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

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.

Open to public inspection

For calendar year 2012 or tax year beginning **APR 1, 2012**, and ending **MAR 31, 2013**

Name of foundation <b>THE MARY E. BABCOCK FOUNDATION STUART PARSONS, TREASURER</b>		A Employer identification number <b>31-1170451</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1436 ESTATES DRIVE</b>	Room/suite	B Telephone number <b>740-366-6561</b>
City or town, state, and ZIP code <b>NEWARK, OH 43055</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 1,936,961.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	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	43,063.	43,063.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	45,351.			
	b Gross sales price for all assets on line 6a	208,599.			
	7 Capital gain net income (from Part IV, line 2)		45,351.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11	88,414.	88,414.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	980.	0.	0.	0.
	c Other professional fees	14,095.	13,095.	0.	996.
	17 Interest				
	18 Taxes	1,895.	252.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	1,532.	0.	0.	248.	
24 Total operating and administrative expenses. Add lines 13 through 23	18,502.	13,347.	0.	1,244.	
25 Contributions, gifts, grants paid	64,522.			64,522.	
26 Total expenses and disbursements. Add lines 24 and 25	83,024.	13,347.	0.	65,766.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	5,390.				
b Net investment income (if negative, enter -0-)		75,067.			
c Adjusted net income (if negative, enter -0-)			0.		

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THE MARY E. BABCOCK FOUNDATION

Form 990-PF (2012)

STUART PARSONS, TREASURER

31-1170451

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		396.	56.	56.	
	2	Savings and temporary cash investments		197,897.	133,921.	119,543.	
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock	STMT 7		696,432.	710,355.	960,985.
	c	Investments - corporate bonds	STMT 8		149,023.	149,023.	149,427.
11	Investments - land, buildings, and equipment, basis						
	Less accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 9		612,595.	669,064.	706,950.	
14	Land, buildings, and equipment, basis						
	Less accumulated depreciation						
15	Other assets (describe )						
16	<b>Total assets</b> (to be completed by all filers)			1,656,343.	1,662,419.	1,936,961.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe )					
23	<b>Total liabilities</b> (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds			1,656,343.	1,662,419.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			0.	0.		
30	<b>Total net assets or fund balances</b>			1,656,343.	1,662,419.		
31	<b>Total liabilities and net assets/fund balances</b>			1,656,343.	1,662,419.		

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	1,656,343.
2	Enter amount from Part I, line 27a	2	5,390.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 6	3	686.
4	Add lines 1, 2, and 3	4	1,662,419.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,662,419.

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

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 208,599.		163,248.	45,351.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			45,351.

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	45,351.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	<b>3</b>	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	18,494.	1,697,830.	.010893
2010	10,203.	1,579,019.	.006462
2009	27,388.	1,398,183.	.019588
2008	24,013.	1,503,555.	.015971
2007	12,235.	1,827,631.	.006694

<b>2</b> Total of line 1, column (d)	<b>2</b>	.059608
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.011922
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	1,803,912.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	21,506.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	751.
<b>7</b> Add lines 5 and 6	<b>7</b>	22,257.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	65,766.

THE MARY E. BABCOCK FOUNDATION

STUART PARSONS, TREASURER

31-1170451

Page 4

Form 990-PF (2012)

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	751.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	751.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	751.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,360.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,360.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	609.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 609. Refunded <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

N/A

Form 990-PF (2012)

THE MARY E. BABCOCK FOUNDATION

Form 990-PF (2012)

STUART PARSONS, TREASURER

31-1170451

Page 5

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>STUART PARSONS</u> Telephone no. ▶ <u>740-366-6561</u> Located at ▶ <u>1436 ESTATES DR, NEWARK, OH</u> ZIP+4 ▶ <u>43055</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

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

Form 990-PF (2012)

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

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

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

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

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

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

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

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here

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

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

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

**Part VIII**

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

**Part IX-A Summary of Direct Charitable Activities**

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

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total. Add lines 1 through 3</b> <span style="float: right;">▶</span>	<b>0.</b>

**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>	1,831,383.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,831,383.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,831,383.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	27,471.
<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>	1,803,912.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	90,196.

**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>	90,196.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	751.
<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>	751.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	89,445.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	89,445.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<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>	89,445.

**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>	65,766.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<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>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<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>	65,766.
<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	<b>5</b>	751.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	65,015.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				89,445.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			65,075.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 65,766.				
<b>a</b> Applied to 2011, but not more than line 2a			65,075.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				691.
<b>e</b> Remaining amount distributed out of corpus	0.			
<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))	0.			0.
<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	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<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		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				88,754.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

THE MARY E. BABCOCK FOUNDATION

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

**NONE**

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

**NONE**

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

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

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

**STUART PARSONS, 740-366-6561**  
**1436 ESTATES DRIVE, NEWARK, OH 43055**

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

**BRIEF DESCRIPTION OF CHARITABLE ACTIVITIES FOR WHICH FUNDS ARE REQUESTED.**

c Any submission deadlines:

**NONE**

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

**JOHNSTOWN, OHIO AREA**

THE MARY E. BABCOCK FOUNDATION

Form 990-PF (2012)

STUART PARSONS, TREASURER

31-1170451 Page 11

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><b>a Paid during the year</b></p> <p>MARY E BABCOCK LIBRARY 320 N MAIN STREET JOHNSTOWN, OH 43031</p>	N/A	N/A	NEWSPAPER PROJECT	7,832.
<p>APPLE BLOSSOM FLOWERS LANDSCAPING 225 EDWARDS RD JOHNSTOWN, OH 43037</p>	N/A	N/A	FLOWERS AND LANDSCAPING OF TOWN SQUARE	5,140.
<p>AMERICAN LEGION POST 254 PO BOX 413 JOHNSTOWN, OH 43031</p>	N/A	N/A	REPAIR MONUMENTS	1,000.
<p>ST ALBANS TOWNSHIP FIRE DEPARTMENT 225 E MAIN STREET ALEXANDRIA, OH 43001</p>	N/A	N/A	THERMAL IMAGER CAMERA	3,250.
<p>MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVE. CAMBRIDGE, MA 02139</p>	N/A	N/A	SCHOLARSHIP AWARD PAUL HAGER	1,000.
<p><b>Total</b></p>	<b>SEE CONTINUATION SHEET(S)</b>			<b>64,522.</b>
<p><b>b Approved for future payment</b></p> <p>NONE</p>				
<p><b>Total</b></p>				<b>0.</b>



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [ ] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, this return, correct and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Stuart Parsons, Date: 8-1-13, Title: Treasurer. May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [ ] No

Paid Preparer Use Only section containing fields for Print/Type preparer's name (KIM D. FLEMING, CPA, MT), Preparer's signature (KIM D. FLEMING, CP), Date (07/26/13), Check [ ] if self-employed, PTIN (P00072808), Firm's name (WILSON, SHANNON & SNOW, INC.), Firm's EIN (31-0829879), Firm's address (TEN WEST LOCUST STREET, NEWARK, OH 43055), and Phone no. (740-345-6611).

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 100 BAKER HUGHES INC	P	08/02/11	04/12/12
b 500 HILL-ROM HOLDINGS	P	01/29/13	02/14/13
c 200 POLYCORE INTERNATIONAL	P	02/16/12	09/24/12
d .614 ROYAL DUTCH SHELL	P	12/20/12	12/27/12
e 10 APPLE INC	P	01/08/08	04/12/12
f 10 APPLE INC	P	01/08/08	08/09/12
g 300 CAREFUSION CORPORATION	P	05/02/11	01/29/13
h 150 CELGENE CORPORATION	P	09/11/09	01/29/13
i 35 CHIPOTLE MEXICAN GRILL	P	12/03/09	03/12/13
j 100 CHURCH & DWIGHT INC	P	09/07/07	02/11/13
k 75 CORE LABORATORIES	P	05/15/09	03/26/13
l 300 FREEPORT - MCMORAN COPPER	P	02/25/11	04/12/12
m 5 GOOGLE INC	P	06/04/09	03/26/13
n 10 INTUITIVE SURGICAL INC	P	02/09/07	02/11/13
o 300 KOHLS CORPORATION	P	08/05/05	04/22/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,164.		7,410.	<3,246.>
b 16,587.		16,550.	37.
c 6,874.		8,048.	<1,174.>
d 42.		40.	2.
e 6,212.		1,713.	4,499.
f 6,196.		1,713.	4,483.
g 9,349.		8,891.	458.
h 14,865.		7,751.	7,114.
i 11,135.		2,951.	8,184.
j 5,979.		2,210.	3,769.
k 10,324.		3,137.	7,187.
l 11,366.		15,731.	<4,365.>
m 4,054.		2,206.	1,848.
n 5,683.		1,118.	4,565.
o 15,388.		16,551.	<1,163.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<3,246.>
b			37.
c			<1,174.>
d			2.
e			4,499.
f			4,483.
g			458.
h			7,114.
i			8,184.
j			3,769.
k			7,187.
l			<4,365.>
m			1,848.
n			4,565.
o			<1,163.>

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

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 100 NORFOLK SOUTHERN CORPORATION	P	08/02/11	08/09/12
b 700 SPECTRA ENERGY CORPORATION	P	03/29/10	01/29/13
c 350 TECHNOLOGY SELECT SECTOR	P	06/06/07	04/12/12
d 125 VANGUARD GROWTH	P	11/27/07	06/01/12
e 250 VANGUARD GROWTH FF	P	06/27/08	06/01/12
f 250 WALMART STORES	P	06/11/09	08/09/12
g CAPITAL GAINS DIVIDENDS			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,362.		7,307.	55.
b 19,141.		15,968.	3,173.
c 10,508.		8,908.	1,600.
d 8,066.		7,775.	291.
e 16,132.		14,880.	1,252.
f 18,450.		12,390.	6,060.
g 722.			722.
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			55.
b			3,173.
c			1,600.
d			291.
e			1,252.
f			6,060.
g			722.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) ( If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 )	2	45,351.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A





FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	946.	0.	0.	0.
SAFE DEPOSIT BOX	48.	0.	0.	0.
STATE FILING FEES	200.	0.	0.	0.
POSTAGE	90.	0.	0.	0.
FLOWERS	17.	0.	0.	17.
BLOOD DRIVE	<43.>	0.	0.	<43.>
AWARDS	48.	0.	0.	48.
FLAGS	226.	0.	0.	226.
TO FORM 990-PF, PG 1, LN 23	1,532.	0.	0.	248.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
PARTNERSHIP DISTRIBUTION OVER INCOME	686.
TOTAL TO FORM 990-PF, PART III, LINE 3	686.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PNC FINANCIAL SERVICES GROUP	30,260.	10,374.
HUNTINGTON BANCSHARES	6,760.	3,562.
ABBOT LABORATORIES	17,419.	25,254.
JOHNSON & JOHNSON	28,988.	40,765.
EXXON MOBIL	24,506.	42,802.
GENERAL ELECTRIC	16,587.	24,276.
STERICYCLE INC	4,609.	21,236.
INTUIT INC	9,090.	22,981.
PROCTOR & GAMBLE CO	36,398.	49,550.
3M CO	14,784.	21,262.
UNITED PARCEL SVC INC CL B	15,162.	17,180.
DUKE ENERGY	11,450.	22,648.
INTUITIVE SURGICAL	4,471.	19,648.
APPLE COMPUTER INC	6,852.	17,706.
AT&T INC	32,614.	36,690.
CHURCH & DWIGHT CO	8,838.	25,852.

CISCO SYSTEMS	17,391.	12,537.
ILLINOIS TOOL WORKS INC	16,515.	18,282.
PEPSICO INC	19,715.	23,733.
GOOGLE INC	8,826.	19,855.
KELLOGG CO	17,471.	22,551.
QUALCOMM INCORPORATED	11,505.	16,735.
ACCENTURE PLC IRELAND	10,378.	20,892.
CORE LABORATORIES NV	4,182.	24,136.
CHEVRON CORP	33,623.	51,687.
PARK NATIONAL CORP	18,838.	20,937.
EMERSON ELECTRIC CO	26,016.	27,935.
MCDONALDS CORPORATION	15,024.	19,939.
BHP BILLITON LTD ADR	13,876.	11,975.
RENAISSANCE RE HOLDINGS LTD	11,110.	18,398.
STATOILHYDRO ASA ADR	9,993.	12,310.
AIR PRODUCTS & CHEMICALS INC	12,900.	13,068.
UNION PACIFIC CORPORATION	10,767.	14,241.
ACTAVIS INC	9,459.	13,817.
WILLIAMS COMPANIES INC	10,150.	13,111.
CNOOG LTD SPONSORED ADR	12,974.	11,490.
POTASH CORP SASK INC	10,480.	7,850.
ABB VIE INC	18,889.	29,158.
LINEAR TECH CORP	13,012.	15,348.
MARSH & MCLENNAN CORP	18,207.	18,985.
MICHAEL CORS LTD.	15,325.	15,617.
NESTLE SA	15,337.	18,124.
UNILEVER PLC ADR	14,300.	16,896.
ROYAL DUTCH SHELL PLC CL B	13,972.	13,364.
ROYAL DUTCH SHELL PLC CL A	132.	130.
CONOCO PHILIPS	17,399.	18,030.
J HEINZ COMPANY	13,801.	18,068.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10B</b>	<b>710,355.</b>	<b>960,985.</b>

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD SHORT TERM BOND ETF	149,023.	149,427.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10C</b>	<b>149,023.</b>	<b>149,427.</b>

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISHARES S&P GLOBAL TELECOM SECTOR	COST	6,371.	5,993.
TECHNOLOGY SECTOR SPDR	COST	27,507.	34,811.
UTILITIES SELECT SECTOR SPDR	COST	13,451.	13,685.
ENTERPRISE PRODUCTS PARTNERS	COST	11,062.	24,116.
VANGUARD INTL EQUITY FTSF ALL WORLD EX-US ETF	COST	127,255.	118,218.
VANGUARD EUROPEAN STOCK INDEX FUND	COST	30,393.	20,531.
VANGUARD INSTITUTIONAL EXTENDED MARKET INDEX	COST	30,393.	38,198.
VANGUARD INSTITUTIONAL INDEX FUND	COST	91,180.	98,933.
VANGUARD PACIFIC STOCK INDEX FUND	COST	30,393.	25,069.
FINANCIAL SELECT SECTOR SPDR FUND	COST	30,515.	27,314.
CREDIT SUISSE CUSHING 30 MLP INDEX ETN	COST	40,016.	49,055.
ISHARES RUSSELL 2000 INDEX FD	COST	27,040.	35,411.
ISHARES RUSSELL MIDCAP GROWTH INDEX FD	COST	52,531.	59,390.
WISDONTREE EMERGING MKTS SMALL CAP	COST	52,312.	56,749.
HARBOR INTERNATIONAL FD	COST	70,000.	68,813.
ISHARES HIGH YIELD CORP BOND FUND	COST	28,645.	30,664.
TOTAL TO FORM 990-PF, PART II, LINE 13		669,064.	706,950.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MRS JEAN WRIGHT 9889 HOLLOW ROAD PATASKALA, OH 43062	PRESIDENT 2.00	0.	0.	0.
RICHARD T. CLARK P.O. BOX 382 JOHNSTOWN, OH 43031	DIRECTOR 2.00	0.	0.	0.
MARY C. THOMAS 5528 JOHNSTOWN-ALEXANDRIA ROAD JOHNSTOWN, OH 43031	SECRETARY 2.00	0.	0.	0.
STUART PARSONS 1436 ESTATES DRIVE NEWARK, OH 43055	TREASURER 2.00	0.	0.	0.
TODD DODDERER 3460 BEECH ROAD JOHNSTOWN, OH 43031	DIRECTOR 2.00	0.	0.	0.
STEVEN H. WILLIAMS 11704 APPLETON RD CROTON, OH 43013	VICE PRESIDENT 2.00	0.	0.	0.
MRS. SHARON JOHNSON 66 EAST DOUGLAS STREET JOHNSTOWN, OH 43031	DIRECTOR 2.00	0.	0.	0.
TERRY A. PRIEST 128 STONE HEDGE ROW DRIVE JOHNSTOWN, OH 43031	DIRECTOR 2.00	0.	0.	0.
CHARLES WALKER 4012 DUTCH LANE RD JOHNSTOWN, OH 43031	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.