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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation
**THE GOULD CHARITABLE FOUNDATION
C/O LINDA S DALBY ET EL TRUSTEES**

Number and street (or P O box number if mail is not delivered to street address)
DAY PITNEY LLP, ONE INTERNATIONAL PLACE

City or town, state, and ZIP code
BOSTON, MA 02110

Room/suite

A Employer identification number
22-6444275

B Telephone number
617-345-4600

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

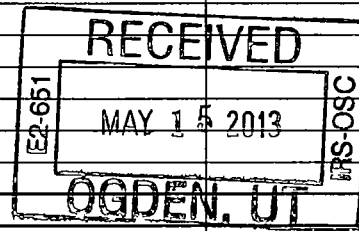
I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ 3,605,943.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

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				
4	Dividends and interest from securities	98,870.	98,870.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	75,291.			
b	Gross sales price for all assets on line 6a	286,897.			
7	Capital gain net income (from Part IV, line 2)		75,291.		
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	174,161.	174,161.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 2	23,716.	17,787.		5,929.
b	Accounting fees STMT 3	1,739.	1,739.		0.
c	Other professional fees STMT 4	31,485.	23,614.		7,871.
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	627.	0.		0.
22	Printing and publications				
23	Other expenses STMT 5	6,035.	0.		0.
24	Total operating and administrative expenses Add lines 13 through 23	63,602.	43,140.		13,800.
25	Contributions, gifts, grants paid	239,245.			239,245.
26	Total expenses and disbursements. Add lines 24 and 25	302,847.	43,140.		253,045.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-128,686.			
b	Net investment income (if negative, enter -0-)		131,021.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Postmark Missing

SCANNED MAY 17 2013
Revenue
Operating and Administrative Expenses

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	1,035.	2,652.	2,652.
	2 Savings and temporary cash investments	582,243.	55,843.	55,843.
	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			
	10a Investments - U.S. and state government obligations STMT 6	226,236.	183,849.	185,412.
	b Investments - corporate stock STMT 7	1,490,898.	1,529,382.	2,463,153.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	475,000.	875,000.	898,883.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	2,775,412.	2,646,726.	3,605,943.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,337,105.	2,337,105.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	438,307.	309,621.		
30 Total net assets or fund balances	2,775,412.	2,646,726.		
31 Total liabilities and net assets/fund balances	2,775,412.	2,646,726.		

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	2,775,412.
2 Enter amount from Part I, line 27a	2	-128,686.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,646,726.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,646,726.

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 286,897.		211,606.	75,291.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			
b			
c			
d			
e			75,291.

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	75,291.
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	241,237.	3,753,818.	.064264
2010	217,260.	3,703,675.	.058661
2009	204,282.	3,492,970.	.058484
2008	242,565.	3,882,539.	.062476
2007	79,720.	3,877,558.	.020559

2 Total of line 1, column (d)	2	.264444
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	.052889
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,634,890.
5 Multiply line 4 by line 3	5	192,246.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,310.
7 Add lines 5 and 6	7	193,556.
8 Enter qualifying distributions from Part XII, line 4 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.	8	253,045.

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	1,310.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	1,310.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,310.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	1,735.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6d		
b Exempt foreign organizations - tax withheld at source	7	1,735.	
c Tax paid with application for extension of time to file (Form 8868)	8		
d Backup withholding erroneously withheld	9		
7 Total credits and payments. Add lines 6a through 6d	10	425.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	11	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 425. Refunded <input checked="" type="checkbox"/>			

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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" 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.	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	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?	6	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	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MA	8b	X
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	9	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	10	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.GOULDCHARITABLETRUST.ORG</u>		X	
14	The books are in care of ► <u>LINDA S. DALBY, TRUSTEE</u> Telephone no. ► <u>617-345-4600</u> Located at ► <u>DAY PITNEY LLP, ONE INTERNATIONAL PLACE, BOSTON,</u> ZIP+4 ► <u>02110</u>			
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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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	N/A	1b
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
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
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

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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)? ☐ 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? ☐ N/A ☒ No

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? ☐ 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 9		0.	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

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	3,421,832.
b Average of monthly cash balances	1b	268,412.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	3,690,244.
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	3,690,244.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	55,354.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,634,890.
6 Minimum investment return. Enter 5% of line 5	6	181,745.

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	181,745.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1,310.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,310.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	180,435.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	180,435.
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	180,435.

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	253,045.
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	253,045.
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	1,310.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	251,735.

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.

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				180,435.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
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	20,797.			
f Total of lines 3a through e	20,797.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 253,045.				
a Applied to 2011, but not more than line 2a			0.	
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				180,435.
e Remaining amount distributed out of corpus	72,610.			
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	93,407.			
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				0.
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	93,407.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	20,797.			
e Excess from 2012	72,610.			

THE GOULD CHARITABLE FOUNDATION

Form 990-PF (2012)

C/O LINDA S DALBY ET EL TRUSTEES

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Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

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
a Paid during the year				
FOUND IN TRANSLATION P.O. BOX 560052 MEDFORD, MA 02156	NONE	PUBLIC CHARITY	EDUCATIONAL	20,000.
CAREER COLLABORATIVE 77 SUMMER STREET BOSTON, MA 02111	NONE	PUBLIC CHARITY	EDUCATIONAL	20,000.
HEARTH INC. 1640 WASHINGTON STREET BOSTON, MA 02118	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	15,000.
KIT CLARK SENIOR SERVICES INC 66 CANAL STREET BOSTON, MA 02114	NONE	PUBLIC CHARITY	COMMUNITY SERVICES COMMUNITY SERVICES	18,000.
MAINSTREAM EDUCATION FOUNDATION 5960 DEARBORN SUITE 213 MISSION, KS 66202	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	10,000.
Total	SEE CONTINUATION SHEET(S)			239,245.
b Approved for future payment				
NONE				
Total				0.



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, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee 	Date 5/9/13	Title Trustee		
Paid Preparer Use Only	Print/Type preparer's name LINDA S. DALBY, ESQ.	Preparer's signature 	Date 5/9/13	Check <input type="checkbox"/> if self-employed	PTIN P00540938
	Firm's name ▶ DAY PITNEY LLP			Firm's EIN ▶ 06-0317480	
	Firm's address ▶ ONE INTERNATIONAL PLACE BOSTON, MA 02110			Phone no. 617-345-4600	

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	300 SHS. CHUBB CORP	P	01/31/02	12/21/12
b	600 SHS. E I DUPONT DE NEMOURS	P	06/20/89	04/24/12
c	\$75K FHLB, 4.625%, 10/10/12	P	08/04/08	10/10/12
d	\$75K FHLB, 1.125%, 5/18/12	P	04/21/10	05/18/12
e	1500 SHS. GENERAL ELECTRIC	P	06/19/90	09/21/12
f	400 SHS. HERSHEY FOODS CORP	P	10/18/07	04/24/12
g	300 SHS. HERSHEY FOODS CORP	P	10/18/07	07/23/12
h	FRAC. SH. PHILLIPS 66	P	04/25/02	05/23/12
i	CAPITAL GAINS DIVIDENDS			
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 22,766.		9,932.	12,834.
b 31,523.		11,074.	20,449.
c 75,000.		76,808.	-1,808.
d 75,000.		74,978.	22.
e 33,659.		8,751.	24,908.
f 26,548.		17,175.	9,373.
g 21,192.		12,881.	8,311.
h 16.		7.	9.
i 1,193.			1,193.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			12,834.
b			20,449.
c			-1,808.
d			22.
e			24,908.
f			9,373.
g			8,311.
h			9.
i			1,193.
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	75,291.
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

THE GOULD CHARITABLE FOUNDATION
C/O LINDA S DALBY ET EL TRUSTEES

22-6444275

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
MIDWEST FOSTER CARE AND ADOPTION ASSO 3210 S LEE'S SUMMIT RD INDEPENDENCE, MO 64055	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	25,000.
ROGERSON COMMUNITIES ONE FLORENCE STREET BOSTON, MA 02131	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	30,000.
HOME FOR LITTLE WANDERERS 271 HUNTINGTON AVE. BOSTON, MA 02115	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	9,770.
JACKSON COUNTY CASA DATABASE UPGRADE PROJECT 200 N. OSAGE INDEPENDENCE, MO 64050	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	12,600.
JEWISH FAMILY SERVICES 5801 W 115TH STREET OVERLAND PARK, KS 66211	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	50,000.
SHEPHERD'S CENTER OF THE NORTHLAND 4805 NE ANTIOCH ROAD, SUITE 9 KANSAS CITY, MO 64119	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	5,000.
MIDWEST CENTER FOR HOLOCAUST EDUCATION 5801 W 115TH STREET OVERLAND PARK, KS 66212	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	6,000.
THE WAGE PROJECT INC. 148 FULLER STREET BROOKLINE, MA 02446	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	17,875.
Total from continuation sheets				156,245.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
3 M COMPANY	2,124.	0.	2,124.	
AUTOMATIC DATA PROCESSING	2,844.	0.	2,844.	
BP AMOCO	2,988.	0.	2,988.	
CHUBB CORP	2,592.	0.	2,592.	
CLOROX CO	3,720.	0.	3,720.	
COLGATE-PALMOLIVE	2,440.	0.	2,440.	
CONOCOPHILLIPS	5,330.	0.	5,330.	
DODGE & COX INTL STOCK FUND	2,414.	0.	2,414.	
DOW CHEMICAL	3,650.	0.	3,650.	
EI DUPONT DE NEMOURS	246.	0.	246.	
FED HOME LOAN, 1.125%, 5/18/12	422.	0.	422.	
FED HOME LOAN, 4%, 9/6/13	3,000.	0.	3,000.	
FED HOME LOAN, 4.625%, 10/10/12	3,469.	0.	3,469.	
GENERAL ELECTRIC	1,020.	0.	1,020.	
HERSHEY FOODS	2,564.	0.	2,564.	
INTEL CORP	3,045.	0.	3,045.	
INTL FLAVORS & FRAG	3,381.	0.	3,381.	
JOHNSON & JOHNSON	2,880.	0.	2,880.	
MASS ST 5.25%, 10/01/14	242.	0.	242.	
MEDTRONIC INC	2,024.	0.	2,024.	
MERCK & CO	2,520.	0.	2,520.	
NEWMONT MINING CORP	2,520.	0.	2,520.	
NORTHERN TRUST	1,898.	0.	1,898.	
PEPSICO	2,947.	0.	2,947.	
PFIZER	2,464.	0.	2,464.	
PHILLIPS 66	552.	0.	552.	
PROCTER & GAMBLE	3,317.	0.	3,317.	
QEP RESOURCES	216.	0.	216.	
QUESTAR CORP	1,795.	0.	1,795.	
SCHLUMBERGER	1,075.	0.	1,075.	
SCHWAB INT'L LG CO INDEX FD	2,840.	0.	2,840.	
SCOTTS	2,250.	0.	2,250.	
SEI TAX EXEMPT MONEY MKT	67.	0.	67.	
SYSCO CORP	3,024.	0.	3,024.	
UNITED PARCEL SERVICE	2,736.	0.	2,736.	
VANGUARD INTERM-TERM TAX EX	7,197.	0.	7,197.	
VANGUARD SHORT TERM FED	4,281.	821.	3,460.	
VANGUARD TOTAL BOND MKT FUND	3,536.	372.	3,164.	
VERIZON COMMUNICATIONS	4,433.	0.	4,433.	
TOTAL TO FM 990-PF, PART I, LN 4	100,063.	1,193.	98,870.	

FORM 990-PF	LEGAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	23,716.	17,787.		5,929.	
TO FM 990-PF, PG 1, LN 16A	23,716.	17,787.		5,929.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING & TAX	1,739.	1,739.		0.	
TO FORM 990-PF, PG 1, LN 16B	1,739.	1,739.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CUSTODIAL FEES	31,485.	23,614.		7,871.	
TO FORM 990-PF, PG 1, LN 16C	31,485.	23,614.		7,871.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEE FOUNDANT	35.	0.		0.	
TECHNOLOGIES-SUBSCRIP RENEWAL	6,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	6,035.	0.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS	X		74,450.	76,945.
MUNICIPAL BONDS		X	109,399.	108,467.
TOTAL U.S. GOVERNMENT OBLIGATIONS			74,450.	76,945.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			109,399.	108,467.
TOTAL TO FORM 990-PF, PART II, LINE 10A			183,849.	185,412.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,529,382.	2,463,153.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,529,382.	2,463,153.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	875,000.	898,883.
TOTAL TO FORM 990-PF, PART II, LINE 13		875,000.	898,883.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DONNA GOULD 4685 W 124TH PLACE LEAWOOD, KS 66209	TRUSTEE 1.00	0.	0.	0.
LINDA S DALBY ONE INTERNATIONAL PLACE BOSTON, MA 02110	TRUSTEE 1.00	0.	0.	0.
JOEL GOULD 27 LEE TERRACE ARLINGTON, MA 02474	TRUSTEE 1.00	0.	0.	0.
KAREN COURTNEY 13126 GRANDVIEW OVERLAND PARK, KS 66213	TRUSTEE 1.00	0.	0.	0.
MATTHEW GOULD 5200 NEOSHO AVE ROELAND PARK, KS 66205	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.



Asset Detail Section

For Statement Period:

January 1, 2012 - December 31, 2012

Asset Detail

Description	Shares/Par Value	Current Yield	Market Value	Tax Cost	Est. Ann. Income	% of Mkt. Val.
Government & Agencies						
Government Agencies						
FHLB 4 000% 9/06/13	75,000 00	3.90%	\$76,944 75	\$74,450 25	\$3,000 00	2.13%
Total Government & Agencies			\$76,944 75	\$74,450 25	\$3,000.00	2.13%
Municipal Obligations						
Massachusetts St 5 250% 10/01/14	100,000.00	4.84%	\$108,467 00	\$109,398.83	\$5,250 00	3.01%
Total Municipal Obligations			\$108,467.00	\$109,398.83	\$5,250.00	3.01%
Equity						
Consumer Discretionary						
Scotts Miracle-Gro Company CL A Com	1,800 00	2.95%	\$79,290.00	\$62,624.00	\$2,340.00	2.20%
			\$79,290 00	\$62,624 00	\$2,340.00	2.20%
Consumer Staples						
Clorox Company	1,500 00	3.50%	\$109,830 00	\$52,651 50	\$3,840 00	3.05%
Colgate-Palmolive	1,000 00	2.37%	\$104,540.00	\$45,520.00	\$2,480 00	2.90%
Pepsico Inc Com	1,400 00	3.14%	\$95,802 00	\$40,902 45	\$3,010 00	2.66%
Procter & Gamble Co	1,500 00	3.31%	\$101,835 00	\$50,535 33	\$3,372 00	2.82%
Sysco Corp	2,800.00	3.54%	\$88,648 00	\$76,008 70	\$3,136 00	2.46%
The Hershey Company	1,400 00	2.33%	\$101,108.00	\$52,645.10	\$2,352 00	2.80%
			\$601,763 00	\$318,263 08	\$18,190 00	16.69%
Energy						
BP PLC Spons ADR	1,800 00	5.19%	\$74,952 00	\$60,168 63	\$3,888 00	2.08%

Asset Detail Section (continued)

For Statement Period:

January 1, 2012 - December 31, 2012

Description	Shares/Par Value	Current Yield	Market Value	Tax Cost	Est. Ann. Income	% of Mkt. Val.
Financials						
ConocoPhillips	2,019.00	4.55%	\$117,081.81	\$37,511.01	\$5,330.16	3.25%
Phillips 66	1,400.00	1.88%	\$74,340.00	\$25,530.93	\$1,400.00	2.06%
Qep Resources Inc	2,700.00	0.26%	\$81,729.00	\$21,097.14	\$216.00	2.27%
Schlumberger LTD	1,000.00	1.59%	\$69,298.60	\$21,455.62	\$1,100.00	1.92%
			\$417,401.41	\$165,763.33	\$11,934.16	11.58%
Health Care						
Berkshire Hathaway Inc-Cl B	500.00	0.00%	\$44,850.00	\$10,363.81	\$0.00	1.24%
Chubb Corp	1,300.00	2.18%	\$97,916.00	\$31,588.50	\$2,132.00	2.72%
Northern Trust	1,300.00	2.39%	\$65,208.00	\$49,027.34	\$1,560.00	1.81%
			\$207,974.00	\$90,979.65	\$3,692.00	5.77%
Industrials						
Johnson & Johnson	1,200.00	3.48%	\$84,120.00	\$68,712.15	\$2,928.00	2.33%
Medtronic Inc	1,600.00	2.53%	\$65,632.00	\$60,240.47	\$1,664.00	1.82%
Merck & Co Inc	1,500.00	4.20%	\$61,410.00	\$70,247.03	\$2,580.00	1.70%
Novartis AG Sponsored ADR	1,200.00	3.33%	\$75,960.00	\$67,257.90	\$2,527.59	2.11%
Pfizer Inc	2,800.00	3.83%	\$70,222.04	\$51,592.70	\$2,688.00	1.95%
			\$357,344.04	\$318,050.25	\$12,387.59	9.91%
Information Technology						
United Parcel Service Inc	1,200.00	3.09%	\$88,476.00	\$85,861.32	\$2,736.00	2.45%
3M Co	900.00	2.54%	\$83,565.00	\$70,193.93	\$2,124.00	2.32%
			\$172,041.00	\$156,055.25	\$4,860.00	4.77%
Automatic Data Processing Inc	1,800.00	3.06%	\$102,474.00	\$61,678.03	\$3,132.00	2.84%



Asset Detail Section (continued)

For Statement Period:

January 1, 2012 - December 31, 2012

Description	Shares/Par Value	Current Yield	Market Value	Tax Cost	Est. Ann. Income	% of Mkt. Val.
Intel Corp	3,500 00	4.36%	\$72,170 00	\$68,867 00	\$3,150 00	2.00%
Materials			\$174,644 00	\$130,545 03	\$6,282 00	4.84%
Dow Chemical Company	2,500 00	3.96%	\$80,823.50	\$74,451 00	\$3,200 00	2.24%
International Flavors & Fragrances	2,100 00	2.04%	\$139,734.00	\$62,878 28	\$2,856 00	3.88%
Newmont Mining Corp Com	1,800 00	3.01%	\$83,592 00	\$78,072 97	\$2,520.00	2.32%
Telecommunication			\$304,149 50	\$215,402 25	\$8,576 00	8.44%
Verizon Communications	2,200 00	4.76%	\$95,194 00	\$61,498 49	\$4,532 00	2.64%
Utilities			\$95,194 00	\$61,498 49	\$4,532 00	2.64%
Questar Corp	2,700 00	3.44%	\$53,352 00	\$10,200 96	\$1,836 00	1.48%
Total Equity			\$53,352 00	\$10,200.96	\$1,836 00	1.48%
Mutual Funds			\$2,463,152.95	\$1,529,382.29	\$74,629.75	68.32%
Dodge & Cox Intl Stock Fund	3,231 02	2.16%	\$111,922.46	\$100,000 00	\$2,413.57	3.10%
Schwab Intl Lg Co Index Fd Inst	13,333 33	2.86%	\$99,200 00	\$100,000 00	\$2,840 00	2.75%
Vanguard Inter-Term Tax Ex Fd Adm	21,413 57	3.17%	\$307,927 09	\$300,000 00	\$9,764.59	8.53%
Vanguard Short Term Fed-Adm	25,371 56	0.68%	\$274,012 79	\$275,000 00	\$1,877 50	7.60%
Vanguard Totl Bd Mkt Inx Ins	9,541 99	2.75%	\$105,820 61	\$100,000 00	\$2,910 31	2.93%
Total Mutual Funds			\$898,882.95	\$875,000.00	\$19,805.97	24.91%

Asset Detail Section (continued)

For Statement Period:

January 1, 2012 - December 31, 2012

Description	Shares/Par Value	Current Yield	Market Value	Tax Cost	Est. Ann. Income	% of Mkt. Val.
Cash & Equivalents						
SEI Tax Exempt Trust Port A #21	39,543.14	0.02%	\$39,543.14	\$39,543.14	\$7.79	1.10%
SEI Tax Exempt Trust Port A #21	16,300.00	0.02%	\$16,300.00	\$16,300.00	\$3.21	0.45%(i)
Principal Cash			\$2,464.62			0.07%
Income Cash			\$188.30			0.01%
Total Cash & Equivalents			\$58,496.06	\$55,843.14	\$11.00	1.63%
Total All Assets			\$3,605,943.71	\$2,644,074.51	\$102,696.72	100.00%
		Total Tax Cost	Cash			
				2,652.00		
				\$2,646,726.51		