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**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**2012**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

|                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                    |                                                                                                                  |                                                                    |                                       |                                         |                                                    |                                      |                                                                                                                                                                            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|---------------------------------------|-----------------------------------------|----------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>MARY GALE FOUNDATION, INC.</b>                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                    | A Employer identification number<br><b>57-1171038</b>                                                            |                                                                    |                                       |                                         |                                                    |                                      |                                                                                                                                                                            |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>10 TRIPPS LANE</b>                                                                                                                                                                                                                                                                                                                                                   |                                                                    | B Telephone number (see instructions)<br><b>603- 634-7752</b>                                                    |                                                                    |                                       |                                         |                                                    |                                      |                                                                                                                                                                            |
| City or town, state, and ZIP code<br><b>RIVERSIDE, RI 02915-7995</b>                                                                                                                                                                                                                                                                                                                                                                                        |                                                                    | C If exemption application is pending, check here <input type="checkbox"/>                                       |                                                                    |                                       |                                         |                                                    |                                      |                                                                                                                                                                            |
| G Check all that apply: <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/> Initial return</td><td><input type="checkbox"/> Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/> Final return</td><td><input type="checkbox"/> Amended return</td></tr> <tr><td><input checked="" type="checkbox"/> Address change</td><td><input type="checkbox"/> Name change</td></tr> </table> |                                                                    | <input type="checkbox"/> Initial return                                                                          | <input type="checkbox"/> Initial return of a former public charity | <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return | <input checked="" type="checkbox"/> Address change | <input type="checkbox"/> Name change | D 1 Foreign organizations, check here <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| <input type="checkbox"/> Initial return                                                                                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Initial return of a former public charity |                                                                                                                  |                                                                    |                                       |                                         |                                                    |                                      |                                                                                                                                                                            |
| <input type="checkbox"/> Final return                                                                                                                                                                                                                                                                                                                                                                                                                       | <input type="checkbox"/> Amended return                            |                                                                                                                  |                                                                    |                                       |                                         |                                                    |                                      |                                                                                                                                                                            |
| <input checked="" type="checkbox"/> Address change                                                                                                                                                                                                                                                                                                                                                                                                          | <input type="checkbox"/> Name change                               |                                                                                                                  |                                                                    |                                       |                                         |                                                    |                                      |                                                                                                                                                                            |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                                                                                                                                                                           |                                                                    | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>    |                                                                    |                                       |                                         |                                                    |                                      |                                                                                                                                                                            |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>12,032,999.</b>                                                                                                                                                                                                                                                                                                                                                  |                                                                    | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |                                                                    |                                       |                                         |                                                    |                                      |                                                                                                                                                                            |
| J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(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) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received (attach schedule)                                                                                                   | 1,949.                             |                           |                         |                                                             |
| 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                                                                                                                           | 331,016.                           | 329,357.                  |                         | STMT 2                                                      |
| 5a Gross rents                                                                                                                                                     |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                                      |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                                           | 202,432.                           |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                                                                                                      | 1,993,435.                         |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                                   |                                    | 202,434.                  |                         |                                                             |
| 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) (attach schedule)                                                                                                                         |                                    |                           |                         |                                                             |
| 11 Other income (attach schedule)                                                                                                                                  |                                    | 2,990.                    |                         |                                                             |
| 12 Total. Add lines 1 through 11                                                                                                                                   | 535,397.                           | 534,781.                  |                         | STMT 3                                                      |
| 13 Compensation of officers, directors, trustees, etc.                                                                                                             |                                    |                           |                         |                                                             |
| 14 Other employee salaries and wages                                                                                                                               |                                    | NONE                      | NONE                    |                                                             |
| 15 Pension plans, employee benefits                                                                                                                                |                                    | NONE                      | NONE                    |                                                             |
| 16a Legal fees (attach schedule) STMT 4                                                                                                                            | 2,976.                             | NONE                      | NONE                    | 2,976.                                                      |
| b Accounting fees (attach schedule) STMT 5                                                                                                                         | 2,575.                             | NONE                      | NONE                    | 2,575.                                                      |
| c Other professional fees (attach schedule) STMT 6                                                                                                                 | 65,411.                            | 65,411.                   |                         |                                                             |
| 17 Interest                                                                                                                                                        |                                    |                           |                         |                                                             |
| 18 Taxes (attach schedule) (see instructions) STMT 7                                                                                                               | 8,274.                             | 3,346.                    |                         |                                                             |
| 19 Depreciation (attach schedule) and depletion                                                                                                                    |                                    |                           |                         |                                                             |
| 20 Occupancy                                                                                                                                                       |                                    |                           |                         |                                                             |
| 21 Travel, conferences, and meetings                                                                                                                               |                                    | NONE                      | NONE                    |                                                             |
| 22 Printing and publications                                                                                                                                       |                                    | NONE                      | NONE                    |                                                             |
| 23 Other expenses (attach schedule) STMT 8                                                                                                                         | 2,037.                             |                           |                         | 2,037.                                                      |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                                            | 81,273.                            | 68,757.                   | NONE                    | 7,588.                                                      |
| 25 Contributions, gifts, grants paid                                                                                                                               | 463,600.                           |                           |                         | 463,600.                                                    |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                                           | 544,873.                           | 68,757.                   | NONE                    | 471,188.                                                    |
| 27 Subtract line 26 from line 12:                                                                                                                                  |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                                | -9,476.                            |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                                   |                                    | 466,024.                  |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                                     |                                    |                           |                         |                                                             |

SCANNED MAY 23 2013

Operating and Administrative Expenses

**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 |
| <b>Assets</b>                                                                                                     | 1 Cash - non-interest-bearing . . . . .                                                                                                                |                   |                |                       |
|                                                                                                                   | 2 Savings and temporary cash investments . . . . .                                                                                                     | 62,378.           | 198,835.       | 198,835.              |
|                                                                                                                   | 3 Accounts receivable ▶ 35,713.                                                                                                                        |                   |                |                       |
|                                                                                                                   | Less: allowance for doubtful accounts ▶                                                                                                                | 28,910.           | 35,713.        | 35,713.               |
|                                                                                                                   | 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 instructions) . . . . .                    |                   |                |                       |
|                                                                                                                   | 7 Other notes and loans receivable (attach schedule) ▶                                                                                                 |                   |                |                       |
|                                                                                                                   | Less: allowance for doubtful accounts ▶ NONE                                                                                                           |                   |                |                       |
|                                                                                                                   | 8 Inventories for sale or use . . . . .                                                                                                                |                   |                |                       |
|                                                                                                                   | 9 Prepaid expenses and deferred charges . . . . .                                                                                                      |                   |                |                       |
|                                                                                                                   | 10 a Investments - U.S. and state government obligations (attach schedule) . . . . .                                                                   | 696,106.          | 905,722.       | 905,722.              |
|                                                                                                                   | b Investments - corporate stock (attach schedule) . . . . .                                                                                            | 3,463,069.        | 4,064,360.     | 4,064,360.            |
|                                                                                                                   | c Investments - corporate bonds (attach schedule) . . . . .                                                                                            | 643,322.          | 648,887.       | 648,887.              |
|                                                                                                                   | 11 Investments - land, buildings, and equipment: basis . . . . .                                                                                       |                   |                |                       |
| Less: accumulated depreciation (attach schedule) ▶                                                                |                                                                                                                                                        |                   |                |                       |
| 12 Investments - mortgage loans . . . . .                                                                         |                                                                                                                                                        |                   |                |                       |
| 13 Investments - other (attach schedule) . . . . .                                                                | 4,628,600.                                                                                                                                             | 6,179,482.        | 6,179,482.     |                       |
| 14 Land, buildings, and equipment: basis . . . . .                                                                |                                                                                                                                                        |                   |                |                       |
| Less: accumulated depreciation (attach schedule) ▶                                                                |                                                                                                                                                        |                   |                |                       |
| 15 Other assets (describe ▶) . . . . .                                                                            |                                                                                                                                                        |                   |                |                       |
| 16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . . | 9,522,385.                                                                                                                                             | 12,032,999.       | 12,032,999.    |                       |
| <b>Liabilities</b>                                                                                                | 17 Accounts payable and accrued expenses . . . . .                                                                                                     |                   |                |                       |
|                                                                                                                   | 18 Grants payable . . . . .                                                                                                                            | 448,600.          | 595,865.       |                       |
|                                                                                                                   | 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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                   | 448,600.                                                                                                                                               | 595,865.          |                |                       |
| <b>Net Assets or Fund Balances</b>                                                                                | <b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b> |                   |                |                       |
|                                                                                                                   | 24 Unrestricted . . . . .                                                                                                                              | 9,073,785.        | 11,437,134.    |                       |
|                                                                                                                   | 25 Temporarily restricted . . . . .                                                                                                                    |                   |                |                       |
|                                                                                                                   | 26 Permanently restricted . . . . .                                                                                                                    |                   |                |                       |
|                                                                                                                   | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input type="checkbox"/>                                |                   |                |                       |
|                                                                                                                   | 27 Capital stock, trust principal, or current funds . . . . .                                                                                          |                   |                |                       |
|                                                                                                                   | 28 Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .                                                                            |                   |                |                       |
|                                                                                                                   | 29 Retained earnings, accumulated income, endowment, or other funds . . . . .                                                                          |                   |                |                       |
|                                                                                                                   | 30 <b>Total net assets or fund balances</b> (see instructions) . . . . .                                                                               | 9,073,785.        | 11,437,134.    |                       |
|                                                                                                                   | 31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                                                                  | 9,522,385.        | 12,032,999.    |                       |

**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 | 9,073,785.  |
| 2 Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | -9,476.     |
| 3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13 . . . . .                                                                                        | 3 | 2,372,825.  |
| 4 Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 11,437,134. |
| 5 Decreases not included in line 2 (itemize) ▶ . . . . .                                                                                                               | 5 |             |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                                      | 6 | 11,437,134. |

Form 990-PF (2012)

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co.)                                                              |                                            |                                                 | (b) How<br>acquired<br>P - Purchase<br>D - Donation                                           | (c) Date<br>acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-----------------------------------------------------------------------------------------------|-----------------------------------------|----------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>                                                                                                                                                               |                                            |                                                 |                                                                                               |                                         |                                  |
| <b>b</b>                                                                                                                                                                                           |                                            |                                                 |                                                                                               |                                         |                                  |
| <b>c</b>                                                                                                                                                                                           |                                            |                                                 |                                                                                               |                                         |                                  |
| <b>d</b>                                                                                                                                                                                           |                                            |                                                 |                                                                                               |                                         |                                  |
| <b>e</b>                                                                                                                                                                                           |                                            |                                                 |                                                                                               |                                         |                                  |
| (e) Gross sales price                                                                                                                                                                              | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                  |                                         |                                  |
| <b>a</b> 1,993,435.                                                                                                                                                                                |                                            | 1,791,001.                                      | 202,434.                                                                                      |                                         |                                  |
| <b>b</b>                                                                                                                                                                                           |                                            |                                                 |                                                                                               |                                         |                                  |
| <b>c</b>                                                                                                                                                                                           |                                            |                                                 |                                                                                               |                                         |                                  |
| <b>d</b>                                                                                                                                                                                           |                                            |                                                 |                                                                                               |                                         |                                  |
| <b>e</b>                                                                                                                                                                                           |                                            |                                                 |                                                                                               |                                         |                                  |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                                                                                        |                                            |                                                 | (i) Gains (Col. (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |                                         |                                  |
| (i) F.M.V. as of 12/31/69                                                                                                                                                                          | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col (j), if any  |                                                                                               |                                         |                                  |
| <b>a</b>                                                                                                                                                                                           |                                            |                                                 | 202,434.                                                                                      |                                         |                                  |
| <b>b</b>                                                                                                                                                                                           |                                            |                                                 |                                                                                               |                                         |                                  |
| <b>c</b>                                                                                                                                                                                           |                                            |                                                 |                                                                                               |                                         |                                  |
| <b>d</b>                                                                                                                                                                                           |                                            |                                                 |                                                                                               |                                         |                                  |
| <b>e</b>                                                                                                                                                                                           |                                            |                                                 |                                                                                               |                                         |                                  |
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                |                                            |                                                 | <b>2</b>                                                                                      | 202,434.                                |                                  |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in<br>Part I, line 8 |                                            |                                                 | <b>3</b>                                                                                      |                                         |                                  |

**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)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                          | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| 2011                                                                                                                                                                                                                          | 493,522.                                 | 11,564,449.                                  | 0.042676                                                  |
| 2010                                                                                                                                                                                                                          | 92,584.                                  | 10,954,903.                                  | 0.008451                                                  |
| 2009                                                                                                                                                                                                                          | 624,170.                                 | 10,283,096.                                  | 0.060699                                                  |
| 2008                                                                                                                                                                                                                          | 680,594.                                 | 9,826,948.                                   | 0.069258                                                  |
| 2007                                                                                                                                                                                                                          | 1,221,243.                               | 13,195,415.                                  | 0.092551                                                  |
| <b>2 Total of line 1, column (d)</b>                                                                                                                                                                                          |                                          |                                              | <b>2</b> 0.273635                                         |
| <b>3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the<br/>number of years the foundation has been in existence if less than 5 years</b>                                     |                                          |                                              | <b>3</b> 0.054727                                         |
| <b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>                                                                                                                                         |                                          |                                              | <b>4</b> 11,544,600.                                      |
| <b>5 Multiply line 4 by line 3</b>                                                                                                                                                                                            |                                          |                                              | <b>5</b> 631,801.                                         |
| <b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>                                                                                                                                                           |                                          |                                              | <b>6</b> 4,660.                                           |
| <b>7 Add lines 5 and 6</b>                                                                                                                                                                                                    |                                          |                                              | <b>7</b> 636,461.                                         |
| <b>8 Enter qualifying distributions from Part XII, line 4</b><br>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<br>Part VI instructions |                                          |                                              | <b>8</b> 471,188.                                         |

**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<br>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 <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                                      |           | 1 9,320. |
| 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        |
| 3 Add lines 1 and 2                                                                                                                                                                                                                    |           | 3 9,320. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                          |           | 4 NONE   |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                              |           | 5 9,320. |
| 6 Credits/Payments:                                                                                                                                                                                                                    |           |          |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012                                                                                                                                                                    | 6a 8,556. |          |
| b Exempt foreign organizations - tax withheld at source                                                                                                                                                                                | 6b NONE   |          |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                  | 6c NONE   |          |
| d Backup withholding erroneously withheld                                                                                                                                                                                              | 6d        |          |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                  | 7 8,556.  |          |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                                    | 8         |          |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                        | 9 764.    |          |
| 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 <input type="checkbox"/> Refunded <input type="checkbox"/>                                                                                                        | 11        |          |

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

**Part VII-A Statements Regarding Activities (continued)**

|                                                                                                                                             |                                                                                                                                                                                                     |    |     |    |
|---------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 11                                                                                                                                          | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .   | 11 |     | X  |
| 12                                                                                                                                          | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .  | 12 |     | X  |
| 13                                                                                                                                          | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .                                                                       | 13 | X   |    |
| Website address <b>▶</b> <u>N/A</u>                                                                                                         |                                                                                                                                                                                                     |    |     |    |
| 14                                                                                                                                          | The books are in care of <b>▶</b> <u>CITIZENS NA</u> Telephone no. <b>▶</b> <u>(401) 455-5309</u>                                                                                                   |    |     |    |
|                                                                                                                                             | Located at <b>▶</b> <u>10 TRIPPS LANE, RIVERSIDE, RI</u> ZIP+4 <b>▶</b> <u>02915</u>                                                                                                                |    |     |    |
| 15                                                                                                                                          | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .                                                                                       | 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 | Yes | No |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <b>▶</b> |                                                                                                                                                                                                     |    |     | 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)? . . . . .                                                                                                                                                                                                                                                                           | 1b                           | N/A                                    |
| Organizations relying on a current notice regarding disaster assistance check here . . . . . <b>▶</b> <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                             |                              |                                        |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . . .                                                                                                                                                                                                                                                                                                        | 1c                           | X                                      |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):                                                                                                                                                                                                                                                                                                                           |                              |                                        |
| a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . .                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| If "Yes," list the years <b>▶</b> _____                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                              |                                        |
| b Are there any years listed in 2a for which the foundation is <b>not</b> 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                           | X                                      |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>▶</b> _____                                                                                                                                                                                                                                                                                                                                                                           |                              |                                        |
| 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) . . . . . | 3b                           | N/A                                    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .                                                                                                                                                                                                                                                                                                                                                                               | 4a                           | X                                      |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . .                                                                                                                                                                                                                                                              | 4b                           | X                                      |

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 STATEMENT 14     |                                                           | -0-                                       | -0-                                                                   | -0-                                   |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

**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                                                          |                                                           | NONE             | NONE                                                                  | NONE                                  |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

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

NONE

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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 |
|------------------------------------------------------------------------------------|----------------------|------------------|
| CITIZENS BANK N.A.<br>RIVERSIDE, RI 02915                                          | INVESTMENT MANAGEMEN | 65,411.          |
|                                                                                    |                      |                  |
|                                                                                    |                      |                  |
|                                                                                    |                      |                  |
|                                                                                    |                      |                  |
|                                                                                    |                      |                  |
| Total number of others receiving over \$50,000 for professional services . . . . . |                      | NONE             |

**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 NONE                                                                                                                                                                                                                                                 |          |
| 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 NONE                                                                                                           |        |
| 2                                                                                                                |        |
| All other program-related investments See instructions                                                           |        |
| 3 NONE                                                                                                           |        |
| Total. Add lines 1 through 3 . . . . .                                                                           |        |

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

|          |                                                                                                             |           |             |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |             |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 11,543,214. |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 177,192.    |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> | NONE        |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 11,720,406. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |             |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  | NONE        |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 11,720,406. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 175,806.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 11,544,600. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 577,230.    |

**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.)

|           |                                                                                                           |           |          |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 577,230. |
| <b>2a</b> | Tax on investment income for 2012 from Part VI, line 5                                                    | <b>2a</b> | 9,320.   |
| <b>b</b>  | Income tax for 2012. (This does not include the tax from Part VI.)                                        | <b>2b</b> |          |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 9,320.   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 567,910. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  | NONE     |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 567,910. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  | NONE     |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 567,910. |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                                      |           |          |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                           |           |          |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                        | <b>1a</b> | 471,188. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                   | <b>1b</b> |          |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>  | NONE     |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                 |           |          |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                       | <b>3a</b> | NONE     |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3b</b> | NONE     |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | 471,188. |
| <b>5</b> | 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) | <b>5</b>  | N/A      |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | 471,188. |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 567,910.    |
| <b>2</b> Undistributed income, if any, as of the end of 2012:                                                                                                                               |               |                            |             |             |
| <b>a</b> Enter amount for 2011 only . . . . .                                                                                                                                               |               |                            | 315,854.    |             |
| <b>b</b> Total for prior years: 20 <u>10</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .                                                                                                        |               | NONE                       |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2012:                                                                                                                                   |               |                            |             |             |
| <b>a</b> From 2007 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>b</b> From 2008 . . . . .                                                                                                                                                                | 3,832.        |                            |             |             |
| <b>c</b> From 2009 . . . . .                                                                                                                                                                | 12,661.       |                            |             |             |
| <b>d</b> From 2010 . . . . .                                                                                                                                                                | 4,774.        |                            |             |             |
| <b>e</b> From 2011 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | 21,267.       |                            |             |             |
| <b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>471,188.</u>                                                                                                      |               |                            |             |             |
| <b>a</b> Applied to 2011, but not more than line 2a . . . . .                                                                                                                               |               |                            | 315,854.    |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .                                                                                    |               | NONE                       |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                            | NONE          |                            |             |             |
| <b>d</b> Applied to 2012 distributable amount . . . . .                                                                                                                                     |               |                            |             | 155,334.    |
| <b>e</b> Remaining amount distributed out of corpus . . . . .                                                                                                                               | NONE          |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .                                        | 21,267.       |                            |             | 21,267.     |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .                                                                                                                        | NONE          |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .                                                                                                         |               | NONE                       |             |             |
| <b>c</b> 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 . . . . . |               | NONE                       |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .                                                                                                         |               | NONE                       |             |             |
| <b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .                                                                          |               |                            | NONE        |             |
| <b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .                                                              |               |                            |             | 391,309.    |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .                                  | NONE          |                            |             |             |
| <b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .                                                                              | NONE          |                            |             |             |
| <b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | NONE          |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                               |               |                            |             |             |
| <b>a</b> Excess from 2008 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>b</b> Excess from 2009 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>c</b> Excess from 2010 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>d</b> Excess from 2011 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>e</b> Excess from 2012 . . . . .                                                                                                                                                         | NONE          |                            |             |             |

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

NOT APPLICABLE

**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 foundation 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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 16

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

N/A

**c** Any submission deadlines:

N/A

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

SEE ATTACHED STATEMENT FOR LINE 2

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

| <div>Recipient</div> <div>Name and address (home or business)</div> | <div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div> | <div>Foundation status of recipient</div> | <div>Purpose of grant or contribution</div> | <div>Amount</div> |
|---------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-------------------------------------------|---------------------------------------------|-------------------|
| <b>a Paid during the year</b><br><br>SEE ATTACHED STATEMENT         | NONE                                                                                                                 | N/A                                       | SEE ATTACHED STATEMENT                      | 463,600.          |
| <b>Total</b>                                                        |                                                                                                                      |                                           | ▶ <b>3a</b>                                 | 463,600.          |
| <b>b Approved for future payment</b><br><br>SEE ATTACHED STATEMENT  | NONE                                                                                                                 | N/A                                       | SEE ATTACHED STATEMENT                      | 595,865.          |
| <b>Total</b>                                                        |                                                                                                                      |                                           | ▶ <b>3b</b>                                 | 595,865.          |





FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

| DESCRIPTION          | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|----------------------|-----------------------------------------|-----------------------------|
| -----                | -----                                   | -----                       |
| DIVIDENDS & INTEREST | 331,016.                                | 329,357.                    |
|                      | -----                                   | -----                       |
| TOTAL                | 331,016.                                | 329,357.                    |
|                      | =====                                   | =====                       |

FORM 990PF, PART I - OTHER INCOME  
=====

| DESCRIPTION<br>-----              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|-----------------------------------|--------------------------------------------------|--------------------------------------|
| TRUST INCOME FROM EIN: 54-6616713 |                                                  | 2,990.                               |
|                                   | -----                                            | -----                                |
| TOTALS                            | =====                                            | =====                                |
|                                   |                                                  | 2,990.                               |
|                                   |                                                  | =====                                |

FORM 990PF, PART I - LEGAL FEES  
=====

| DESCRIPTION<br>----- | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- | ADJUSTED<br>NET<br>INCOME<br>----- | CHARITABLE<br>PURPOSES<br>----- |
|----------------------|--------------------------------------------------|--------------------------------------|------------------------------------|---------------------------------|
| LEGAL FEES           | 2,976.                                           |                                      |                                    | 2,976.                          |
|                      | -----                                            | -----                                | -----                              | -----                           |
| TOTALS               | 2,976.                                           | NONE                                 | NONE                               | 2,976.                          |
|                      | =====                                            | =====                                | =====                              | =====                           |

FORM 990PF, PART I - ACCOUNTING FEES  
=====

| DESCRIPTION<br>----- | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- | ADJUSTED<br>NET<br>INCOME<br>----- | CHARITABLE<br>PURPOSES<br>----- |
|----------------------|--------------------------------------------------|--------------------------------------|------------------------------------|---------------------------------|
| ACCOUNTING FEES      | 2,575.                                           |                                      |                                    | 2,575.                          |
| TOTALS               | 2,575.                                           | NONE                                 | NONE                               | 2,575.                          |
|                      | =====                                            | =====                                | =====                              | =====                           |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES  
=====

| DESCRIPTION<br>-----       | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|----------------------------|--------------------------------------------------|--------------------------------------|
| INVESTMENT MANAGEMENT FEES | 65,411.                                          | 65,411.                              |
|                            | -----                                            | -----                                |
| TOTALS                     | 65,411.                                          | 65,411.                              |
|                            | =====                                            | =====                                |

FORM 990PF, PART I - TAXES

=====

| DESCRIPTION             | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-------------------------|-----------------------------------------|-----------------------------|
| -----                   | -----                                   | -----                       |
| 2011 FEDERAL TAXES PAID | 58.                                     |                             |
| 2012 FEDERAL TAXES PAID | 8,216.                                  |                             |
| FOREIGN TAXES PAID      |                                         | 3,346.                      |
|                         | -----                                   | -----                       |
| TOTALS                  | 8,274.                                  | 3,346.                      |
|                         | =====                                   | =====                       |

FORM 990PF, PART I - OTHER EXPENSES  
=====

| DESCRIPTION<br>-----   | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | CHARITABLE<br>PURPOSES<br>----- |
|------------------------|--------------------------------------------------|---------------------------------|
| STATE FILING FEES      | 150.                                             | 150.                            |
| IRON MOUNTAIN EXPENSES | 1,887.                                           | 1,887.                          |
| TOTALS                 | -----<br>2,037.<br>=====                         | -----<br>2,037.<br>=====        |

MARY GALE FOUNDATION, INC.

57-1171038

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS  
=====

DESCRIPTION  
-----

SEE ATTACHED STATEMENT

| ENDING<br>BOOK VALUE | ENDING<br>FMV |
|----------------------|---------------|
| -----                | ----          |
| 905,722.             | 905,722.      |
| -----                | -----         |
| 905,722.             | 905,722.      |
| =====                | =====         |

TOTALS

MARY GALE FOUNDATION, INC.

57-1171038

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION  
-----

SEE ATTACHED STATEMENT

ENDING  
BOOK VALUE  
-----

ENDING  
FMV  
---

4,064,360.

4,064,360.

TOTALS

4,064,360.

4,064,360.

MARY GALE FOUNDATION, INC.

57-1171038

FORM 990PF, PART II - CORPORATE BONDS  
=====

DESCRIPTION  
-----

ENDING  
BOOK VALUE  
-----

ENDING  
FMV  
---

SEE ATTACHED STATEMENT

648,887.

648,887.

TOTALS

648,887.

648,887.

=====

=====

MARY GALE FOUNDATION, INC.

57-1171038

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

| DESCRIPTION<br>----- | COST/<br>FMV<br>C OR F<br>----- |
|----------------------|---------------------------------|
|----------------------|---------------------------------|

| ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>---- |
|-------------------------------|-----------------------|
|-------------------------------|-----------------------|

SEE ATTACHED STATEMENT

C

TOTALS

|            |            |
|------------|------------|
| 6,179,482. | 6,179,482. |
| -----      | -----      |
| 6,179,482. | 6,179,482. |
| =====      | =====      |

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

-----

AMOUNT

-----

UNREALIZED GAIN ON INVESTMENTS

602,930.

TRANSFERS FROM GALE HOME EIN: 02-0223444

1,769,895.

TOTAL

-----

2,372,825.

=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

THOMAS BOUCHER

ADDRESS:

16 SALMON STREET

MANCHESTER, NH 03104

TITLE:

CHAIRMAN

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:

JEFFREY HICKOK

ADDRESS:

1367 CHESTNUT STREET

MANCHESTER, NH 03104

TITLE:

TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:

CAROL KUNZ

ADDRESS:

PO BOX 544

GOFFSTOWN, NH 03045

TITLE:

SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:

FRED RUSCZEK

ADDRESS:

385 LUCAS ROAD

MANCHESTER, NH 03109

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

KATHLEEN SULLIVAN

ADDRESS:

95 MARKET STREET

MANCHESTER, NH 03101

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:

ANNA THOMAS

ADDRESS:

1528 ELM STREET

MANCHESTER, NH 03101

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:

PATRICK TUFTS

ADDRESS:

228 MAPLE ST., 4TH FLOOR

MANCHESTER, NH 03103

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

RECIPIENT NAME:

TOM BOUCHER

ADDRESS:

C/O KARR & BOUCHER PLLC, 16 SALMON STREET  
MANCHESTER, NH 03104

RECIPIENT'S PHONE NUMBER: 603-625-8286

RESTRICTIONS OR LIMITATIONS ON AWARDS:

GRANT APPLICATIONS TO BE FILED BY 501(C)(3) ORGANIZATIONS  
WHICH PROVIDE HOUSING AND HEALTHCARE SERVICES WHICH BENEFIT  
WOMEN OVER AGE 65 IN THE GREATER MANCHESTER, NH AREA

## FEDERAL FOOTNOTES

=====

DURING 2012, THE GALE HOME, EIN: 02-0223444, TERMINATED PER COURT ORDER. ALL ASSETS OF THIS FOUNDATION WERE TRANSFERRED TO THE MARY GALE FOUNDATION, EIN: 57-1171038. THESE ASSETS ARE INCLUDED IN PART II, BALANCE SHEET AND FUND BALANCES, ON THIS RETURN. THE ADJUSTED QUALIFYING DISTRIBUTIONS AND NET-VALUE OF NON-CHARITABLE USE ASSETS FROM THE GALE HOME ARE INCLUDED IN PART V, QUALIFICATION UNDER SECTION 4940(E) FOR REDUCED TAX ON NET INVESTMENT INCOME, ON THIS RETURN. THE EXCESS DISTRIBUTION CARRYOVERS FROM THE GALE HOME ARE INCLUDED IN PART XIII, UNDISTRIBUTED INCOME, ON THIS RETURN.

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.  
▶ Information about Schedule D (Form 1041) and its separate instructions is at  
[www.irs.gov/form1041](http://www.irs.gov/form1041)

OMB No 1545-0092

**2012**

Name of estate or trust

MARY GALE FOUNDATION, INC.

Employer identification number

57-1171038

Note: Form 5227 filers need to complete only Parts I and II.

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

| (a) Description of property<br>(Example 100 shares 7% preferred of "Z" Co.)                                                         | (b) Date acquired<br>(mo., day, yr.) | (c) Date sold<br>(mo., day, yr.) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss) for<br>the entire year<br>Subtract (e) from (d) |
|-------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|-----------------|-----------------------------------------------|--------------------------------------------------------------------|
| <b>1a</b><br>SHORT-TERM CAPITAL GAIN DIVIDENDS                                                                                      |                                      |                                  |                 |                                               | 14,025.                                                            |
|                                                                                                                                     |                                      |                                  |                 |                                               |                                                                    |
|                                                                                                                                     |                                      |                                  |                 |                                               |                                                                    |
|                                                                                                                                     |                                      |                                  |                 |                                               |                                                                    |
|                                                                                                                                     |                                      |                                  |                 |                                               |                                                                    |
|                                                                                                                                     |                                      |                                  |                 |                                               |                                                                    |
| <b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b                                                    |                                      |                                  |                 |                                               | <b>1b</b> -30,996.                                                 |
| <b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824                                                    |                                      |                                  |                 |                                               | <b>2</b>                                                           |
| <b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts                               |                                      |                                  |                 |                                               | <b>3</b>                                                           |
| <b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet      |                                      |                                  |                 |                                               | <b>4</b> ( )                                                       |
| <b>5</b> Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back |                                      |                                  |                 |                                               | <b>5</b> -16,971.                                                  |

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

| (a) Description of property<br>(Example 100 shares 7% preferred of "Z" Co.)                                                           | (b) Date acquired<br>(mo., day, yr.) | (c) Date sold<br>(mo., day, yr.) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss) for<br>the entire year<br>Subtract (e) from (d) |
|---------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|-----------------|-----------------------------------------------|--------------------------------------------------------------------|
| <b>6a</b><br>LONG-TERM CAPITAL GAIN DIVIDENDS                                                                                         |                                      |                                  |                 |                                               | 25,076.                                                            |
|                                                                                                                                       |                                      |                                  |                 |                                               |                                                                    |
|                                                                                                                                       |                                      |                                  |                 |                                               |                                                                    |
|                                                                                                                                       |                                      |                                  |                 |                                               |                                                                    |
|                                                                                                                                       |                                      |                                  |                 |                                               |                                                                    |
| <b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b                                                       |                                      |                                  |                 |                                               | <b>6b</b> 193,886.                                                 |
| <b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824                                                 |                                      |                                  |                 |                                               | <b>7</b>                                                           |
| <b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts                                  |                                      |                                  |                 |                                               | <b>8</b>                                                           |
| <b>9</b> Capital gain distributions                                                                                                   |                                      |                                  |                 |                                               | <b>9</b> 443.                                                      |
| <b>10</b> Gain from Form 4797, Part I                                                                                                 |                                      |                                  |                 |                                               | <b>10</b>                                                          |
| <b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet       |                                      |                                  |                 |                                               | <b>11</b> ( )                                                      |
| <b>12</b> Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back |                                      |                                  |                 |                                               | <b>12</b> 219,405.                                                 |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

**Part III Summary of Parts I and II****Caution: Read the instructions before completing this part.**

|                                                                              | (1) Beneficiaries'<br>(see instr.) | (2) Estate's<br>or trust's | (3) Total |
|------------------------------------------------------------------------------|------------------------------------|----------------------------|-----------|
| <b>13</b> Net short-term gain or (loss) . . . . .                            | <b>13</b>                          |                            | -16,971.  |
| <b>14</b> Net long-term gain or (loss):                                      |                                    |                            |           |
| <b>a</b> Total for year . . . . .                                            | <b>14a</b>                         |                            | 219,405.  |
| <b>b</b> Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . | <b>14b</b>                         |                            |           |
| <b>c</b> 28% rate gain . . . . .                                             | <b>14c</b>                         |                            |           |
| <b>15</b> Total net gain or (loss). Combine lines 13 and 14a . . . . .       | <b>15</b>                          |                            | 202,434.  |

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

**Part IV Capital Loss Limitation**

|                                                                                                                               |           |     |
|-------------------------------------------------------------------------------------------------------------------------------|-----------|-----|
| <b>16</b> Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: | <b>16</b> | ( ) |
| <b>a</b> The loss on line 15, column (3) or <b>b</b> \$3,000 . . . . .                                                        |           |     |

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

|                                                                                                                                                                                                                                                                    |           |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|
| <b>17</b> Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .                                                                                                                                                                              | <b>17</b> |  |
| <b>18</b> Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .                                                                                                                                                                       | <b>18</b> |  |
| <b>19</b> Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .                                                                                           | <b>19</b> |  |
| <b>20</b> Add lines 18 and 19 . . . . .                                                                                                                                                                                                                            | <b>20</b> |  |
| <b>21</b> If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . . .                                                                                                                                                | <b>21</b> |  |
| <b>22</b> Subtract line 21 from line 20. If zero or less, enter -0- . . . . .                                                                                                                                                                                      | <b>22</b> |  |
| <b>23</b> Subtract line 22 from line 17. If zero or less, enter -0- . . . . .                                                                                                                                                                                      | <b>23</b> |  |
| <b>24</b> Enter the smaller of the amount on line 17 or \$2,400 . . . . .                                                                                                                                                                                          | <b>24</b> |  |
| <b>25</b> Is the amount on line 23 equal to or more than the amount on line 24?<br><input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box.<br><input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . . | <b>25</b> |  |
| <b>26</b> Subtract line 25 from line 24 . . . . .                                                                                                                                                                                                                  | <b>26</b> |  |
| <b>27</b> Are the amounts on lines 22 and 26 the same?<br><input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .                                          | <b>27</b> |  |
| <b>28</b> Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .                                                                                                                                                                                 | <b>28</b> |  |
| <b>29</b> Subtract line 28 from line 27 . . . . .                                                                                                                                                                                                                  | <b>29</b> |  |
| <b>30</b> Multiply line 29 by 15% (.15) . . . . .                                                                                                                                                                                                                  | <b>30</b> |  |
| <b>31</b> Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .                                                                             | <b>31</b> |  |
| <b>32</b> Add lines 30 and 31 . . . . .                                                                                                                                                                                                                            | <b>32</b> |  |
| <b>33</b> Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .                                                                             | <b>33</b> |  |
| <b>34</b> Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .                                                                                                         | <b>34</b> |  |

Schedule D (Form 1041) 2012

Department of the Treasury  
Internal Revenue Service

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

► Information about Schedule D (Form 1041) and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041)

2012

Name of estate or trust

MARY GALE FOUNDATION, INC.

Employer identification number

57-1171038

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**[illegible]

|                                                                                                     |  |            |
|-----------------------------------------------------------------------------------------------------|--|------------|
| <b>1b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . |  | -30,996.00 |
|-----------------------------------------------------------------------------------------------------|--|------------|

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

Schedule D-1 (Form 1041) 2012

JSA  
2F1221 2 000

DKA277 9056 05/07/2013 11:44:15

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

MARY GALE FOUNDATION, INC.

57-1171038

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co.) | (b) Date<br>acquired<br>(mo., day, yr.) | (c) Date sold<br>(mo., day, yr.) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|-------------------------------------------------------------------------|-----------------------------------------|----------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| <b>6a</b> 1330. AT & T INC                                              | 02/27/2006                              | 02/07/2012                       | 39,550.00       | 37,006.00                                     | 2,544.00                                    |
| 590. ABBOTT LABORATORIES                                                | 10/06/2006                              | 08/09/2012                       | 38,752.00       | 27,781.00                                     | 10,971.00                                   |
| 1096. AETNA INC NEW                                                     | 01/08/2010                              | 04/30/2012                       | 47,254.00       | 36,186.00                                     | 11,068.00                                   |
| 66. APPLE COMPUTER INC                                                  | 04/21/2011                              | 04/30/2012                       | 39,087.00       | 20,836.00                                     | 18,251.00                                   |
| 390. BAKER HUGHES INC                                                   | 12/16/2005                              | 03/21/2012                       | 17,533.00       | 24,220.00                                     | -6,687.00                                   |
| 879. BECTON DICKINSON & CO                                              | 07/28/2010                              | 01/09/2012                       | 64,410.00       | 69,785.00                                     | -5,375.00                                   |
| 1642. CISCO SYSTEMS                                                     | 05/26/1998                              | 06/26/2012                       | 27,607.00       | 20,428.00                                     | 7,179.00                                    |
| 984. DISNEY WALT CO                                                     | 07/27/2009                              | 11/09/2012                       | 45,946.00       | 26,049.00                                     | 19,897.00                                   |
| 2958.94 FHLMC POOL# 1G2232<br>10/01/37                                  | 03/07/2008                              | 01/15/2012                       | 2,959.00        | 3,003.00                                      | -44.00                                      |
| 16.89 FHLMC POOL# 1G2232<br>10/01/37                                    | 03/07/2008                              | 02/15/2012                       | 17.00           | 17.00                                         |                                             |
| 9.63 FHLMC POOL# 1G2232<br>10/01/37                                     | 03/07/2008                              | 03/15/2012                       | 10.00           | 10.00                                         |                                             |
| 12.11 FHLMC POOL# 1G2232<br>10/01/37                                    | 03/07/2008                              | 04/15/2012                       | 12.00           | 12.00                                         |                                             |
| 10.13 FHLMC POOL# 1G2232<br>10/01/37                                    | 03/07/2008                              | 05/15/2012                       | 10.00           | 10.00                                         |                                             |
| 6.64 FHLMC POOL# 1G2232<br>10/01/37                                     | 03/07/2008                              | 06/15/2012                       | 7.00            | 7.00                                          |                                             |
| 5387.65 FHLMC POOL# 1G2232<br>10/01/37                                  | 03/07/2008                              | 07/15/2012                       | 5,388.00        | 5,468.00                                      | -80.00                                      |
| 9.92 FHLMC POOL# 1G2232<br>10/01/37                                     | 03/07/2008                              | 08/15/2012                       | 10.00           | 10.00                                         |                                             |
| 9.97 FHLMC POOL# 1G2232<br>10/01/37                                     | 03/07/2008                              | 09/15/2012                       | 10.00           | 10.00                                         |                                             |
| 5576.86 FHLMC POOL# 1G2232<br>10/01/37                                  | 03/07/2008                              | 10/15/2012                       | 5,577.00        | 5,661.00                                      | -84.00                                      |
| 10.02 FHLMC POOL# 1G2232<br>10/01/37                                    | 03/07/2008                              | 11/15/2012                       | 10.00           | 10.00                                         |                                             |
| 9.85 FHLMC POOL# 1G2232<br>10/01/37                                     | 03/07/2008                              | 12/15/2012                       | 10.00           | 10.00                                         |                                             |
| 100000. FED HOME LN BK<br>8/15/12                                       | 01/04/2008                              | 08/15/2012                       | 100,000.00      | 102,898.00                                    | -2,898.00                                   |
| 150000. GENL ELEC CAP CORP<br>6/08/12                                   | 03/24/2009                              | 06/08/2012                       | 150,000.00      | 150,623.00                                    | -623.00                                     |
| 1340. INTEL CORP.                                                       | 07/09/2009                              | 12/07/2012                       | 26,818.00       | 30,752.00                                     | -3,934.00                                   |
| 2205. JABIL CIRCUIT INC                                                 | 05/09/2011                              | 09/28/2012                       | 41,696.00       | 46,860.00                                     | -5,164.00                                   |
| 305. JOHNSON & JOHNSON                                                  | 03/06/2002                              | 09/19/2012                       | 20,956.00       | 19,092.00                                     | 1,864.00                                    |

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . .

Schedule D-1 (Form 1041) 2012

Employer identification number

57-1171038

[illegible]

|                                                                                                     |  |            |
|-----------------------------------------------------------------------------------------------------|--|------------|
| <b>6b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . |  | 193,886.00 |
|-----------------------------------------------------------------------------------------------------|--|------------|

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39 E

## FEDERAL CAPITAL GAIN DIVIDENDS

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## SHORT-TERM CAPITAL GAIN DIVIDENDS

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|                                          |          |
|------------------------------------------|----------|
| FIDELITY GOV'T INCOME FUND #54           | 711.00   |
| METROPOLITAN WEST HIGH YD BD I #514      | 2,372.00 |
| TEMPLETON GLOBAL BOND ADVISOR #616       | 13.00    |
| TEMPLETON GLOBAL BOND ADVISOR #616       | 25.00    |
| VANGUARD INTER TERM BD IDX SS #1350      | 795.00   |
| VANGUARD FIXED INCOME                    | 148.00   |
| VANGUARD ADMIRAL GNMA FD #536            | 8,059.00 |
| VANGUARD ADMIRAL INTERM TERM FD # 571    | 834.00   |
| VANGUARD ADMIRAL FIXED INCOME ST CORP FD | 407.00   |
| VANGUARD SHORT-TERM FED ADMR #549        | 297.00   |
| VANGUARD FIXED INC SECURITIES FD INTER T | 363.00   |

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

14,025.00

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## LONG-TERM CAPITAL GAIN DIVIDENDS

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## 15% RATE CAPITAL GAIN DIVIDENDS

|                                          |          |
|------------------------------------------|----------|
|                                          | 54.00    |
| APARTMENT INVT & MGMT CO                 | 386.00   |
| FIDELITY GOV'T INCOME FUND #54           | 809.00   |
| METROPOLITAN WEST HIGH YD BD I #514      | 237.00   |
| TEMPLETON GLOBAL BOND ADVISOR #616       | 3,792.00 |
| VANGUARD INTER TERM BD IDX SS #1350      | 9,328.00 |
| VANGUARD FIXED INCOME                    | 46.00    |
| VANGUARD ADMIRAL GNMA FD #536            | 5,362.00 |
| VANGUARD ADMIRAL INTERM TERM FD # 571    | 3,050.00 |
| VANGUARD ADMIRAL FIXED INCOME ST CORP FD | 931.00   |
| VANGUARD SHORT-TERM FED ADMR #549        | 121.00   |
| VANGUARD FIXED INC SECURITIES FD INTER T | 960.00   |

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

25,076.00

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TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

25,076.00

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**MARY GALE FOUNDATION INC.**  
**EIN#57-1171038**

THE FOLLOWING GRANTS WERE APPROVED DURING FYE 12/31/2012 AND  
 PAID DURING FYE 12/31/2012

| <u>RECIPIENT</u>                                                | <u>PURPOSE</u>                          | <u>AMOUNT</u> |
|-----------------------------------------------------------------|-----------------------------------------|---------------|
| Child & Family Service of NH                                    | Big Chore, Bridge, Wrap Around Services | \$57,000.00   |
| Elliot Senior Health Center                                     | Programming for Elderly, Indigent Women | \$25,000.00   |
| Easter Seals NH _Seniors Count                                  | Flex Fund                               | \$115,000.00  |
| Easter Seals NH _Seniors Count                                  | Community Liason                        | \$45,000.00   |
| Manchester Housing & Redevelopment Authority for Mary Gale Apts | Support Services                        | \$20,000.00   |
| NH Association for the Blind                                    | Support Voucher and Flexible Spending   | \$90,000.00   |
| NH Legal Assistance                                             | Legal Services for Needy Women          | \$9,000.00    |
| Southern NH Services, Inc                                       | Seniors Count, Neighbors Care           | \$27,600.00   |
| VNA Manchester & Southern NH                                    | Expand/Enhance VNA Program              | \$60,000.00   |
| City of Manchester Domestic and Sexual Violence Unit            | Domestic Violence Prosecutor            | \$15,000.00   |
| Total                                                           |                                         | \$463,600.00  |

# GRANTS PAYABLE

| Organization                         | Due 2013  |
|--------------------------------------|-----------|
| Caregivers, Inc., The                | \$18,458  |
| Child and Family Services of NH      | \$57,000  |
| Elliot Senior Heath Services         | \$25,000  |
| Easter Seals NH - Seniors Count      | \$176,307 |
| Manchester Housing and Redevelopment | \$20,000  |
| Manchester Housing and Redevelopment | \$62,500  |
| New Hampshire Assoc. for the Blind   | \$90,000  |
| New Hampshire Legal Assistance       | \$9,000   |
| Southern NH Services, Inc.           | \$27,600  |
| VNA Manchester & Southern NH         | \$60,000  |
| Community Caregivers of Derry        | \$5,000   |
| St. Joseph Community Services, Inc   | \$30,000  |
| City of Manchester                   | \$15,000  |
| Total                                | \$595,865 |

## ASSET SUMMARY

ARY GALE FOUNDATION, INC. AGY  
 CCOUNT: 3011001246

PAGE: 3

AS OF 12/31/12

| <u>ASSET CATEGORY</u>        | <u>MARKET<br/>VALUE</u> | <u>PERCENT<br/>OF<br/>ACCOUNT</u> | <u>FEDERAL<br/>TAX COST</u> | <u>BOOK VALUE</u>    | <u>ESTIMATED<br/>ANNUAL<br/>INCOME</u> | <u>INCOME<br/>YIELD AT<br/>MARKET</u> |
|------------------------------|-------------------------|-----------------------------------|-----------------------------|----------------------|----------------------------------------|---------------------------------------|
| <u>RINCIPAL PORTFOLIO</u>    |                         |                                   |                             |                      |                                        |                                       |
| ONEY MARKET FUNDS            | 181,377.54              | 1.51 %                            | 181,377.54                  | 181,377.54           | 181                                    | 0.10 %                                |
| .S. GOVERNMENT AGENCIES      | 365,403.12              | 3.05 %                            | 347,885.54                  | 347,885.54           | 16,011                                 | 4.38 %                                |
| ORPORATE & FOREIGN BONDS     | 648,887.00              | 5.41 %                            | 600,478.50                  | 600,478.50           | 31,913                                 | 4.92 %                                |
| UNICIPAL OBLIGATIONS         | 540,319.00              | 4.50 %                            | 502,932.00                  | 502,932.00           | 24,275                                 | 4.49 %                                |
| COMMON EQUITY SECURITIES     | 3,822,690.92            | 31.86 %                           | 2,967,003.49                | 2,989,853.45         | 76,482                                 | 2.00 %                                |
| DOMESTIC EQUITY MUTUAL FUNDS | 241,668.57              | 2.01 %                            | 240,000.00                  | 240,000.00           | 11,762                                 | 4.87 %                                |
| LOSED END EQUITY MUTUAL FUND | 2,799,719.83            | 23.34 %                           | 2,281,358.14                | 2,241,862.74         | 52,058                                 | 1.86 %                                |
| AXABLE FIXED INCOME FUNDS    | 3,279,762.35            | 27.34 %                           | 3,240,059.36                | 3,229,638.47         | 121,490                                | 3.70 %                                |
| OTHER ASSETS                 | 100,000.00              | 0.83 %                            | 100,000.00                  | 100,000.00           | 0                                      | 0.00 %                                |
| RINCIPAL PORTFOLIO TOTAL     | <u>11,979,828.33</u>    | <u>99.85 %</u>                    | <u>10,461,094.57</u>        | <u>10,434,028.24</u> | <u>334,172</u>                         | <u>2.79 %</u>                         |
| <u>NCOME PORTFOLIO</u>       |                         |                                   |                             |                      |                                        |                                       |
| NCOME CASH                   | 2,694.09                | 0.02 %                            | 2,694.09                    | 2,694.09             |                                        |                                       |
| ONEY MARKET FUNDS            | 14,763.43               | 0.12 %                            | 14,763.43                   | 14,763.43            | 15                                     | 0.10 %                                |
| NCOME PORTFOLIO TOTAL        | <u>17,457.52</u>        | <u>0.15 %</u>                     | <u>17,457.52</u>            | <u>17,457.52</u>     | <u>15</u>                              | <u>0.10 %</u>                         |
| TOTAL ASSETS                 | <u>11,997,285.85</u>    | <u>100.00 %</u>                   | <u>10,478,552.09</u>        | <u>10,451,485.76</u> | <u>334,187</u>                         | <u>2.79 %</u>                         |

LIST OF ASSETS

ARY GALE FOUNDATION, INC. AGY  
COUNT: 3011001246

PAGE: 4

AS OF 12/31/12

| QUANTITY/<br>PRICE PER SHARE         | ASSET DESCRIPTION                                                                     | MARKET VALUE<br>% OF ACCOUNT | FED TAX COST | BOOK VALUE | ESTIMATED<br>ANNUAL<br>INCOME | INCOME<br>YIELD AT<br>MARKET |
|--------------------------------------|---------------------------------------------------------------------------------------|------------------------------|--------------|------------|-------------------------------|------------------------------|
| <u>PRINCIPAL PORTFOLIO</u>           |                                                                                       |                              |              |            |                               |                              |
| <u>ONEY MARKET FUNDS</u>             |                                                                                       |                              |              |            |                               |                              |
| 181,377.5400<br>1.0000               | RBS CITIZENS N.A. CASH SWEEP ACCOUNT<br>CUSIP NO: 990110702                           | 181,377.54<br>1.51 %         | 181,377.54   | 181,377.54 | 181                           | 0.10 %                       |
| <u>S. GOVERNMENT AGENCIES</u>        |                                                                                       |                              |              |            |                               |                              |
| 200,000.0000<br>103.0710             | FEDERAL HOME LOAN BANK 5.125%<br>8/14/2013<br>CUSIP NO: 3133XGVF8<br>MOODY'S RTG: AAA | 206,142.00<br>1.72 %         | 201,388.00   | 201,388.00 | 10,250                        | 4.97 %                       |
| 100,000.0000<br>109.8020             | FEDERAL FARM CREDIT BANK<br>3% 4/25/2018<br>CUSIP NO: 31331KJB7<br>MOODY'S RTG: AAA   | 109,802.00<br>0.92 %         | 100,184.50   | 100,184.50 | 3,000                         | 2.73 %                       |
| 45,628.6000<br>108.3950              | FHLMC POOL# 1G2232<br>FLT RATE 10/01/2037<br>CUSIP NO: 3128QSPR1                      | 49,459.12<br>0.41 %          | 46,313.04    | 46,313.04  | 2,761                         | 5.58 %                       |
| TOTAL U.S. GOVERNMENT AGENCIES       |                                                                                       |                              | 347,885.54   | 347,885.54 | 16,011                        | 4.38 %                       |
| <u>CORPORATE &amp; FOREIGN BONDS</u> |                                                                                       |                              |              |            |                               |                              |
| 250,000.0000<br>100.8100             | DOW CHEMICAL CO 5.300% 3/15/2013<br>CUSIP NO: 26054LDA8<br>MOODY'S RTG: BAA2          | 252,025.00<br>2.10 %         | 250,000.00   | 250,000.00 | 13,250                        | 5.26 %                       |

LIST OF ASSETS

ARY GALE FOUNDATION, INC. AGY  
COUNT: 3011001246

AS OF 12/31/12

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| QUANTITY/<br>PRICE PER SHARE    | ASSET DESCRIPTION                                                                                         | MARKET VALUE<br>% OF ACCOUNT | FED TAX COST | BOOK VALUE | ESTIMATED<br>ANNUAL<br>INCOME | INCOME<br>YIELD AT<br>MARKET |
|---------------------------------|-----------------------------------------------------------------------------------------------------------|------------------------------|--------------|------------|-------------------------------|------------------------------|
| 100,000.0000<br>105.1220        | HEWLETT PACKARD CO<br>6.125% 3/1/2014<br>CUSIP NO: 428236AT0<br>MOODY'S RTG: BAA1                         | 105,122.00<br>0.88 %         | 99,561.00    | 99,561.00  | 6,125                         | 5.83 %                       |
| 50,000.0000<br>104.1910         | MORGAN STANLEY 3.4500% 11/2/2015<br>CUSIP NO: 61747YCT0<br>MOODY'S RTG: BAA1                              | 52,095.50<br>0.43 %          | 49,869.00    | 49,869.00  | 1,725                         | 3.31 %                       |
| 50,000.0000<br>105.8520         | GOLDMAN SACHS GROUP INC<br>3.625% 2/7/2016<br>CUSIP NO: 38143USC6<br>MOODY'S RTG: A3                      | 52,926.00<br>0.44 %          | 50,141.00    | 50,141.00  | 1,813                         | 3.43 %                       |
| 150,000.0000<br>124.4790        | ROCHE HLDG INC 6% 3/1/2019<br>CUSIP NO: 771196AS1<br>MOODY'S RTG: A1                                      | 186,718.50<br>1.56 %         | 150,907.50   | 150,907.50 | 9,000                         | 4.82 %                       |
| TOTAL CORPORATE & FOREIGN BONDS |                                                                                                           | 648,887.00<br>5.41 %         | 600,478.50   | 600,478.50 | 31,913                        | 4.92 %                       |
| <u>MUNICIPAL OBLIGATIONS</u>    |                                                                                                           |                              |              |            |                               |                              |
| 50,000.0000<br>112.2050         | MANCHESTER NH TAXABLE<br>BUILD AMERICA BOND<br>4.75% 7/1/2023<br>CUSIP NO: 562333FR0<br>MOODY'S RTG: AAL  | 56,102.50<br>0.47 %          | 50,572.50    | 50,572.50  | 2,375                         | 4.23 %                       |
| 150,000.0000<br>107.8580        | ALEXANDRIA MN TAXABLE BUILD AMER BD<br>4.40% 2/1/2025<br>(CALLABLE 2/1/2021 @ 100)<br>CUSIP NO: 015104SC7 | 161,787.00<br>1.35 %         | 150,000.00   | 150,000.00 | 6,600                         | 4.08 %                       |

ARY GALE FOUNDATION, INC. AGY  
 CCOUNT: 3011001246

LIST OF ASSETS

AS OF 12/31/12

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| QUANTITY/<br>PRICE PER SHARE | ASSET DESCRIPTION                                                                                                                          | MARKET VALUE<br>% OF ACCOUNT | FED TAX COST | BOOK VALUE | ESTIMATED<br>ANNUAL<br>INCOME | INCOME<br>YIELD AT<br>MARKET |
|------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|--------------|------------|-------------------------------|------------------------------|
| 150,000.0000<br>108.3330     | UTAH ST BRD REGENTS TAXABLE<br>BUILD AMERICA BOND<br>5.10% 4/1/2030<br>(CALLABLE 10/1/2020 @ 100)<br>CUSIP NO: 91754RRZ2                   | 162,499.50<br>1.35 %         | 152,359.50   | 152,359.50 | 7,650                         | 4.71 %                       |
| 150,000.0000<br>106.6200     | TOPEKA KN UTIL REV TAXABLE<br>BUILD AMERICA BOND<br>5.10% 8/1/2030<br>(CALLABLE 8/1/2020 @ 100)<br>CUSIP NO: 890680FT3<br>MOODY'S RTG: AA3 | 159,930.00<br>1.33 %         | 150,000.00   | 150,000.00 | 7,650                         | 4.78 %                       |
| TOTAL MUNICIPAL OBLIGATIONS  |                                                                                                                                            | 540,319.00<br>4.50 %         | 502,932.00   | 502,932.00 | 24,275                        | 4.49 %                       |
| COMMON EQUITY SECURITIES     |                                                                                                                                            |                              |              |            |                               |                              |
| 572.0000<br>65.5000          | ABBOTT LABORATORIES<br>CUSIP NO: 002824100                                                                                                 | 37,466.00<br>0.31 %          | 28,438.92    | 28,182.43  | 320                           | 0.85 %                       |
| 1,295.0000<br>27.9100        | ACTUANT CORP<br>CUSIP NO: 00508X203                                                                                                        | 36,143.45<br>0.30 %          | 38,020.31    | 38,020.31  | 52                            | 0.14 %                       |
| 564.0000<br>130.1500         | AFFILIATED MANAGERS GROUP INC<br>CUSIP NO: 008252108                                                                                       | 73,404.60<br>0.61 %          | 47,346.44    | 47,570.48  | 0                             | 0.00 %                       |
| 1,380.0000<br>37.5700        | AMETEK INC<br>CUSIP NO: 031100100                                                                                                          | 51,846.60<br>0.43 %          | 39,735.08    | 39,735.08  | 331                           | 0.64 %                       |
| 640.0000<br>86.2000          | AMGEN INC.<br>CUSIP NO: 031162100                                                                                                          | 55,168.00<br>0.46 %          | 45,762.69    | 45,762.69  | 1,203                         | 2.18 %                       |

LIST OF ASSETS

ARY GALE FOUNDATION, INC. AGY  
CCOUNT: 3011001246

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| QUANTITY/<br>PRICE PER SHARE | ASSET DESCRIPTION                                    | MARKET VALUE<br>% OF ACCOUNT | FED TAX COST | BOOK VALUE | ESTIMATED<br>ANNUAL<br>INCOME | INCOME<br>YIELD AT<br>MARKET |
|------------------------------|------------------------------------------------------|------------------------------|--------------|------------|-------------------------------|------------------------------|
| 420.0000<br>74.3100          | ANADARKO PETE CORP.<br>CUSIP NO: 032511107           | 31,210.20<br>0.26 %          | 34,470.53    | 34,470.53  | 151                           | 0.48 %                       |
| 1,090.0000<br>27.0600        | APARTMENT INVT & MGMT CO CL A<br>CUSIP NO: 03748R101 | 29,495.40<br>0.25 %          | 29,063.00    | 29,063.00  | 872                           | 2.96 %                       |
| 223.0000<br>532.1730         | APPLE COMPUTER INC.<br>CUSIP NO: 037833100           | 118,674.58<br>0.99 %         | 47,287.17    | 55,981.54  | 2,364                         | 1.99 %                       |
| 1,462.0000<br>33.7100        | AT & T INC<br>CUSIP NO: 00206R102                    | 49,284.02<br>0.41 %          | 44,236.77    | 46,856.71  | 2,632                         | 5.34 %                       |
| 3,500.0000<br>11.6100        | BANK OF AMERICA CORPORATION<br>CUSIP NO: 060505104   | 40,635.00<br>0.34 %          | 37,360.75    | 37,360.75  | 140                           | 0.34 %                       |
| 1,790.0000<br>29.1100        | BB&T CORP<br>CUSIP NO: 054937107                     | 52,106.90<br>0.43 %          | 41,612.13    | 41,612.13  | 1,432                         | 2.75 %                       |
| 995.0000<br>75.3600          | BOEING CO.<br>CUSIP NO: 097023105                    | 74,983.20<br>0.63 %          | 58,363.88    | 58,363.88  | 1,930                         | 2.57 %                       |
| 913.0000<br>57.9300          | CAPITAL ONE FINL CORP<br>CUSIP NO: 14040H105         | 52,890.09<br>0.44 %          | 39,458.30    | 39,392.45  | 183                           | 0.35 %                       |
| 1,164.0000<br>108.1400       | CHEVRON CORP<br>CUSIP NO: 166764100                  | 125,874.96<br>1.05 %         | 93,908.13    | 100,090.14 | 4,190                         | 3.33 %                       |
| 855.0000<br>75.3200          | CHUBB CORP.<br>CUSIP NO: 171232101                   | 64,398.60<br>0.54 %          | 52,734.27    | 52,734.27  | 1,402                         | 2.18 %                       |
| 923.0000<br>53.4600          | CIGNA<br>CUSIP NO: 125509109                         | 49,343.58<br>0.41 %          | 36,397.39    | 34,671.22  | 37                            | 0.07 %                       |

LIST OF ASSETS

ARY GALE FOUNDATION, INC. AGY  
COUNT: 3011001246

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AS OF 12/31/12

| QUANTITY/<br>PRICE PER SHARE | ASSET DESCRIPTION                               | MARKET VALUE<br>% OF ACCOUNT | FED TAX COST | BOOK VALUE | ESTIMATED<br>ANNUAL<br>INCOME | INCOME<br>YIELD AT<br>MARKET |
|------------------------------|-------------------------------------------------|------------------------------|--------------|------------|-------------------------------|------------------------------|
| 930.0000<br>40.9000          | CINTAS CORPORATION<br>CUSIP NO: 172908105       | 38,037.00<br>0.32 %          | 38,707.07    | 38,707.07  | 595                           | 1.56 %                       |
| 2,172.0000<br>39.5600        | CITIGROUP INC COM NEW<br>CUSIP NO: 172967424    | 85,924.32<br>0.72 %          | 77,568.27    | 77,568.27  | 87                            | 0.10 %                       |
| 2,472.0000<br>36.2500        | COCA-COLA CO.<br>CUSIP NO: 191216100            | 89,610.00<br>0.75 %          | 72,734.69    | 72,734.69  | 2,521                         | 2.81 %                       |
| 425.0000<br>104.5400         | COLGATE-PALMOLIVE CO.<br>CUSIP NO: 194162103    | 44,429.50<br>0.37 %          | 35,558.16    | 35,388.20  | 1,054                         | 2.37 %                       |
| 1,054.0000<br>57.9900        | CONOCOPHILLIPS<br>CUSIP NO: 20825C104           | 61,121.46<br>0.51 %          | 61,978.91    | 61,978.91  | 2,783                         | 4.55 %                       |
| 1,005.0000<br>48.3500        | CVS/CAREMARK CORPORATION<br>CUSIP NO: 126650100 | 48,591.75<br>0.41 %          | 36,331.86    | 36,331.86  | 905                           | 1.86 %                       |
| 3,022.0000<br>25.3000        | E M C CORP MASS<br>CUSIP NO: 268648102          | 76,456.60<br>0.64 %          | 36,203.26    | 38,260.57  | 0                             | 0.00 %                       |
| 1,115.0000<br>50.9977        | EBAY INC<br>CUSIP NO: 278642103                 | 56,862.44<br>0.47 %          | 46,145.72    | 46,145.72  | 0                             | 0.00 %                       |
| 965.0000<br>45.1900          | EDISON INTERNATIONAL<br>CUSIP NO: 281020107     | 43,608.35<br>0.36 %          | 36,158.07    | 36,158.07  | 1,303                         | 2.99 %                       |
| 1,498.0000<br>86.5500        | EXXON MOBIL CORP<br>CUSIP NO: 30231G102         | 129,651.90<br>1.08 %         | 62,284.99    | 63,039.44  | 3,415                         | 2.63 %                       |
| 4,585.0000<br>20.9900        | GENERAL ELECTRIC CO<br>CUSIP NO: 369604103      | 96,239.15<br>0.80 %          | 77,982.55    | 77,703.46  | 3,485                         | 3.62 %                       |

LIST OF ASSETS  
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ARY GALE FOUNDATION, INC. AGY  
ACCOUNT: 3011001246

| QUANTITY/<br>PRICE PER SHARE | ASSET DESCRIPTION                                      | MARKET VALUE<br>% OF ACCOUNT | FED TAX COST | BOOK VALUE | ESTIMATED<br>ANNUAL<br>INCOME | INCOME<br>YIELD AT<br>MARKET |
|------------------------------|--------------------------------------------------------|------------------------------|--------------|------------|-------------------------------|------------------------------|
| 117.0000<br>707.3800         | GOOGLE INC<br>CUSIP NO: 38259P508                      | 82,763.46<br>0.69 %          | 67,219.28    | 68,589.62  | 0                             | 0.00 %                       |
| 1,375.0000<br>35.8200        | HANESBRANDS INC<br>CUSIP NO: 410345102                 | 49,252.50<br>0.41 %          | 46,300.93    | 46,300.93  | 0                             | 0.00 %                       |
| 594.0000<br>72.2200          | HERSHEY COMPANY<br>CUSIP NO: 427866108                 | 42,898.68<br>0.36 %          | 21,053.44    | 21,053.44  | 998                           | 2.33 %                       |
| 2,033.0000<br>20.6200        | INTEL CORP<br>CUSIP NO: 458140100                      | 41,920.46<br>0.35 %          | 33,076.91    | 42,158.45  | 1,830                         | 4.37 %                       |
| 499.0000<br>191.5500         | INTERNATIONAL BUSINESS MACHINES<br>CUSIP NO: 459200101 | 95,583.45<br>0.80 %          | 37,021.12    | 37,021.12  | 1,697                         | 1.78 %                       |
| 1,200.0000<br>51.0100        | ISHARES DJ US OIL EQUIP & SVCS<br>CUSIP NO: 464288844  | 61,212.00<br>0.51 %          | 65,414.55    | 66,577.32  | 390                           | 0.64 %                       |
| 345.0000<br>137.2200         | ISHARES TR NASDAQ BIO INDX<br>CUSIP NO: 464287556      | 47,340.90<br>0.39 %          | 44,307.04    | 44,307.04  | 227                           | 0.48 %                       |
| 612.0000<br>70.1000          | JOHNSON & JOHNSON<br>CUSIP NO: 478160104               | 42,901.20<br>0.36 %          | 39,112.16    | 39,094.30  | 1,493                         | 3.48 %                       |
| 1,165.0000<br>43.9691        | JPMORGAN CHASE & CO<br>CUSIP NO: 46625H100             | 51,224.00<br>0.43 %          | 42,223.05    | 42,223.05  | 1,398                         | 2.73 %                       |
| 2,018.0000<br>35.5200        | LOWES COMPANIES INC<br>CUSIP NO: 548661107             | 71,679.36<br>0.60 %          | 50,217.31    | 50,217.31  | 1,292                         | 1.80 %                       |
| 990.0000<br>37.2700          | MARRIOTT INTL' INC. NEW CLASS A<br>CUSIP NO: 571903202 | 36,897.30<br>0.31 %          | 35,680.89    | 35,680.89  | 515                           | 1.40 %                       |

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| QUANTITY/<br>PRICE PER SHARE | ASSET DESCRIPTION                                     | MARKET VALUE<br>% OF ACCOUNT | FED TAX COST | BOOK VALUE | ESTIMATED<br>ANNUAL<br>INCOME | INCOME<br>YIELD AT<br>MARKET |
|------------------------------|-------------------------------------------------------|------------------------------|--------------|------------|-------------------------------|------------------------------|
| 825.0000<br>54.6700          | MCGRW-HILL, INC.<br>CUSIP NO: 580645109               | 45,102.75<br>0.38 %          | 38,677.98    | 38,677.98  | 842                           | 1.87 %                       |
| 1,685.0000<br>40.9400        | MERCK & CO INC NEW COM<br>CUSIP NO: 58933Y105         | 68,983.90<br>0.57 %          | 59,532.30    | 59,532.30  | 2,898                         | 4.20 %                       |
| 2,687.0000<br>26.7097        | MICROSOFT CORP<br>CUSIP NO: 594918104                 | 71,768.96<br>0.60 %          | 73,324.86    | 70,508.85  | 2,472                         | 3.44 %                       |
| 720.0000<br>94.6500          | MONSANTO CO NEW<br>CUSIP NO: 61166W101                | 68,148.00<br>0.57 %          | 51,571.73    | 51,571.73  | 1,080                         | 1.58 %                       |
| 1,030.0000<br>55.6800        | MOTOROLA SOLUTIONS INC COM NEW<br>CUSIP NO: 620076307 | 57,350.40<br>0.48 %          | 52,218.53    | 52,218.53  | 1,071                         | 1.87 %                       |
| 725.0000<br>69.1900          | NEXTERA ENERGY INC COM<br>CUSIP NO: 65339F101         | 50,162.75<br>0.42 %          | 43,336.88    | 43,336.88  | 1,740                         | 3.47 %                       |
| 1,000.0000<br>53.5000        | NORDSTROM INC<br>CUSIP NO: 655664100                  | 53,500.00<br>0.45 %          | 38,458.93    | 38,458.93  | 1,080                         | 2.02 %                       |
| 1,825.0000<br>33.3200        | ORACLE SYSTEMS CORP.<br>CUSIP NO: 68389X105           | 60,809.00<br>0.51 %          | 42,346.24    | 42,346.24  | 438                           | 0.72 %                       |
| 287.0000<br>158.8300         | PANERA BREAD CO CL A<br>CUSIP NO: 69840W108           | 45,584.21<br>0.38 %          | 18,240.63    | 18,240.63  | 0                             | 0.00 %                       |
| 728.0000<br>68.4300          | PEPSICO INC<br>CUSIP NO: 713448108                    | 49,817.04<br>0.42 %          | 12,453.58    | 12,453.58  | 1,565                         | 3.14 %                       |
| 2,523.0000<br>25.0793        | PFIZER INC<br>CUSIP NO: 717081103                     | 63,275.07<br>0.53 %          | 45,853.11    | 45,371.84  | 2,422                         | 3.83 %                       |

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| QUANTITY/<br>PRICE PER SHARE | ASSET DESCRIPTION                                     | MARKET VALUE<br>% OF ACCOUNT | FED TAX COST | BOOK VALUE | ESTIMATED<br>ANNUAL<br>INCOME | INCOME<br>YIELD AT<br>MARKET |
|------------------------------|-------------------------------------------------------|------------------------------|--------------|------------|-------------------------------|------------------------------|
| 1,032.0000<br>58.3100        | PNC FINANCIAL SERVICES GROUP<br>CUSIP NO: 693475105   | 60,175.92<br>0.50 %          | 58,456.89    | 58,516.48  | 1,651                         | 2.74 %                       |
| 700.0000<br>67.8900          | PROCTER & GAMBLE CO<br>CUSIP NO: 742718109            | 47,523.00<br>0.40 %          | 38,282.79    | 38,497.65  | 1,574                         | 3.31 %                       |
| 830.0000<br>61.8596          | QUALCOMM CORP<br>CUSIP NO: 747525103                  | 51,343.47<br>0.43 %          | 48,727.77    | 48,727.77  | 830                           | 1.62 %                       |
| 1,400.0000<br>27.2900        | QUANTA SVCS INC<br>CUSIP NO: 74762E102                | 38,206.00<br>0.32 %          | 37,058.42    | 37,058.42  | 0                             | 0.00 %                       |
| 490.0000<br>69.2986          | SCHLUMBERGER LTD<br>CUSIP NO: 806857108               | 33,956.31<br>0.28 %          | 46,170.74    | 46,170.74  | 539                           | 1.59 %                       |
| 2,912.0000<br>37.5400        | SELECT SECTOR SPDR TR<br>MATLS<br>CUSIP NO: 81369Y100 | 109,316.48<br>0.91 %         | 82,897.44    | 89,396.91  | 2,484                         | 2.27 %                       |
| 1,367.0000<br>28.3500        | SUNTRUST BANKS INC.<br>CUSIP NO: 867914103            | 38,754.45<br>0.32 %          | 39,661.45    | 39,661.45  | 273                           | 0.70 %                       |
| 720.0000<br>63.7800          | THERMO FISHER SCIENTIFIC INC<br>CUSIP NO: 883556102   | 45,921.60<br>0.38 %          | 44,032.97    | 44,032.97  | 432                           | 0.94 %                       |
| 1,180.0000<br>42.4500        | TJX COMPANIES NEW<br>CUSIP NO: 872540109              | 50,091.00<br>0.42 %          | 34,068.49    | 34,068.49  | 543                           | 1.08 %                       |
| 609.0000<br>82.0100          | UNITED TECHNOLOGIES CORP<br>CUSIP NO: 913017109       | 49,944.09<br>0.42 %          | 36,073.29    | 24,271.88  | 1,303                         | 2.61 %                       |

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| QUANTITY/<br>PRICE PER SHARE        | ASSET DESCRIPTION                                                             | MARKET VALUE<br>% OF ACCOUNT | FED TAX COST | BOOK VALUE   | ESTIMATED<br>ANNUAL<br>INCOME | INCOME<br>YIELD AT<br>MARKET |
|-------------------------------------|-------------------------------------------------------------------------------|------------------------------|--------------|--------------|-------------------------------|------------------------------|
| 860.0000<br>43.2700                 | VERIZON COMMUNICATIONS<br>CUSIP NO: 92343V104                                 | 37,212.20<br>0.31 %          | 30,504.46    | 30,504.46    | 1,772                         | 4.76 %                       |
| 490.0000<br>151.5800                | VISA INC<br>CUSIP NO: 92826C839                                               | 74,274.20<br>0.62 %          | 43,120.83    | 43,120.83    | 647                           | 0.87 %                       |
| 988.0000<br>68.2300                 | WAL-MART STORES<br>CUSIP NO: 931142103                                        | 67,411.24<br>0.56 %          | 48,257.26    | 49,800.64    | 1,571                         | 2.33 %                       |
| 850.0000<br>33.7400                 | WASTE MGMT INC DEL<br>COM<br>CUSIP NO: 94106L109                              | 28,679.00<br>0.24 %          | 31,654.34    | 31,654.34    | 1,207                         | 4.21 %                       |
| 2,294.0000<br>34.1800               | WELLS FARGO & CO NEW<br>CUSIP NO: 949746101                                   | 78,408.92<br>0.65 %          | 63,147.59    | 63,147.59    | 2,019                         | 2.57 %                       |
| 600.0000<br>66.4000                 | YUM BRANDS INC<br>CUSIP NO: 988498101                                         | 39,840.00<br>0.33 %          | 31,398.00    | 31,398.00    | 804                           | 2.02 %                       |
| TOTAL COMMON EQUITY SECURITIES      |                                                                               | 3,822,690.92<br>31.86 %      | 2,967,003.49 | 2,989,853.45 | 76,482                        | 2.00 %                       |
| <u>DOMESTIC EQUITY MUTUAL FUNDS</u> |                                                                               |                              |              |              |                               |                              |
| 13,129.1030<br>9.3100               | DWS ALTERNATIVE ASSET ALLOCATION<br>PLUS INSTITUTIONAL<br>CUSIP NO: 233376730 | 122,231.95<br>1.02 %         | 120,000.00   | 120,000.00   | 3,807                         | 3.11 %                       |
| 11,267.6060<br>10.6000              | STEELPATH MLP SELECT 40 CL I<br>CUSIP NO: 858268204                           | 119,436.62<br>1.00 %         | 120,000.00   | 120,000.00   | 7,955                         | 6.66 %                       |

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| QUANTITY/<br>PRICE PER SHARE       | ASSET DESCRIPTION                                         | MARKET VALUE<br>% OF ACCOUNT | FED TAX COST | BOOK VALUE | ESTIMATED<br>ANNUAL<br>INCOME | INCOME<br>YIELD AT<br>MARKET |
|------------------------------------|-----------------------------------------------------------|------------------------------|--------------|------------|-------------------------------|------------------------------|
| TOTAL DOMESTIC EQUITY MUTUAL FUNDS |                                                           | 241,668.57<br>2.01 %         | 240,000.00   | 240,000.00 | 11,762                        | 4.87 %                       |
| LOSED END EQUITY MUTUAL FUND       |                                                           |                              |              |            |                               |                              |
| 1,719.0000<br>78.5400              | ISHARES COHEN & STEERS REALTY<br>CUSIP NO: 464287564      | 135,010.26<br>1.13 %         | 111,029.87   | 111,931.53 | 4,084                         | 3.02 %                       |
| 6,222.0000<br>78.1000              | ISHARES CORE S&P SMALL-CAP ETF<br>CUSIP NO: 464287804     | 485,938.20<br>4.05 %         | 315,831.96   | 302,659.74 | 8,045                         | 1.66 %                       |
| 604.0000<br>40.4500                | ISHARES FTSE/XINHUA CHINA 25 INDEX<br>CUSIP NO: 464287184 | 24,431.80<br>0.20 %          | 26,881.39    | 26,881.39  | 566                           | 2.32 %                       |
| 11,000.0000<br>16.2792             | ISHARES GOLD TRUST<br>CUSIP NO: 464285105                 | 179,071.20<br>1.49 %         | 112,884.75   | 110,639.25 | 0                             | 0.00 %                       |
| 5,700.0000<br>13.6900              | ISHARES INC MSCI SINGAPORE<br>CUSIP NO: 464286673         | 78,033.00<br>0.65 %          | 79,606.20    | 79,606.20  | 3,089                         | 3.96 %                       |
| 344.0000<br>55.9400                | ISHARES INCMSCI BRAZIL FREE INDEX<br>CUSIP NO: 464286400  | 19,243.36<br>0.16 %          | 25,568.68    | 27,154.67  | 540                           | 2.81 %                       |
| 2,742.0000<br>28.4000              | ISHARES INC<br>MSCI CDA INDEX FD<br>CUSIP NO: 464286509   | 77,872.80<br>0.65 %          | 72,809.81    | 74,133.87  | 1,626                         | 2.09 %                       |
| 2,000.0000<br>44.3500              | ISHARES MSCI EMERGING MKTS<br>CUSIP NO: 464287234         | 88,700.00<br>0.74 %          | 100,449.60   | 100,449.60 | 1,490                         | 1.68 %                       |
| 4,502.0000<br>33.4600              | ISHARES MSCI EMU INDEX FD<br>CUSIP NO: 464286608          | 150,636.92<br>1.26 %         | 166,599.91   | 168,807.76 | 4,106                         | 2.73 %                       |

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| QUANTITY/<br>PRICE PER SHARE | ASSET DESCRIPTION                                                   | MARKET VALUE<br>% OF ACCOUNT | FED TAX COST | BOOK VALUE | ESTIMATED<br>ANNUAL<br>INCOME | INCOME<br>YIELD AT<br>MARKET |
|------------------------------|---------------------------------------------------------------------|------------------------------|--------------|------------|-------------------------------|------------------------------|
| 3,793.0000<br>24.7000        | ISHARES MSCI GERMANY INDEX FD<br>CUSIP NO: 464286806                | 93,687.10<br>0.78 %          | 104,282.32   | 104,282.32 | 2,204                         | 2.35 %                       |
| 2,154.0000<br>47.1400        | ISHARES MSCI PACIFIC EX-JAPAN<br>INDEX FD<br>CUSIP NO: 464286665    | 101,539.56<br>0.85 %         | 85,817.09    | 89,058.40  | 4,269                         | 4.20 %                       |
| 754.0000<br>63.3520          | ISHARES MSCI SOUTH KOREA INDEX FD<br>CUSIP NO: 464286772            | 47,767.41<br>0.40 %          | 35,135.95    | 35,795.57  | 275                           | 0.58 %                       |
| 1,254.0000<br>30.2000        | ISHARES MSCI SWEDEN INDEX FUND<br>CUSIP NO: 464286756               | 37,870.80<br>0.32 %          | 32,384.70    | 32,384.70  | 1,146                         | 3.03 %                       |
| 3,688.0000<br>26.8000        | ISHARES MSCI SWITZERLAND INDEX FD<br>CUSIP NO: 464286749            | 98,838.40<br>0.82 %          | 80,779.73    | 81,546.28  | 2,335                         | 2.36 %                       |
| 7,757.0000<br>17.9400        | ISHARES MSCI UNITED KINGDOM INDEX FD<br>CUSIP NO: 464286699         | 139,160.58<br>1.16 %         | 127,804.17   | 127,804.17 | 4,972                         | 3.57 %                       |
| 12,832.0000<br>9.7500        | ISHARES MSCI-JAPAN<br>CUSIP NO: 464286848                           | 125,112.00<br>1.04 %         | 123,059.68   | 123,622.07 | 2,425                         | 1.94 %                       |
| 925.0000<br>77.4900          | SPDR INDEX SHS FDS ASIA PACIF ETF<br>CUSIP NO: 78463X301            | 71,678.25<br>0.60 %          | 63,548.48    | 64,398.97  | 1,266                         | 1.77 %                       |
| 4,500.0000<br>185.7100       | SPDR S&P MIDCAP 400 ETF TR UTISR1<br>S&PDCRP<br>CUSIP NO: 78467Y107 | 835,695.00<br>6.97 %         | 605,657.35   | 569,479.75 | 9,540                         | 1.14 %                       |
| 487.0000<br>19.3700          | WISDOMTREE TRUST INDIA ERNGS FD<br>CUSIP NO: 97717W422              | 9,433.19<br>0.08 %           | 11,226.50    | 11,226.50  | 79                            | 0.84 %                       |

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| QUANTITY/<br>PRICE PER SHARE        | ASSET DESCRIPTION                                                                     | MARKET VALUE<br>% OF ACCOUNT | FED TAX COST | BOOK VALUE   | ESTIMATED<br>ANNUAL<br>INCOME | INCOME<br>YIELD AT<br>MARKET |
|-------------------------------------|---------------------------------------------------------------------------------------|------------------------------|--------------|--------------|-------------------------------|------------------------------|
| TOTAL CLOSED END EQUITY MUTUAL FUND |                                                                                       | 2,799,719.83<br>23.34 %      | 2,281,358.14 | 2,241,862.74 | 52,058                        | 1.86 %                       |
| <u>AXABLE FIXED INCOME FUNDS</u>    |                                                                                       |                              |              |              |                               |                              |
| 4,850.9720<br>10.5800               | FIDELITY GOV'T INCOME FUND #54<br>CUSIP NO: 316172105                                 | 51,323.28<br>0.43 %          | 52,735.78    | 52,735.78    | 781                           | 1.52 %                       |
| 51,199.9620<br>10.4200              | METROPOLITAN WEST HIGH YD BD I #514<br>CUSIP NO: 592905848                            | 533,503.60<br>4.45 %         | 515,109.62   | 515,109.62   | 37,427                        | 7.02 %                       |
| 22,610.8900<br>13.3400              | TEMPLETON GLOBAL BOND ADVISOR #616<br>CUSIP NO: 880208400                             | 301,629.27<br>2.51 %         | 307,715.40   | 290,184.21   | 13,408                        | 4.45 %                       |
| 29,228.5900<br>10.8300              | VANGUARD ADMIRAL FIXED INCOME ST<br>CORP FD # 539<br>CUSIP NO: 922031836              | 316,545.63<br>2.64 %         | 312,394.16   | 313,412.02   | 7,424                         | 2.35 %                       |
| 114,036.6220<br>10.9100             | VANGUARD ADMIRAL GNMA FD #536<br>CUSIP NO: 922031794                                  | 1,244,139.55<br>10.37 %      | 1,236,805.60 | 1,242,837.30 | 35,579                        | 2.86 %                       |
| 26,440.8130<br>10.3200              | VANGUARD ADMIRAL INTER TERM FD# 571<br>CUSIP NO: 922031810                            | 272,869.19<br>2.27 %         | 266,280.07   | 266,340.81   | 10,048                        | 3.68 %                       |
| 42,572.2640<br>11.9600              | VANGUARD INTERMEDIATE-TERM BOND<br>INDEX FUND SIGNAL SHS #1350<br>CUSIP NO: 921937843 | 509,164.28<br>4.24 %         | 497,925.10   | 497,925.10   | 16,475                        | 3.24 %                       |
| 4,684.0320<br>10.8000               | VANGUARD SHORT-TERM FED ADMR #549<br>CUSIP NO: 922031844                              | 50,587.55<br>0.42 %          | 51,093.63    | 51,093.63    | 347                           | 0.69 %                       |

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ARY GALE FOUNDATION, INC. AGY  
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| QUANTITY/<br>PRICE PER SHARE     | ASSET DESCRIPTION                 | MARKET VALUE<br>% OF ACCOUNT | FED TAX COST  | BOOK VALUE    | ESTIMATED<br>ANNUAL<br>INCOME | INCOME<br>YIELD AT<br>MARKET |
|----------------------------------|-----------------------------------|------------------------------|---------------|---------------|-------------------------------|------------------------------|
| TOTAL TAXABLE FIXED INCOME FUNDS |                                   | 3,279,762.35<br>27.34 %      | 3,240,059.36  | 3,229,638.47  | 121,490                       | 3.70 %                       |
| OTHER ASSETS                     |                                   |                              |               |               |                               |                              |
| 1.0000                           | NH COMMUNITY LOAN FUND PROMISSORY | 100,000.00                   | 100,000.00    | 100,000.00    | 0                             | 0.00 %                       |
| 100,000.0000                     | NOTE 2% DUE 8/31/15               | 0.83 %                       |               |               |                               |                              |
|                                  | CUSIP NO: MISC1194                |                              |               |               |                               |                              |
| RINCIPAL PORTFOLIO TOTAL         |                                   | 11,979,828.33<br>99.85 %     | 10,461,094.57 | 10,434,028.24 | 334,172                       | 2.79 %                       |

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| QUANTITY/<br>PRICE PER SHARE  | ASSET DESCRIPTION                    | MARKET VALUE<br>% OF ACCOUNT | FED TAX COST  | BOOK VALUE    | ESTIMATED<br>ANNUAL<br>INCOME | INCOME<br>YIELD AT<br>MARKET |
|-------------------------------|--------------------------------------|------------------------------|---------------|---------------|-------------------------------|------------------------------|
| <u>INCOME CASH</u>            |                                      |                              |               |               |                               |                              |
|                               |                                      | 2,694.09<br>0.02 %           | 2,694.09      | 2,694.09      |                               |                              |
| <u>ONEY MARKET FUNDS</u>      |                                      |                              |               |               |                               |                              |
| 14,763.4300                   | RBS CITIZENS N.A. CASH SWEEP ACCOUNT | 14,763.43                    | 14,763.43     | 14,763.43     | 15                            | 0.10 %                       |
| 1.0000                        | CUSIP NO: 990110702                  | 0.12 %                       |               |               |                               |                              |
| <u>INCOME PORTFOLIO TOTAL</u> |                                      |                              |               |               |                               |                              |
|                               |                                      | 17,457.52<br>0.15 %          | 17,457.52     | 17,457.52     | 15                            | 0.09 %                       |
| <u>TOTAL ASSETS</u>           |                                      |                              |               |               |                               |                              |
|                               |                                      | 11,997,285.85<br>100.00 %    | 10,478,552.09 | 10,451,485.76 | 334,187                       | 2.79 %                       |

arket prices and income projections are from sources we believe to be reliable but are not guaranteed.

our cash balances are automatically deposited or "swept" into a bank deposit sweep account, which is collateralized, t RBS Citizens, N.A. or Citizens Bank of Pennsylvania (jointly, the "Bank"), with interest credited at month end at rate shown on your client statement. Rates of interest may be lower than the rates of return on other sweep ehicles which are not FDIC insured. Deposits are generally eligible for deposit insurance by the Federal Deposit nsurance Corporation up to a total of \$250,000 principal and interest accrued per depositor when aggregated with all ther deposits held in the same ownership/insurable capacity (eg. individual, joint, etc) at the Bank. If this account s a Trust or IRA (Individual Retirement Account), different rules may apply. If you have any questions, please ontact your Account Officer.