 02109		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 71,648,310.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		334,724.	334,724.		STATEMENT 1
4 Dividends and interest from securities		797,601.	797,601.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,924,023.			
b Gross sales price for all assets on line 6a 203,717.					
7 Capital gain net income (from Part IV, line 2)			2,924,023.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		4,056,348.	4,056,348.		
13 Compensation of officers, directors, trustees, etc.		125,000.	62,500.		62,500.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		3,000.	600.		2,400.
b Accounting fees STMT 4		37,362.	7,472.		29,890.
c Other professional fees STMT 5		96,019.	19,204.		76,815.
17 Interest					
18 Taxes STMT 6		90,705.	29,095.		4,455.
Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		64,707.	38,220.		26,487.
24 Total operating and administrative expenses. Add lines 13 through 23		416,793.	157,091.		202,547.
Contributions, gifts, grants paid		2,273,300.			2,690,748.
Total expenses and disbursements. Add lines 24 and 25		2,690,093.	157,091.		2,893,295.
26 Subtract line 26 from line 12					
27a Excess of revenue over expenses and disbursements		1,366,255.			
b Net investment income (if negative, enter -0-)			3,899,257.		
c Adjusted net income (if negative, enter -0-)				N/A	

J.M.R. BARKER FOUNDATION
C/O BANYAN PARTNERS, LLC

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		329,047.	249,005.	249,005.
	2	Savings and temporary cash investments		2,829,487.	5,380,804.	5,380,804.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges			80,427.	80,427.
	10a	Investments - U S and state government obligations STMT 11		18,048,416.	8,992,013.	8,992,013.
	b	Investments - corporate stock STMT 12		801,771.	11,791,977.	11,791,977.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 13		25,899,367.	21,470,067.	21,470,067.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 14)		21,774,479.	23,684,017.	23,684,017.	
16	Total assets (to be completed by all filers)		69,682,567.	71,648,310.	71,648,310.	
Liabilities	17	Accounts payable and accrued expenses		25,000.	31,500.	
	18	Grants payable		660,152.	242,704.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 15)		966,891.	353,881.	
	23	Total liabilities (add lines 17 through 22)		1,652,043.	628,085.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted		68,030,524.	71,020,225.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		68,030,524.	71,020,225.		
31	Total liabilities and net assets/fund balances		69,682,567.	71,648,310.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	68,030,524.
2	Enter amount from Part I, line 27a	2	1,366,255.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	1,783,932.
4	Add lines 1, 2, and 3	4	71,180,711.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	160,486.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	71,020,225.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 203,717.			2,924,023.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			2,924,023.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,924,023.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,952,260.	70,941,318.	.041616
2010	2,527,152.	63,904,105.	.039546
2009	3,184,466.	56,048,510.	.056816
2008	2,747,506.	64,068,228.	.042884
2007	1,922,471.	69,712,814.	.027577

2 Total of line 1, column (d)	2	.208439
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.041688
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	70,301,840.
5 Multiply line 4 by line 3	5	2,930,743.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	38,993.
7 Add lines 5 and 6	7	2,969,736.
8 Enter qualifying distributions from Part XII, line 4	8	2,893,295.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	77,985.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	77,985.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	77,985.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	104,964.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	104,964.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	26,979.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 26,979. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY, MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of BANYAN PARTNERS, LLC Telephone no 617-223-0200 Located at 255 STATE STREET, 6TH FL, BOSTON, MA ZIP+4 02109			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies			
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No **N/A** **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No **N/A**

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** **X**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **N/A** **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		125,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 **0**

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

Total number of others receiving over \$50,000 for professional services

Expenses

Amount

All other program-related investments See instructions

Total. Add lines 1 through 3

0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	62,615,450.
b	Average of monthly cash balances	1b	8,756,976.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	71,372,426.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	71,372,426.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,070,586.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	70,301,840.
6	Minimum investment return. Enter 5% of line 5	6	3,515,092.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	3,515,092.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	77,985.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	77,985.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,437,107.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,437,107.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,437,107.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,893,295.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,893,295.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,893,295.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				3,437,107.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,898,313.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,893,295.				
a Applied to 2011, but not more than line 2a			1,898,313.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				994,982.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				2,442,125.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling **▶**

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year				Prior 3 years	(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009		
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed						
b 85% of line 2a						
c Qualifying distributions from Part XII, line 4 for each year listed						
d Amounts included in line 2c not used directly for active conduct of exempt activities						
e Qualifying distributions made directly for active conduct of exempt activities						
Subtract line 2d from line 2c						
3 Complete 3a, b, or c for the alternative test relied upon						
a "Assets" alternative test - enter						
(1) Value of all assets						
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)						
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed						
c "Support" alternative test - enter						
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)						
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)						
(3) Largest amount of support from an exempt organization						
(4) Gross investment income						

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs.

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

SEE STATEMENT 17

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
Name and address (home or business)				
a Paid during the year				
AMAZON CONSERVATION TEAM 4211 FAIRFAX DRIVE ARLINGTON, VA 22203	NONE	PUBLIC CHARITY	OPERATING SUPPORT	230,000.
APPALACHIAN MOUNTAIN CLUB 5 JOY STREET BOSTON, MA 02108	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
AUSTIN PARTNERS IN EDUCATION 1601 RIO GRANDE STREET #300A AUSTIN, TX 78701	NONE	PUBLIC CHARITY	GENERAL SUPPORT & SPECIAL PROJECTS	35,000.
BOSTON LYRIC OPERA 11 AVE DE LAFAYETTE BOSTON, MA 02111	NONE	PUBLIC CHARITY	GENERAL SUPPORT	260,000.
BRIDGE FUND OF NY, INC. 271 MADISON AVE # 907 NEW YORK, NY 10016	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
Total	SEE CONTINUATION SHEET(S) ▶ 3a			2,690,748.
b Approved for future payment				
CONCERNED CITIZENS OF MONTAUK PO BOX 915 MONTAUK, NY 11954	NONE	PUBLIC CHARITY	OPERATING SUPPORT	100,000.
GLOUCESTER EDUCATION FOUNDATION 33 COMMERCIAL STREET GLOUCESTER, MA 01930	NONE	PUBLIC CHARITY	GRANT PROPOSAL VOLUNTEER COORDINATOR & GRANT PROPOSAL WRITER	50,000.
GLOUCESTER EDUCATION FOUNDATION: BAY STATE READING 122 MAIN STREET GLOUCESTER, MA 01930	NONE	PUBLIC CHARITY	GENERAL SUPPORT	90,000.
Total	SEE CONTINUATION SHEET(S) ▶ 3b			242,704.

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash

(2) Other assets

b Other transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, this is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

11/7/13
Date

TREASURER
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

DEBORAH A. HOPKINS

Preparer's signature Sabrah O. Kins

Date
11/4/13

P00167843

Firm's name ► **KAHN, LITWIN, RENZA & CO., LTD.**

Firm's EIN ▶	05-0409384
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Firm's address ► 800 SOUTH STREET, SUITE 300
WALTHAM, MA 02453

Phone no 781-547-8800

Form **990-PF** (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a FIDELITY INVESTMENTS - AVAILABLE UPON REQUEST				
b FIDELITY INVESTMENTS - AVAILABLE UPON REQUEST				
c PARTNERSHIP FLOW THROUGH INTEREST				
d PARTNERSHIP FLOW THROUGH INTEREST				
e BASIS ADJUSTMENTS				
f CAPITAL GAINS DIVIDENDS				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			<12,719.>
b			378,439.
c			62,069.
d			856,877.
e			1,435,640.
f 203,717.			203,717.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<12,719.>
b			378,439.
c			62,069.
d			856,877.
e			1,435,640.
f			203,717.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,924,023.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILD INC (ST ALOYSIUS SCHOOL) 223 WEST 132ND STREET NEW YORK, NY 10027	NONE	PUBLIC CHARITY	GENERAL SUPPORT	210,000.
COLLEGE FORWARD 312 MURRAY STREET MANOR, TX 78653	NONE	PUBLIC CHARITY	IT PROJECT	275,000.
CONCERNED CITIZENS OF MONTAUK P.O. BOX 915 MONTAUK, NY 11954	NONE	PUBLIC CHARITY	GENERAL SUPPORT & MATCHING GRANTS	110,000.
COTTONWOOD GULCH FOUNDATION P.O. BOX 25106 ALBUQUERQUE, NM 87125	NONE	PUBLIC CHARITY	GENERAL SUPPORT & SCHOLARSHIPS	25,000.
E3 ALLIANCE 5930 MIDDLE FISKVILLE ROAD, SUITE 507 AUSTIN, TX 78752	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
FAMILIES OF SPINAL MUSCULAR ATROPHY 925 BUSSE ROAD ELK GROVE VILLAGE, IL 60007	NONE	PUBLIC CHARITY	OPERATING SUPPORT	115,000.
GLOUCESTER EDUCATION FOUNDATION 122 MAIN STREET GLOUCESTER, MA 01930	NONE	PUBLIC CHARITY	GENERAL SUPPORT, DATING VIOLENCE PROGRAM AND GRANT PROPOSAL VOLUNTEER COORDINATOR & GRANT	36,500.
GLOUCESTER EDUCATION FOUNDATION: BAY STATE READING 122 MAIN STREET GLOUCESTER, MA 01930	NONE	PUBLIC CHARITY	GENERAL SUPPORT	30,000.
KIMBALL UNION ACADEMY 7 CAMPUS CENTER DRIVE MERIDEN, NH 03770	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN & GENERAL SUPPORT	425,000.
LITERACY COALITION OF CENTRAL TEXAS 835 NORTH PLEASANT VALLEY ROAD AUSTIN, TX 78702	NONE	PUBLIC CHARITY	BOOKKEEPING HELP	85,000.
Total from continuation sheets				2,130,748.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LOCAL FOOD HUB P.O. BOX 4647 CHARLOTTESVILLE, VA 22905	NONE	PUBLIC CHARITY	OPERATING SUPPORT	110,000.
MINDFUL SCHOOLS 1944 EMBARCADERO EAST OAKLAND, CA 94606	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000.
NEWTON - WELLESLEY HOSPITAL CHARITY FOUNDATION 2014 WASHINGTON STREET NEWTON, MA 02462	NONE	PUBLIC CHARITY	GENERAL SUPPORT	115,000.
NORTHEASTERN UNIVERSITY: 360 HUNTINGTON FUND 360 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	PUBLIC CHARITY	SPECIAL PROJECT	11,000.
NORTHFIELD MOUNT HERMON SCHOOL ONE LAMPLIGHTER WAY NORTHFIELD, MA 01354	NONE	PUBLIC CHARITY	GENERAL SUPPORT & FACULTY PROFESSIONAL DEVELOPMENT	75,000.
OPEN DOOR PRESCHOOL 1717 WEST 10TH STREET AUSTIN, TX 78703	NONE	PUBLIC CHARITY	GENERAL SUPPORT	63,800.
PRISON UNIVERSITY PROJECT P.O. BOX 492 SAN QUENTIN, CA 94964	NONE	PUBLIC CHARITY	OPERATING SUPPORT	110,000.
RED GATE FARM EDUCATION CENTER PO BOX 300 BUCKLAND, MA 01338	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
ROCKPORT CHAMBER MUSIC FESTIVAL 35 MAIN STREET ROCKPORT, MA 01966	NONE	PUBLIC CHARITY	GENERAL SUPPORT, EQUIPMENT REPAIR & LOAN INTEREST	117,448.
SOLI CHAMBER ENSEMBLE P.O. BOX 6062 SAN ANTONIO, TX 78209	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST ANSELM COLLEGE 100 SAINT ANSELM DRIVE MANCHESTER, NH 03102	NONE	PUBLIC CHARITY	GENERAL SUPPORT & SCHOLARSHIPS	25,000.
THE GRAMMAR SCHOOL 69 HICKORY RIDGE RD S PUTNEY, VT 05346	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
THE OPEN DOOR (CAPE ANN FOOD PANTRY & PRESCHOOL) 28 EMERSON AVENUE GLOUCESTER, MA 01930	NONE	PUBLIC CHARITY	GENERAL SUPPORT & FEEDING SUCCESS PROGRAM	25,000.
UNITED WAY GREATER AUSTIN 2000 E MARTIN LUTHER KING JR BLVD AUSTIN, TX 78702	NONE	PUBLIC CHARITY	GENERAL SUPPORT & FINANCIAL EDUCATION COORDINATOR	10,000.
UT HEALTH SCIENCE CENTER SAN ANTONIO 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229-3900	NONE	PUBLIC CHARITY	DR JACKSON'S ALS CENTER	67,000.
VAJRADHATU (KARME CHOLING) 1345 SPRUCE STREET BOULDER, CO 80302	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
WHEELCHAIR SPORTS AND RECREATION 906 HIGHWAY 98 E. DESTIN, FL 32541	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
Total from continuation sheets				

3 Grants and Contributions Approved for Future Payment (Continuation)

223635
05-01-12

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - GLOUCESTER EDUCATION FOUNDATION

GENERAL SUPPORT, DATING VIOLENCE PROGRAM AND GRANT PROPOSAL VOLUNTEER

COORDINATOR & GRANT PROPOSAL WRITER

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
PARTNERSHIP FLOW THROUGH INTEREST	514.
VARIOUS ACCOUNTS	334,210.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	334,724.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PARTNERSHIP FLOW THROUGH INTEREST	238,595.	0.	238,595.
VARIOUS ACCOUNTS	762,723.	203,717.	559,006.
TOTAL TO FM 990-PF, PART I, LN 4	1,001,318.	203,717.	797,601.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,000.	600.		2,400.
TO FM 990-PF, PG 1, LN 16A	3,000.	600.		2,400.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	37,362.	7,472.		29,890.
TO FORM 990-PF, PG 1, LN 16B	37,362.	7,472.		29,890.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOUNDATION ADVISORS	96,019.	19,204.		76,815.
TO FORM 990-PF, PG 1, LN 16C	96,019.	19,204.		76,815.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	57,155.	0.		0.
FOREIGN TAXES	24,639.	24,639.		0.
PAYROLL TAXES	8,911.	4,456.		4,455.
TO FORM 990-PF, PG 1, LN 18	90,705.	29,095.		4,455.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRAVEL & ENTERTAINMENT	40,731.	20,366.		20,365.
ADMINISTRATIVE EXPENSES	4,622.	0.		4,622.
PRECIOUS METALS	17,854.	17,854.		0.
DUES & SUBSCRIPTIONS	1,500.	0.		1,500.
TO FORM 990-PF, PG 1, LN 23	64,707.	38,220.		26,487.

	FOOTNOTES	STATEMENT	8
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GRANTS PAID OUT DURING THE YEAR	2,690,748.
LESS PY GRANTS PAYABLE	<660,152.>
ADD CY GRANTS PAYABLE	242,704.
GRANT EXPENSE PER BOOKS	2,273,300.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION ON INVESTMENTS	1,783,932.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,783,932.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
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DESCRIPTION	AMOUNT
BOOK-TAX DIFFERENCE IN ACTIVITY FROM FLOW-THROUGHS	124,807.
DEFERRED TAX DEDUCTED ON BOOKS	35,679.
TOTAL TO FORM 990-PF, PART III, LINE 5	160,486.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	11
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BONDS	X		8,992,013.	8,992,013.
TOTAL U.S. GOVERNMENT OBLIGATIONS			8,992,013.	8,992,013.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			8,992,013.	8,992,013.

FORM 990-PF	CORPORATE STOCK	STATEMENT	12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	11,791,977.	11,791,977.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,791,977.	11,791,977.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	19,017,669.	19,017,669.
AUSTRALIAN GOVERNMENT BONDS	COST	2,452,398.	2,452,398.
TOTAL TO FORM 990-PF, PART II, LINE 13		21,470,067.	21,470,067.

FORM 990-PF	OTHER ASSETS	STATEMENT	14
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN MUTUAL FUNDS	21,610,532.	23,545,128.	23,545,128.
INTEREST RECEIVABLES	163,947.	138,889.	138,889.
TO FORM 990-PF, PART II, LINE 15	21,774,479.	23,684,017.	23,684,017.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	15
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITY	318,202.	353,881.
ACCRUED TAXES	648,689.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	966,891.	353,881.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 16
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES R. BARKER 10 NAMOI DRIVE GLOUCESTER, MA 01930	VP, CIO & DIRECTOR 20.00	125,000.	0.	0.
RICHARD KAHN 224 WEST LAKE DRIVE MONTAUK, NY 11954	DIRECTOR 0.50	0.	0.	0.
W.B. BARKER 23910 NORTH LINE CAMP SAN ANTONIO, TX 78255	VP & DIRECTOR 0.50	0.	0.	0.
MARGARET BARKER CLARK P.O. BOX 743 SAXTONS RIVER, VT 05154	PRESIDENT & DIRECTOR 0.50	0.	0.	0.
JOHN W. HOLMAN, JR. HINTZ, HOLMAN & ROBILLARD, INC, 4 CONNELL DRIVE, SUITE 5100 BERKELEY HTS, NJ 07922	DIRECTOR 0.50	0.	0.	0.
ROBERT P. CONNOR 365 STEWART AVENUE, APT B-14 GARDEN CITY, NY 11530	TR/ ASST SECR & DIRECTOR 2.00	0.	0.	0.
MARYELLEN S. RYAN 255 STATE STREET BOSTON, MA 02109	SECRETARY (1/12 - 7/12) 2.00	0.	0.	0.
MARGARET S. BARKER MOORE 5301 APACHE CREEK COVE AUSTIN, TX 78735	DIRECTOR 0.50	0.	0.	0.
WILLIAM S. BARKER 6 WILSON STREET NORTH BILLERICA, MA 01862	DIRECTOR 0.50	0.	0.	0.
TROY Y. MURRAY 47 WINGATE ROAD WELLESLEY, MA 02481	DIRECTOR 0.50	0.	0.	0.

KATHRYN BARKER 11411 ALBANO ROAD BARBOURSVILLE, VA 22923	DIRECTOR 0.50	0.	0.	0.
GREGORY D. BARKER 2140 OREGON STREET BERKELEY, CA 94705	DIRECTOR 0.50	0.	0.	0.
GRETCHEN LUCAS 100 FIRST ST, 14TH FL SAN FRANCISCO, CA 94105	SECRETARY (2013) 10.00	0.	0.	0.
SUSANNE SELARNO 255 STATE STREET BOSTON, MA 02109	SECRETARY (7/12 - 12/12) 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		125,000.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 17

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JMR BARKER FOUNDATION C/O BANYAN PARTNERS, LLC
255 STATE STREET, 6TH FL
BOSTON, MA 02109

TELEPHONE NUMBER

617-502-9478

FORM AND CONTENT OF APPLICATIONS

BEFORE A FORMAL PROPOSAL SUBMISSION IS MADE, AN ORGANIZATION REQUESTING A GRANT FROM THE FOUNDATION SHOULD SUBMIT A PRELIMINARY LETTER OF INQUIRY. THIS LETTER SHOULD BRIEFLY DESCRIBE THE PROGRAMS OF THE SPONSORING ORGANIZATION, INDICATE THE AMOUNT REQUESTED AND WHAT WILL BE ACCOMPLISHED AS A RESULT OF THE GRANT. THIS INFORMATION SHOULD BE DETAILED ENOUGH TO ENABLE THE FOUNDATION TO DETERMINE WHETHER THE GRANT REQUEST SHOULD BE CONSIDERED FURTHER. IF THE PROPOSAL IS WITHIN THE FOUNDATION'S CURRENT INTERESTS, ADDITIONAL INFORMATION INCLUDING A BUDGET FOR THE PROJECT, AUDITED FINANCIAL STATEMENTS AND AN IRS DETERMINATION LETTER WILL BE REQUESTED. THE MEETING OF THE BOARD OF DIRECTORS FOR CONSIDERATION OF PROPOSALS IS NORMALLY HELD IN DECEMBER.



ANY SUBMISSION DEADLINES

INITIAL LETTERS OF INQUIRY MUST BE SUBMITTED BY NOVEMBER 1ST IN ORDER TO BE CONSIDERED.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GENERALLY, GRANTS MADE BY THE FOUNDATION RANGE IN SIZE FROM \$1,000 TO \$1,000,000. ALTHOUGH MANY OF OUR GRANTS ARE MADE IN THE GREATER NEW YORK AREA, INQUIRIES FROM ALL PARTS OF THE UNITED STATES ARE WELCOME.

► **File a separate application for each return**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box  
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I	Automatic 3-Month Extension of Time. Only submit original (no copies needed).
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A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. J.M.R. BARKER FOUNDATION C/O SILVER BRIDGE ADVISORS	Employer identification number (EIN) or 13-6268289
	File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O. box, see instructions. 255 STATE STREET
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02109	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

SILVER BRIDGE ADVISORS

- The books are in the care of ► 255 STATE STREET - BOSTON, MA 02109
Telephone No ► 617-502-9478 FAX No. ► _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ▶ ☒ calendar year 2012 or
- ▶ ☐ tax year beginning _____, and ending _____

- 2** If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	51,548.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	104,964.
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

efile

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions J.M.R. BARKER FOUNDATION	Employer identification number (EIN) or 13-6268289
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O SILVER BRIDGE ADVISORS	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. 255 STATE STREET BOSTON, MA 02109	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

SILVER BRIDGE ADVISORS

- The books are in the care of **255 STATE STREET - BOSTON, MA 02109**

Telephone No. **617-502-9478**

FAX No.

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME AND INFORMATION ARE NECESSARY IN ORDER TO PREPARE AN ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	75,489.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	104,964.
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **[Signature]** Title **CPA**

Date **8/7/13**

Form 8868 (Rev. 1-2013)