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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 01-01-2012 , and ending 12-31-2012

Name of foundation THE BEVERIDGE FAMILY FOUNDATION INC		A Employer identification number 31-1698286	
Number and street (or P O box number if mail is not delivered to street address) 19 HOMESTEAD PARK		B Telephone number (see instructions) (800) 229-9667	
City or town, state, and ZIP code NEEDHAM, MA 02494		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		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 ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 51,348,246		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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3	3		
	4 Dividends and interest from securities.	1,711,673	1,711,673		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,212,863			
	b Gross sales price for all assets on line 6a _____ 24,310,543				
	7 Capital gain net income (from Part IV, line 2)		1,212,863		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,924,539	2,924,539		
	13 Compensation of officers, directors, trustees, etc	173,526	36,090		137,436
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	9,342	1,962		7,380
	16a Legal fees (attach schedule)	10,963	5,482		7,006
	b Accounting fees (attach schedule)	51,244	25,622		27,891
	c Other professional fees (attach schedule)	370,428	356,358		11,031
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	98,662	47,855		0
	19 Depreciation (attach schedule) and depletion . . .	5,016	0		
	20 Occupancy				
	21 Travel, conferences, and meetings	40,078	8,335		31,743
	22 Printing and publications				
	23 Other expenses (attach schedule)	32,369	5,297		27,670
	24 Total operating and administrative expenses. Add lines 13 through 23	791,628	487,001		250,157
	25 Contributions, gifts, grants paid	1,734,534			1,734,534
	26 Total expenses and disbursements. Add lines 24 and 25	2,526,162	487,001		1,984,691
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	398,377			
	b Net investment income (if negative, enter -0-)		2,437,538		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	9,990	28,867	28,867
	2	Savings and temporary cash investments	1,187,194	1,380,266	1,380,266
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	16,711	571	571
	10a	Investments—U S and state government obligations (attach schedule)	4,066,731	 4,062,008	4,062,008
	b	Investments—corporate stock (attach schedule)	25,674,880	 27,456,316	27,456,316
	c	Investments—corporate bonds (attach schedule).	4,720,231	 4,134,728	4,134,728
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	12,327,521	 14,234,497	14,234,497
	14	Land, buildings, and equipment basis ▶ _____ 84,661 Less accumulated depreciation (attach schedule) ▶ _____ 79,840	6,260	 4,821	4,821
	15	Other assets (describe ▶ _____)	 78,763	 46,172	 46,172
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	48,088,281	51,348,246	51,348,246

Liabilities	17	Accounts payable and accrued expenses	35,081	43,574	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	35,081	43,574	

Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	33,053,200	36,304,672	
	25	Temporarily restricted			
	26	Permanently restricted	15,000,000	15,000,000	
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	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 (see page 17 of the instructions)	48,053,200	51,304,672	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	48,088,281	51,348,246	

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	48,053,200
2	Enter amount from Part I, line 27a	2	398,377
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	2,853,095
4	Add lines 1, 2, and 3	4	51,304,672
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	51,304,672

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)
1 a SALE OF PUBLICLY TRADED SECURITIES				
b				
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 24,310,543		23,097,680	1,212,863	
b				
c				
d				
e				
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			1,212,863	
b				
c				
d				
e				
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	1,212,863
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) (see instructions) If (loss), enter -0- in Part I, line 8 }			3	

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 page 18 of 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	2,297,903	49,989,663	0 045968
2010	2,119,079	47,454,243	0 044655
2009	1,852,669	42,710,067	0 043378
2008	1,597,914	29,287,003	0 054561
2007	2,378,144	54,686,554	0 043487

2 Total of line 1, column (d).	2	0 232049
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	0 046410
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	49,793,996
5 Multiply line 4 by line 3.	5	2,310,939
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	24,375
7 Add lines 5 and 6.	7	2,335,314
8 Enter qualifying distributions from Part XII, line 4.	8	1,988,268

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	48,751
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	48,751
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	48,751
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	40,404	
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	40,404
8		Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	26
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	8,373
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ 0. (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) 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 .	8b	Yes	
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	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW BEVERIDGE ORG				
14	The books are in care of ▶GMA FOUNDATIONS Telephone no ▶(617) 426-7080 Located at ▶77 SUMMER STREET 8TH FLOOR BOSTON MA ZIP +4 ▶02110			
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		
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?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)?. ☐ Yes ☒ 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). ☐ Yes ☒ 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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		No
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?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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).	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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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)? (see instructions).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

5b

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)?

YesNo

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

YesNo

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

YesNo

6b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

YesNo

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?

YesNo

7b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

YesNo

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 (see instructions).

(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 Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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

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Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BRANDES INVESTMENT PARTNERS	INVESTMENT MANAGEMENT	86,980
11988 EL CAMINO REAL 600 SAN DIEGO, CA 92130		
PACIFIC INVESTMENT MGMT COMPANY LLC (PIMCO)	INVESTMENT MANAGEMENT	79,348
840 NEWPORT CENTER DRIVE 100 NEWPORT BEACH, CA 92660		
NFJ INVESTMENT GROUP LLC	INVESTMENT MANAGEMENT	58,950
1633 BROADWAY NEW YORK, NY 10019		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 	
2 	
All other program-related investments See page 24 of the instructions	
3 	
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	48,587,199
b	Average of monthly cash balances.	1b	1,965,081
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	50,552,280
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	50,552,280
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	758,284
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	49,793,996
6	Minimum investment return. Enter 5% of line 5.	6	2,489,700

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	2,489,700
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	48,751
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	48,751
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,440,949
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,440,949
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	2,440,949

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	1,984,691
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	3,577
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	1,988,268
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 (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,988,268
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				2,440,949
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				428,963
b From 2008.				129,517
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	558,480			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,988,268				
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.				1,988,268
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).)	452,681			452,681
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	105,799			
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 instructions			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) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	105,799			
10 Analysis of line 9				
a Excess from 2008. . . .	105,799			
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)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 organization 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))

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

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

WARD CASWELL
19 HOMESTEAD PARK
NEEDHAM,MA 02494
(800) 229-9667
WARD@CASWELL.ORG

b

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

APPLICANTS SHOULD SUBMIT THE PROPOSAL ABSTRACT PROVIDED BY THE FOUNDATION ALONG WITH THE FOLLOWING REQUIRED DOCUMENTS 1)COPY OF IRS LETTER CLASSIFYING THE APPLICANT AS EXEMPT UNDER CODE SECTIONS 509(A) & 501(C)(3),2)COPY OF 990 FOR THE MOST RECENT TWO YEARS,3)THREE CONSTRUCTION BIDS, IF CONSTRUCTION PROJECT,4)NAMES AND AFFILIATIONS OF THE BOARD MEMBERS,5)IF HOSPITAL OR OTHER HEALTH-RELATED FACILITY, A COPY OF THE DETERMINATION OF NEED (DON) OR A CERTIFICATE OF NEED (CON), 6)MOST RECENT AUDITED FINANCIAL STATEMENTS, IF APPLICABLE,7)NAME AND QUALIFICATIONS OF THE PERSON RESPONSIBLE FOR ADMINISTERING THE GRANT,8)DETAILED BUDGET OF THE PROJECT,9)LIST OF OTHER SOURCES OF FUNDING FOR THIS PROJECT,10)A STATEMENT THAT THE GRANT REQUEST IS EXECUTED BY A PERSON AUTHORIZED TO SUBMIT ON BEHALF OF THE REQUESTING ORGANIZATION,11)TABLE OF ORGANIZATION,12)IF A UNIT OF GOVERNMENT, EVIDENCE OF THE RELATIONSHIP

c

Any submission deadlines

DUE DATE FOR RECEIPT OF COMPLETE PROPOSALS IS 5 00 PM ON FEBRUARY 1 AND AUGUST 1 OF EACH YEAR

d

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

REJECTED PROGRAM ACTIVITES INTERNATIONAL AFFAIRS,MEMBER BENEFIT REJECTED TYPES OF SUPPORT AWARDS/PRIZES/COMPETITIONS,COLLECTIONS MGMT, COMMISSIONING NEW WORKS, CONFERENCES/SEMINARS, CURRICULUM DEVELOPMENT,DEBT REDUCTION,EMPLOYEE MATCHING GIFTS,EMPLOYEE-BASED SCHOLARSHIPS,ENDOWMENT FUNDS,FACULTY/STAFF DEVELOPMENT,FELLOWSHIPS,FILM/VIDEO/RADIO PRODUCTION,FOUNDATION ADMINISTERED PROGRAMS,GENERAL/OPERATING SUPPORT,GRANTS/SCHOLARSHIPS TO INDIVIDUALS,INCOME DEVELOPMENT,INTERNSHIP FUNDS,MANAGEMENT DEVELOPMENT,PERFORMANCE/PRODUCTION COSTS,PROFESSORSHIPS,PROGRAM-RELATED INVESTMENT/LOANS,STUDENT AID MAXIMUM GRANT AMOUNT REQUESTED SHOULD NOT EXCEED 25% OF THE TOTAL CONTRIBUTIONS FOR THE MOST RECENTLY ENDED FISCAL YEAR, OR 20% OF THE PROJECT BUDGET APPROVED AREAS OF GIVING INCLUDE HAMPDEN & HAMPSHIRE COUNTIES, MA, BOCA RATON, FL, ORANGE COUNTY, CA, NEW HAMPSHIRE & RHODE ISLAND

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 See Additional Data Table				
Total			3a	1,734,534
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	3	
4	Dividends and interest from securities. . . .			14	1,711,673	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	1,212,863	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		0		2,924,539	0
13	Total. Add line 12, columns (b), (d), and (e).			13	2,924,539	2,924,539

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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			

[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

**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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-05-06	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
Signature of officer or trustee	Date	Title	

May the IRS discuss this return with the preparer shown below (see instr)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00950491
	ALFONSO PERILLO	ALFONSO PERILLO	2013-05-01		
	Firm's name ☐	EDELSTEIN AND COMPANY LLP 160 FEDERAL STREET 9TH FLOOR		Firm's EIN ☐ 04-2442519	
	Firm's address ☐	BOSTON, MA 021101772		Phone no (617) 227-6161	

Form 990PF Part VIII Line 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
WARD S CASWELL	PRESIDENT 40 00	173,526	0	0
19 HOMESTEAD PARK NEEDHAM,MA 02494				
PHILIP CASWELL	VICE PRESIDENT 0 50	0	0	0
3902 N LONGVIEW DR JUPITER,FL 33477				
RUTH S DUPONT	TREASURER/DIRECTOR 0 50	0	0	0
409 GOLF COURSE COURT ARNOLD,MD 21012				
LEAH BEVERIDGE RICHARDSON	CLERK 0 50	0	0	0
24 KNAPP STREET SOMERVILLE,MA 02143				
ALFRED L GRIGGS	ASST CLERK 0 50	0	0	0
9 BARRETT PLACE NORTHAMPTON,MA 01060				
CHRISTA PALMER BIGUE	DIRECTOR 0 50	0	0	0
507 AVENUE CARILLO HALF MOON BAY,CA 94019				
CAROL A LEARY PHD	DIRECTOR 0 50	0	0	0
896 LONGMEADOW STREET LONGMEADOW,MA 01106				
PETER WESTON	DIRECTOR 0 50	0	0	0
44 BUTTERNUT ROAD WESTFIELD,MA 01085				
JILLIAN L HICKERSON	DIRECTOR 0 50	0	0	0
629 SOUTH NEVADA STREET OCEANSIDE,CA 92054				
ELIZABETH S KIRKPATRICK	DIRECTOR 0 50	0	0	0
379 FELDSPAR ROAD BLACK HAWK,CO 80422				
IAN CAMPBELL PALMER	DIRECTOR 0 50	0	0	0
302 MAPLE LANE SEVERNA PARK,MD 21146				
JOSEPH BEVERIDGE PALMER	DIRECTOR 0 50	0	0	0
192 MIDDLE ROAD PO BOX 187 CENTER SANDWICH,NH 03227				
FREDERICK WILLIAM STECHER	DIRECTOR 0 50	0	0	0
3539 GUNDRY AVENUE LONG BEACH,CA 90807				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET ATLANTA,GA 30303	N/A	509(A)	PROGRAM SUPPORT	5,000
AMERICAN RED CROSS PIONEER VALLEY CHAPTER 506 COTTAGE STREET SPRINGFIELD,MA 01104	N/A	509(A)	PROGRAM SUPPORT	5,000
AMERICAN RED CROSS 2025 E STREET WASHINGTON,DC 20006	N/A	509(A)	PROGRAM SUPPORT	10,000
ASSOCIATION OF FUNDRAISING PROFESSIONALS 4300 WILSON BLVD 300 ARLINGTON,VA 22203	N/A	509(A)	PROGRAM SUPPORT	250
BABY BASICS INC 47 BEAUFORT AVENUE NEEDHAM,MA 02492	N/A	509(A)	PROGRAM SUPPORT	5,000
BALDWIN-WALLACE COLLEGE 275 EASTLAND ROAD BEREA,OH 44017	N/A	COLLEGE	PROGRAM SUPPORT	5,000
BAY PATH COLLEGE 588 LONGMEADOW STREET LONGMEADOW,MA 01106	N/A	COLLEGE	PROGRAM SUPPORT	30,000
BAYSTATE HEALTH FOUNDATION 280 CHESTNUT STREET SPRINGFIELD,MA 01199	N/A	509(A)	PROGRAM SUPPORT	50,000
BERKSHIRE HILLS MUSIC ACADEMY 48 WOODBRIDGE STREET SOUTH HADLEY,MA 01075	N/A	SCHOOL	PROGRAM SUPPORT	5,000
BIG BROTHERSBIG SISTERS OF HAMPDEN COUNTY 101 STATE STREET SUITE 601 SPRINGFIELD,MA 01103	N/A	509(A)	PROGRAM SUPPORT	5,000
BOY SCOUTS OF AMERICA 247 EXCHANGE STREET CHICOPEE,MA 01013	N/A	509(A)	PROGRAM SUPPORT	10,000
BOYS & GIRLS CLUB FAMILY CENTER INC 100 ACORN STREET SPRINGFIELD,MA 01109	N/A	509(A)	PROGRAM SUPPORT	15,000
CANCER CONNECTION INC 41 LOCUST STREET NORTHAMPTON,MA 01062	N/A	509(A)	PROGRAM SUPPORT	5,000
CARLSBAD EDUCATIONAL FOUNDATION 5631 PALMER WAY STE L CARLSBAD,CA 92010	N/A	509(A)	PROGRAM SUPPORT	5,000
CARLSBAD YOUTH BASEBALL PO BOX 4475 CARLSBAD,CA 92018	N/A	509(A)	PROGRAM SUPPORT	5,000

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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 <i>Paid during the year</i>				
CENTER FOR HUMAN DEVELOPMENT 332 BIRNIE AVENUE SPRINGFIELD,MA 01107	N/A	509(A)	PROGRAM SUPPORT	12,000
CENTER FOR NEW AMERICANS INC 42 GOTHIC STREET NORTHAMPTON,MA 01060	N/A	509(A)	PROGRAM SUPPORT	25,000
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS,MD 21403	N/A	509(A)	PROGRAM SUPPORT	5,000
CHOATE ROSEMARY HALL FOUNDATION 333 CHRISTIAN STREET WALLINGFORD,CT 06492	N/A	SCHOOL	PROGRAM SUPPORT	5,000
CITIZENS' SCHOLARSHIP FOUNDATION OF WESTFIELD PO BOX 382 WESTFIELD,MA 01086	N/A	509(A)	PROGRAM SUPPORT	13,000
CLARKE SCHOOL FOR THE DEAF 47 ROUND HILL ROAD NORTHAMPTON,MA 01060	N/A	SCHOOL	PROGRAM SUPPORT	5,000
COLLEGE OF OUR LADY OF THE ELMS 291 SPRINGFIELD STREET CHICOPEE,MA 01013	N/A	COLLEGE	PROGRAM SUPPORT	35,000
COMMUNITY FOUNDATION OF WESTERN MASSACHUSETTS PO BOX 15769 SPRINGFIELD,MA 01115	N/A	509(A)	PROGRAM SUPPORT	60,500
COMMUNITY IN SUSTAINING AGRICULTURE 1 SUGARLOAF STREET 2ND FLR S DEERFIELD,MA 01373	N/A	509(A)	PROGRAM SUPPORT	12,000
CONGREGATIONAL CHURCH OF NEEDHAM 1154 GREAT PLAIN AVENUE NEEDHAM,MA 02492	N/A	CHURCH	PROGRAM SUPPORT	5,000
DANA HALL SCHOOLS PO BOX 9010 WELLESLEY,MA 02482	N/A	SCHOOL	PROGRAM SUPPORT	5,000
DOMUS INCORPORATED 4 SCHOOL STREET WESTFIELD,MA 01085	N/A	509(A)	PROGRAM SUPPORT	7,500
DRAMA STUDIO INC PO BOX 80892 SPRINGFIELD,MA 01138	N/A	509(A)	PROGRAM SUPPORT	5,000
DUNN SCHOOL PO BOX 98 LOS OLIVOS,CA 93441	N/A	SCHOOL	PROGRAM SUPPORT	5,000
EL GRANADA ELEMENTARY SCHOOL PARENT TEACHER ORGANIZATION PO BOX 2194 EL GRANADA,CA 94018	N/A	SCHOOL	PROGRAM SUPPORT	5,000

Form 990PF Part XV Line 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				
ENCHANTED CIRCLE INC 4 OPEN SQUARE WAY 206 HOLYOKE,MA 01040	N/A	509(A)	PROGRAM SUPPORT	2,880
FIDELCO GUIDE DOG FOUNDATION 103 VISION WAY BLOOMFIELD,CT 06002	N/A	509(A)	PROGRAM SUPPORT	10,000
FOUNDATION CENTER 79 FIFTH AVENUE NEWYORK,NY 10003	N/A	509(A)	PROGRAM SUPPORT	5,000
GIRLS INCORPORATED OF HOLYOKE 6 OPEN SQUARE WAY HOLYOKE,MA 01040	N/A	509(A)	PROGRAM SUPPORT	20,000
GORDON SCHOOL 45 MAXFIELD AVENUE E PROVIDENCE,RI 02914	N/A	SCHOOL	PROGRAM SUPPORT	5,000
GROUNDWORK SOMERVILLE INC 21 POPERZI WAY SOMERVILLE,MA 02143	N/A	509(A)	PROGRAM SUPPORT	2,000
HABITAT FOR HUMANITY INTERNATIONAL 104 MEMORIAL AVENUE WSPRINGFIELD,MA 01089	N/A	509(A)	PROGRAM SUPPORT	25,000
HOSPICE VOLUNTEERS OF WALDO COUNTY PO BOX 772 BELFAST,ME 04915	N/A	509(A)	PROGRAM SUPPORT	5,000
INFINITE LEARNING 214 MAIN STREET EL SEGUNDO,CA 90245	N/A	509(A)	PROGRAM SUPPORT	5,000
LINK TO LIBRARIES INC 35 BLUEGRASS DRIVE E LONGMEADOW,MA 01028	N/A	509(A)	PROGRAM SUPPORT	10,250
MAGNOLIA ELEMENTARY PTC 1905 MAGNOLIA AVENUE CARLSBAD,CA 92008	N/A	509(A)	PROGRAM SUPPORT	5,000
MARY HITCHCOCK MEMORIAL HOSPITAL ONE MEDICAL CENTER DRIVE LEBANON,NH 03756	N/A	HOSPITAL	PROGRAM SUPPORT	5,000
MASS MENTORING PARTNERSHIP INC 105 CHAUNCY STREET 300 BOSTON,MA 02111	N/A	509(A)	PROGRAM SUPPORT	20,000
MASSACHUSETTS ADOPTION RESOURCE EXCHANGE INC 45 FRANKLIN STRET BOSTON,MA 02110	N/A	509(A)	PROGRAM SUPPORT	9,000
MASSACHUSETTS SOCIETY FOR THE PREVENTION OF CRUELTY TO CHILDREN (MSPCC) 99 SUMMER STREET BOSTON,MA 02110	N/A	509(A)	PROGRAM SUPPORT	20,000

Form 990PF Part XV Line 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				
MAYO FOUNDATION FOR MEDICAL EDUCATION & RESEARCH 200 FIRST STREET SW ROCHESTER,MN 55905	N/A	509(A)	PROGRAM SUPPORT	5,000
NEEDHAM EDUCATION FOUNDATION PO BOX 920145 NEEDHAM,MA 02492	N/A	509(A)	PROGRAM SUPPORT	5,000
NORTHFIELD MOUNT HERMON SCHOOL ONE LAMPLIGHTER WAY MOUNT HERMON,MA 01354	N/A	SCHOOL	PROGRAM SUPPORT	5,000
OPEN PANTRY COMMUNITY SERVICE INC PO BOX 5127 SPRINGFIELD,MA 01101	N/A	509(A)	PROGRAM SUPPORT	15,000
PARENT TEACHER ORGANIZATION OF THE NORTHAMPTON HIGH SCHOOL 380 ELM STREET NORTHAMPTON,MA 01060	N/A	509(A)	PROGRAM SUPPORT	1,000
PARTNERS FOR COMMUNITY 11 HAMPDEN STREET SPRINGFIELD,MA 01103	N/A	509(A)	PROGRAM SUPPORT	5,000
PENINSULA ASSOCIATION FOR RETARDED CHILDREN & ADULTS (PARCA) 800 AIRPORT BLVD 320 BURLINGAME,CA 94010	N/A	509(A)	PROGRAM SUPPORT	5,000
PIONEER VALLEY REGIONAL VENTURES CENTER 60 CONGRESS STREET FLOOR 1 SPRINGFIELD,MA 01104	N/A	509(A)	PROGRAM SUPPORT	23,000
PORTSMOUTH MULTI-PURPOSE SENIOR CENTER PO BOX 202 PORTSMOUTH,RI 02871	N/A	509(A)	PROGRAM SUPPORT	5,000
RAISING A READER (RAR-MA INC) 9B HAMILTON PLACE 3RD FLOOR BOSTON,MA 02108	N/A	509(A)	PROGRAM SUPPORT	32,500
REGIONAL EMPLOYMENT BOARD OF HAMPDEN COUNTY 1441 MAIN STREET SPRINGFIELD,MA 01103	N/A	509(A)	PROGRAM SUPPORT	20,000
ROCA INC 101 PARK STREET CHELSEA,MA 02150	N/A	509(A)	PROGRAM SUPPORT	20,000
SAFE PASSAGE INC 43 CNETER STREET 304 NORTHAMPTON,MA 01060	N/A	509(A)	PROGRAM SUPPORT	15,000
SANDWICH COMMUNITY SCHOOL PO BOX 352 TAMWORTH,NH 03886	N/A	SCHOOL	PROGRAM SUPPORT	5,000
SEAMEN'S CHURCH INSTITUTE OF NEWPORT RI 18 MARKET SQUARE NEWPORT,RI 02840	N/A	509(A)	PROGRAM SUPPORT	5,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SERVICENET INC 1314 DEKALB STREET NORRISTOWN,PA 19401	N/A	509(A)	PROGRAM SUPPORT	10,000
SEVENARS CONCERT INC 30 E END AVE STE 3A NEWYORK,NY 10028	N/A	509(A)	PROGRAM SUPPORT	5,000
SPRINGFIELD BOYS CLUB 481 CAREW STREET SPRINGFIELD,MA 01104	N/A	509(A)	PROGRAM SUPPORT	35,000
SPRINGFIELD DAY NURSERY 947 MAIN STREET SPRINGFIELD,MA 01103	N/A	509(A)	PROGRAM SUPPORT	10,000
SPRINGFIELD MUSEUM 21 EDWARDS STREET SPRINGFIELD,MA 01103	N/A	509(A)	PROGRAM SUPPORT	5,000
SPRINGFIELD VIETNAMESE AMERICAN CIVIC ASSOCIATION INC 433 BELMONT AVENUE SPRINGFIELD,MA 01108	N/A	509(A)	PROGRAM SUPPORT	5,000
ST GEORGE'S CENTER INC 21 W 22ND STREET RIVIERA BEACH,FL 33404	N/A	CHURCH	PROGRAM SUPPORT	5,000
ST MATTHEWS CATHOLIC SCHOOL 910 S EL CAMINO REAL SAN MATEO,CA 94402	N/A	SCHOOL	PROGRAM SUPPORT	5,000
STANLEY PARK 400 WESTERN AVENUE WESTFIELD,MA 01085	N/A	509(A)	PROGRAM SUPPORT	849,154
STAVROS CENTER FOR INDEPENDENT LIVING 210 OLD FARM ROAD AMHEARST,MA 01002	N/A	509(A)	PROGRAM SUPPORT	6,000
THE FOOD BANK OF WESTERN MASSACHUSETTS INC PO BOX 160 HATFIELD,MA 01038	N/A	509(A)	PROGRAM SUPPORT	30,000
THE PERFORMANCE PROJECT INC PO BOX 1173 NORTHAMPTON,MA 01060	N/A	509(A)	PROGRAM SUPPORT	2,500
THE SALVATION ARMY 615 SLATERS LANE ALEXANDRIA,VA 22314	N/A	509(A)	PROGRAM SUPPORT	15,000
THE TRUSTEES OF SMITH COLLEGE COLLEGE HALL 204 10 ELM STREET NORTHAMPTON,MA 01063	N/A	COLLEGE	PROGRAM SUPPORT	5,000
TREEHOUSE FOUNDATION INC 1 TREEHOUSE CIRCLE EAST HAMPTON,MA 01027	N/A	509(A)	PROGRAM SUPPORT	15,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
TRUSTEES OF TUFTS COLLEGE 80 GEORGE STREET RM 236 MEDFORD,MA 02155	N/A	COLLEGE	PROGRAM SUPPORT	5,000
TRUSTEES OF WESTMINSTER SCHOOL 995 HOPMEADOW STREET SIMSBURY,CT 06070	N/A	SCHOOL	PROGRAM SUPPORT	5,000
TWO STATE YOUNG MEN'S CHRISTIAN ASSOCIATION 748 HAMILTON ROAD BECKET,MA 01223	N/A	509(A)	PROGRAM SUPPORT	10,000
USS MASSACHUSETTS MEMORIAL COMMITTEE INC 5 BATTLESHIP COVE FALL RIVER,MA 02721	N/A	509(A)	PROGRAM SUPPORT	5,000
VALLEY RADIO READING SERVICE 1 FEDERAL STREET BLDG 104-2R STE 2 SPRINGFIELD,MA 01105	N/A	509(A)	PROGRAM SUPPORT	5,000
WESTERN NEW ENGLAND UNIVERSITY 1215 WILBRAHAM ROAD SPRINGFIELD,MA 01119	N/A	UNIVERSITY	PROGRAM SUPPORT	5,000
WESTFIELD ON WEEKENDS INC PO BOX 154 WESTFIELD,MA 01086	N/A	509(A)	PROGRAM SUPPORT	5,000
WFCR FOUNDATION INC 131 COUNTY CIRCLE AMHERST,MA 01003	N/A	509(A)	PROGRAM SUPPORT	5,000
WGBY 44 HAMPDEN STREET SPRINGFIELD,MA 01103	N/A	509(A)	PROGRAM SUPPORT	1,000
WILLIE ROSS SCHOOL FOR THE DEAF INC 32 NORWAY AVENUE LONGMEADOW,MA 01106	N/A	SCHOOL	PROGRAM SUPPORT	5,000
Total  3a				1,734,534

TY 2012 Accounting Fees Schedule

Name: THE BEVERIDGE FAMILY FOUNDATION INC

EIN: 31-1698286

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	51,244	25,622		27,891

**TY 2012 Investments Corporate
Bonds Schedule**

Name: THE BEVERIDGE FAMILY FOUNDATION INC
EIN: 31-1698286

Name of Bond	End of Year Book Value	End of Year Fair Market Value
UBS - FIXED INCOME SECURITIES	4,134,728	4,134,728

**TY 2012 Investments Corporate
Stock Schedule**

Name: THE BEVERIDGE FAMILY FOUNDATION INC
EIN: 31-1698286

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UBS - CORPORATE STOCK	27,456,316	27,456,316

**TY 2012 Investments Government
Obligations Schedule****Name:** THE BEVERIDGE FAMILY FOUNDATION INC**EIN:** 31-1698286**US Government Securities - End of****Year Book Value:**

4,062,008

US Government Securities - End of**Year Fair Market Value:**

4,062,008

**State & Local Government
Securities - End of Year Book****Value:**

0

**State & Local Government
Securities - End of Year Fair****Market Value:**

0

TY 2012 Investments - Other Schedule

Name: THE BEVERIDGE FAMILY FOUNDATION INC

EIN: 31-1698286

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
UBS - FIXED INCOME MUTUAL FUNDS	FMV	14,234,497	14,234,497

TY 2012 Land, Etc. Schedule**Name:** THE BEVERIDGE FAMILY FOUNDATION INC**EIN:** 31-1698286

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER EQUIPMENT	78,997	74,176	4,821	4,821
OFFICE EQUIPMENT	5,664	5,664	0	

TY 2012 Legal Fees Schedule

Name: THE BEVERIDGE FAMILY FOUNDATION INC

EIN: 31-1698286

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	10,963	5,482		7,006

TY 2012 Other Assets Schedule

Name: THE BEVERIDGE FAMILY FOUNDATION INC

EIN: 31-1698286

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INCOME/DIVIDEND RECEIVABLE	78,763	46,172	46,172

TY 2012 Other Expenses Schedule**Name:** THE BEVERIDGE FAMILY FOUNDATION INC**EIN:** 31-1698286

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	6,061	1,260		5,399
POSTAGE AND FREIGHT	924	192		732
WEBSITE EXPENSE	7,373	0		7,373
TELEPHONE	7,109	1,479		5,630
MEMBERSHIPS, DUES, & SUBSCRIPTIONS	5,761	1,198		4,563
INSURANCE	2,310	480		1,830
PAYROLL PROCESSING FEES	1,400	0		1,400
SOFTWARE EXPENSE	938	195		743
BANK CHARGES	493	493		0

TY 2012 Other Increases Schedule

Name: THE BEVERIDGE FAMILY FOUNDATION INC

EIN: 31-1698286

Description	Amount
UNREALIZED NET GAIN ON INVESTMENTS	2,853,095

TY 2012 Other Professional Fees Schedule

Name: THE BEVERIDGE FAMILY FOUNDATION INC

EIN: 31-1698286

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	28,141	14,071		11,031
INVESTMENT MANAGEMENT FEES	342,287	342,287		0

TY 2012 Taxes Schedule**Name:** THE BEVERIDGE FAMILY FOUNDATION INC**EIN:** 31-1698286

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON INVESTMENTS	47,855	47,855		0
FEDERAL EXCISE TAXES	50,807	0		0