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Form **990**
 Department of the Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
 The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047
2012
Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 07-01-2012, 2012, and ending 06-30-2013

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE FESSENDEN SCHOOL		D Employer identification number 04-2103574
	Doing Business As		E Telephone number (617) 964-5350
	Number and street (or P O box if mail is not delivered to street address) 250 WALTHAM STREET	Room/suite	
	City or town, state or country, and ZIP + 4 WEST NEWTON, MA 02465		
F Name and address of principal officer DAVID STETTLER 250 WALTHAM STREET WEST NEWTON, MA 02465		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: WWW.FESSENDEN.ORG			
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			L Year of formation 1930
			M State of legal domicile MA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities THE FESSENDEN SCHOOL IS THE OLDEST ALL BOYS, JUNIOR BOARDING SCHOOL IN THE COUNTRY		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	24
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	24
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	342
	6 Total number of volunteers (estimate if necessary)	6	50
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	195,816
b Net unrelated business taxable income from Form 990-T, line 34	7b	194,816	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	4,332,377	3,134,058
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	18,504,182	19,559,352
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,086,159	1,125,676
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	24,281,091	24,216,095
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,814,557	2,033,730
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	12,939,386	13,628,046
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) 940,556		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	6,881,725	7,128,769
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	21,635,668	22,790,545	
19 Revenue less expenses Subtract line 18 from line 12	2,645,423	1,425,550	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	70,173,279	79,226,153
	22 Net assets or fund balances Subtract line 21 from line 20	24,947,418	27,727,170
		45,225,861	51,498,983

Part II Signature Block

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

Sign Here	Signature of officer		Date		
	MCGLADREY LLP COO		2014-05-08		
Type or print name and title					
Paid Preparer Use Only	Preparer's name LYNNE JOHNSON	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00757336
	Firm's name MCGLADREY LLP			Firm's EIN 42-0714325	
	Firm's address 80 CITY SQUARE BOSTON, MA 021293742			Phone no (617) 912-9000	

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission

THE MISSION OF THE FESSENDEN SCHOOL IS TO TEACH, NURTURE, AND CELEBRATE GROWING BOYS, CULTIVATING EACH STUDENT'S INDIVIDUAL POTENTIAL AND DEVELOPING IN BALANCE HIS MIND, CHARACTER, HEART AND BODY IN AN INCLUSIVE AND JOYFUL COMMUNITY THAT, THROUGH RIGOR, FRIENDSHIP AND SERVICE, REFLECTS FESSENDEN'S TRADITIONAL VALUES OF HONESTY, COMPASSION AND RESPECT

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 15,351,835 including grants of \$ 2,033,730) (Revenue \$ 17,749,003)

THE FESSENDEN SCHOOL IS AN INDEPENDENT BOYS ELEMENTARY SCHOOL FOR BOTH RESIDENT AND DAY STUDENTS WITH GRADES KINDERGARTEN THROUGH NINTH THE PROGRAM HAS APPROX 475 STUDENTS OF BOTH DOMESTIC AND INTERNATIONAL ORIGIN ACADEMIC, ART AND ATHLETIC PROGRAMS ALL PLAY AN INTEGRAL PART OF EACH STUDENT'S EDUCATIONAL AND PERSONAL GROWTH

4b (Code) (Expenses \$ 855,689 including grants of \$) (Revenue \$ 799,995)

THE FESSENDEN SCHOOL SUMMER DAY CAMP PROGRAM PROVIDES 300+ CHILDREN WITH A DIVERSIFIED, SAFE AND REWARDING EDUCATIONAL EXPERIENCE THE PROGRAM OPERATES FROM JULY THROUGH AUGUST AND IS LOCATED ON THE SCHOOL'S 42 ACRE CAMPUS, AND UTILIZES THE SPACIOUS GROUNDS, 2 SWIMMING POOLS, CLASSROOM BUILDINGS, TENNIS COURTS AND ATHLETIC CENTER

4c (Code) (Expenses \$ 454,306 including grants of \$) (Revenue \$ 213,911)

THE FESSENDEN SCHOOL SUMMER ESL PROGRAM OFFERS CHALLENGING ACADEMIC INSTRUCTION IN ENGLISH, ALONG WITH TRAVEL, RECREATION AND CULTURAL EXCHANGE THE PROGRAM IS FIVE WEEKS LONG AND HOSTS 50 BOYS AND GIRLS BETWEEN THE AGES OF 10-15

(Code) (Expenses \$ 557,651 including grants of \$) (Revenue \$ 537,171)

FESSENDEN AUXILIARY PROGRAM - DAYCARE

(Code) (Expenses \$ 333,484 including grants of \$) (Revenue \$ 311,459)

FESSENDEN AUXILIARY PROGRAM - OTHER

(Code) (Expenses \$ 256,909 including grants of \$) (Revenue \$ 230,397)

FESSENDEN SUMMER SPORTS CAMPS

4d Other program services (Describe in Schedule O)
(Expenses \$ 1,148,044 including grants of \$) (Revenue \$ 1,079,027)

4e Total program service expenses 17,809,874

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> <input checked="" type="checkbox"/>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> <input checked="" type="checkbox"/>		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> <input checked="" type="checkbox"/>		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> <input checked="" type="checkbox"/>		No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> <input checked="" type="checkbox"/>		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> <input checked="" type="checkbox"/>	Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> <input checked="" type="checkbox"/>	Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> <input checked="" type="checkbox"/>	Yes	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> <input checked="" type="checkbox"/>		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> <input checked="" type="checkbox"/>		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>	Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>	Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> <input checked="" type="checkbox"/>	Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> <input checked="" type="checkbox"/>		No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> <input checked="" type="checkbox"/>	Yes	
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i> <input checked="" type="checkbox"/>		No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> <input checked="" type="checkbox"/>	Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> <input checked="" type="checkbox"/>		No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules *(continued)*

21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34		No
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. 1a 48		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 1b 0		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 2a 342		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	Yes	
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	Yes	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year. 7d		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12. 10a		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. 10b		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders. 11a		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them). 11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year. 12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O. 13a		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans. 13b		
13c	Enter the amount of reserves on hand. 13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		No
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		No
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	Yes	
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	Yes	
15b	Other officers or key employees of the organization	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		No
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed **MA**
- 18** Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization
MICHAEL DYLINGOWSKI 250 WALTHAM STREET WEST NEWTON, MA (617) 630-2357

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

Table with 6 main columns: (A) Name and Title, (B) Average hours per week, (C) Position (Individual trustee or director, Institutional Trustee, Officer, Key employee, Highest compensated employee, Former), (D) Reportable compensation from the organization (W-2/1099-MISC), (E) Reportable compensation from related organizations (W-2/1099-MISC), (F) Estimated amount of other compensation from the organization and related organizations. Includes sub-total and total rows.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization

Table with 3 columns: Question number, Question text, Yes, No. Questions 3, 4, and 5 regarding compensation reporting and unrelated compensation.

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

Table with 3 columns: (A) Name and business address, (B) Description of services, (C) Compensation. Lists ZVI CONSTRUCTION CO LLC, PROSPECT BUILDING SERVICES, and FRANK I ROUNDS COMPANY.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514		
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a						
	b	Membership dues 1b						
	c	Fundraising events 1c	7,150					
	d	Related organizations 1d						
	e	Government grants (contributions) 1e						
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	3,126,908					
	g	Noncash contributions included in lines 1a-1f \$	362,455					
	h	Total. Add lines 1a-1f	3,134,058					
Program Service Revenue			Business Code					
	2a	TUITION AND FEES	611600	17,749,003	17,749,003			
	b	SUMMER DAY CAMP	611710	799,995	799,995			
	c	AUXILIARY - DAY CARE	611710	537,171	537,171			
	d	SUMMER ESL PROGRAM	611710	213,911	213,911			
	e	AUXILIARY - OTHER	611710	170,166	170,166			
	f	All other program service revenue		89,106	89,106			
g	Total. Add lines 2a-2f		19,559,352					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		816,941		37,388	779,553	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6a	Gross rents	(i) Real	712,900				
			(ii) Personal					
			b	Less rental expenses	476,060			
			c	Rental income or (loss)	236,840			
	d	Net rental income or (loss)		236,840		158,428	78,412	
	7a	Gross amount from sales of assets other than inventory	(i) Securities	6,025,174				
			(ii) Other					
			b	Less cost or other basis and sales expenses	5,716,439			
			c	Gain or (loss)	308,735			
	d	Net gain or (loss)		308,735			308,735	
	8a	Gross income from fundraising events (not including \$ 7,150 of contributions reported on line 1c) See Part IV, line 18						
	a		14,180					
b	Less direct expenses b	19,101						
c	Net income or (loss) from fundraising events		-4,921			-4,921		
9a	Gross income from gaming activities See Part IV, line 19							
a								
b	Less direct expenses b							
c	Net income or (loss) from gaming activities							
10a	Gross sales of inventory, less returns and allowances	a	96,230					
		b	Less cost of goods sold b	74,199				
		c	Net income or (loss) from sales of inventory		22,031		22,031	
Miscellaneous Revenue		Business Code						
11a	MISCELLANEOUS INCOME	900099	88,487			88,487		
b	PARENT ASSOCIATION	611710	54,572			54,572		
c								
d	All other revenue							
e	Total. Add lines 11a-11d		143,059					
12	Total revenue. See Instructions		24,216,095	19,559,352	195,816	1,326,869		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	2,033,730	2,033,730		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	480,943		480,943	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	10,474,466	8,353,374	1,574,286	546,806
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	811,238	592,784	179,859	38,595
9	Other employee benefits	1,068,857	933,525	74,411	60,921
10	Payroll taxes	792,542	615,185	137,746	39,611
11	Fees for services (non-employees)				
a	Management	117,689		113,918	3,771
b	Legal	137,349		137,349	
c	Accounting	49,936		49,936	
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17				
f	Investment management fees	71,226		71,226	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	83,215	53,540	27,141	2,534
12	Advertising and promotion	79,310	1,491	35,074	42,745
13	Office expenses	879,827	549,179	255,912	74,736
14	Information technology	130,996	47,819	75,123	8,054
15	Royalties				
16	Occupancy	1,186,956	1,067,333	102,256	17,367
17	Travel	111,413	45,188	49,781	16,444
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	143,321	91,948	50,111	1,262
20	Interest	4,788		4,788	
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	2,031,192	1,868,900	138,730	23,562
23	Insurance	120,849		120,849	
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	SUPPLIES, MAINTENANCE,	709,298	654,156	47,136	8,006
b	FOOD	422,987	392,116	26,389	4,482
c	STUDENT ACTIVITIES	315,934	315,934		
d	SPECIAL EVENTS AND FUNC	217,364	43,723	121,981	51,660
e	All other expenses	315,119	149,949	165,170	
25	Total functional expenses. Add lines 1 through 24e	22,790,545	17,809,874	4,040,115	940,556
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	10,357,442	1	13,189,796
	2 Savings and temporary cash investments	263,869	2	265,854
	3 Pledges and grants receivable, net	1,716,260	3	1,191,592
	4 Accounts receivable, net	415,829	4	392,655
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	124,279	8	137,146
	9 Prepaid expenses and deferred charges	173,679	9	204,668
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 45,348,376		
	b Less accumulated depreciation	10b 22,999,081	21,991,270	10c 22,349,295
	11 Investments—publicly traded securities	24,425,886	11	30,118,655
	12 Investments—other securities See Part IV, line 11	9,635,766	12	10,693,513
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	1,068,999	15	682,979
16 Total assets. Add lines 1 through 15 (must equal line 34)	70,173,279	16	79,226,153	
Liabilities	17 Accounts payable and accrued expenses	1,850,698	17	2,041,638
	18 Grants payable		18	
	19 Deferred revenue	5,723,994	19	9,715,891
	20 Tax-exempt bond liabilities	14,660,000	20	14,248,446
	21 Escrow or custodial account liability Complete Part IV of Schedule D	40,224	21	43,297
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	2,672,502	25	1,677,898
	26 Total liabilities. Add lines 17 through 25	24,947,418	26	27,727,170
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	30,893,510	27	36,241,303
	28 Temporarily restricted net assets	4,530,738	28	5,356,364
	29 Permanently restricted net assets	9,801,613	29	9,901,316
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	45,225,861	33	51,498,983	
34 Total liabilities and net assets/fund balances	70,173,279	34	79,226,153	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	24,216,095
2	Total expenses (must equal Part IX, column (A), line 25)	2	22,790,545
3	Revenue less expenses Subtract line 2 from line 1	3	1,425,550
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	45,225,861
5	Net unrealized gains (losses) on investments	5	3,853,748
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	993,824
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	51,498,983

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Additional Data

Software ID:
Software Version:
EIN: 04-2103574
Name: THE FESSENDEN SCHOOL

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DENISE M DUPRE TRUSTEE/PRESIDENT	1 00	X		X				0	0	0
IAN K LORING TRUSTEE/VICE PRESIDENT	1 00	X		X				0	0	0
JENNIFER L STIER TRUSTEE/TREASURER	1 00	X		X				0	0	0
ROBERT M DICKEY TRUSTEE/CLERK	1 00	X		X				0	0	0
DONALD G BRAMLEY TRUSTEE	1 00	X						0	0	0
STEPAHNIE M BUCCI TRUSTEE	1 00	X						0	0	0
RENEE E CURTIN TRUSTEE	1 00	X						0	0	0
BRUCE C DAYTON TRUSTEE	1 00	X						0	0	0
STEPHEN C DEMIRJIAN TRUSTEE	1 00	X						0	0	0
JOHN M DOGGETT JR TRUSTEE	1 00	X						0	0	0
JENNIFER MUGAR FLAHERTY TRUSTEE	1 00	X						0	0	0
KEITH B GELB TRUSTEE	1 00	X						0	0	0
PAMELA E LOMAX TRUSTEE	1 00	X						0	0	0
MICHAEL R MACH TRUSTEE	1 00	X						0	0	0
ELIZABETH H MUNRO TRUSTEE	1 00	X						0	0	0
MICHAEL P MURRAY TRUSTEE	1 00	X						0	0	0
VG NARAYANAN TRUSTEE	1 00	X						0	0	0
JAMES M NEISSA TRUSTEE	1 00	X						0	0	0
CHRISTIAN NOLEN TRUSTEE	1 00	X						0	0	0
STEVEN M PECK TRUSTEE	1 00	X						0	0	0
THOMAS S ROBERTS TRUSTEE	1 00	X						0	0	0
STEPHANIE L ROGERS TRUSTEE	1 00	X						0	0	0
PETER C WELCH TRUSTEE	1 00	X						0	0	0
R HALSEY WISE TRUSTEE	1 00	X						0	0	0
DAVID STETTLER HEADMASTER	60 00			X				263,392	0	55,076

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DAVID TAYLOR COO	60 00			X				169,234	0	65,630
SCOTT SMITH ASST HEADMASTER	55 00					X		138,785	0	21,526
WENDY PEARRE FORMER DIR LOWER SCHOOL	55 00					X		110,523	0	64,183
CINDY METSCH DIR UPPER SCHOOL	55 00					X		109,012	0	52,587
KENNETH HOWE DIR RESIDENTIAL LIFE	60 00					X		113,020	0	61,722
CALEB THOMSON DIR ADMISSIONS	55 00					X		107,285	0	36,409

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

Open to Public Inspection

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization
THE FESSENDEN SCHOOL

Employer identification number
04-2103574

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶		
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	

- 19a 33 1/3% support tests—2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests—2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2012

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization THE FESSENDEN SCHOOL

Employer identification number

04-2103574

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: (a) Donor advised funds, (b) Funds and other accounts, and a column for questions 1-6 regarding donor advised funds.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Form for Part II Conservation Easements, including questions 1-9 and a table for 'Held at the End of the Year' with rows 2a, 2b, 2c, 2d.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets, including questions 1a, 1b, 2, and 3.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a** Public exhibition
- b** Scholarly research
- c** Preservation for future generations
- d** Loan or exchange programs
- e** Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table

	Amount
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	36,997,518	35,964,391	29,625,797	27,090,328	26,822,823
b Contributions	1,738,590	2,720,765	2,891,980	1,424,476	3,426,842
c Net investment earnings, gains, and losses	4,855,078	-326,663	5,027,068	2,341,989	-2,047,013
d Grants or scholarships					
e Other expenditures for facilities and programs	1,417,269	1,360,975	1,240,814	1,230,996	962,324
f Administrative expenses			339,640		150,000
g End of year balance	42,173,917	36,997,518	35,964,391	29,625,797	27,090,328

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a** Board designated or quasi-endowment ▶ 65 000 %
 - b** Permanent endowment ▶ 23 500 %
 - c** Temporarily restricted endowment ▶ 11 500 %
- The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

	Yes	No
(i) unrelated organizations	3a(i)	No
(ii) related organizations	3a(ii)	No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		159,808		159,808
b Buildings		39,497,023	18,831,226	20,665,797
c Leasehold improvements				
d Equipment		5,069,935	3,673,613	1,396,322
e Other		621,610	494,242	127,368
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				22,349,295

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) LIMITED PARTNERSHIPS	10,407,555	F
(B) ANNUITY CONTRACTS	285,958	F
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)	10,693,513	

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) must equal Form 990, Part X, col (B) line 13)		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.)	

Part X Other Liabilities. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
Federal income taxes	
CHARITABLE GIFT ANNUITY	1,046
INTEREST RATE SWAP AGREEMENT	1,676,852
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	1,677,898

2. Fin 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	27,599,297
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	3,853,748
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	-1,039,906
e	Add lines 2a through 2d	2e	2,813,842
3	Subtract line 2e from line 1	3	24,785,455
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	-569,360
c	Add lines 4a and 4b	4c	-569,360
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	24,216,095

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	21,326,175
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	569,360
e	Add lines 2a through 2d	2e	569,360
3	Subtract line 2e from line 1	3	20,756,815
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	2,033,730
c	Add lines 4a and 4b	4c	2,033,730
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	22,790,545

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
	PART IV, LINE 2B	ALL BOARDING STUDENTS HAVE A SMALL CASH BALANCE OF \$300 TO \$1,000 FOR SPENDING MONEY ON THE WEEKENDS AND FOR TRAVEL MONEY WHEN THEY RETURN HOME FOR BREAKS. THE FUNDS ARE KEPT IN A SEPARATE BANK ACCOUNT, AND STUDENTS DRAW FROM IT ON A WEEKLY BASIS BY SUBMITTING CASH REQUEST.
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE ENDOWMENT FUND ENSURES THAT CURRENT AND FUTURE GENERATIONS OF FESSENDEN STUDENTS HAVE ACCESS TO THE BEST FACULTY, COMMUNITY, CURRICULUM, AND FACILITIES. SPECIFICALLY, THE ENDOWMENT SUPPORTS SALARY ENHANCEMENT, FINANCIAL AID, PROFESSIONAL DEVELOPMENT, PLANT MAINTENANCE, AND INSTRUCTIONAL AND PROGRAM MATERIALS.
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	THE SCHOOL IS QUALIFIED UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND IS EXEMPT FROM FEDERAL AND STATE INCOME TAXES EXCEPT FOR NET REVENUE FROM UNRELATED BUSINESS ACTIVITIES. THE SCHOOL IS SUBJECT TO FEDERAL AND STATE INCOME TAXES ON UNRELATED BUSINESS INCOME. THE SCHOOL RECOGNIZES A TAX BENEFIT FROM AN UNCERTAIN TAX POSITION ONLY IF IT IS MORE LIKELY THAN NOT THAT THE TAX POSITION WILL BE SUSTAINED ON EXAMINATION BY THE TAXING AUTHORITIES. MANAGEMENT EVALUATED THE SCHOOL'S TAX POSITIONS AND CONCLUDED THAT THE SCHOOL HAD NO MATERIAL UNCERTAINTIES IN INCOME TAXES AS OF JUNE 30, 2013. THE SCHOOL WILL ACCOUNT FOR INTEREST AND PENALTIES RELATED TO UNCERTAIN TAX POSITIONS, IF ANY, AS PART OF TAX EXPENSE. THE SCHOOL IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY THE U.S. FEDERAL, STATE OR LOCAL AUTHORITIES FOR FISCAL YEARS BEFORE 2010.
PART XI, LINE 2D - OTHER ADJUSTMENTS		UNREALIZED LOSS ON INTEREST RATE SWAP 993,824 FINANCIAL AID REPORTED IN FORM 990, PART IX, LINE 2 - 2,033,730
PART XI, LINE 4B - OTHER ADJUSTMENTS		COST OF GOODS SOLD EXPENSE REPORTED IN FORM 990, PART VIII, LINE 10B -74,199 RENTAL EXPENSES REPORTED IN FORM 990, PART VIII, LINE 6B -476,060 FUNDRAISING EVENTS DIRECT EXPENSES REPORTED ON FORM 990, PART VIII, LINE 8B -19,101
PART XII, LINE 2D - OTHER ADJUSTMENTS		RENTAL EXPENSES REPORTED IN FORM 990, PART VIII, LINE 6B 476,060 COST OF GOODS SOLD EXPENSE REPORTED IN FORM 990, PART VIII, LINE 10B 74,199 FUNDRAISING EVENTS DIRECT EXPENSES REPORTED ON FORM 990, PART VIII, LINE 8B 19,101
PART XII, LINE 4B - OTHER ADJUSTMENTS		FINANCIAL AID REPORTED IN FORM 990, PART IX, LINE 2 2,033,730

SCHEDULE E
(Form 990 or 990-EZ)

Schools

OMB No 1545-0047

2012

Open to Public Inspection

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 13, or Form 990-EZ, Part VI, line 48.**
▶ **Attach to Form 990 or Form 990-EZ.**

Department of the Treasury
Internal Revenue Service

Name of the organization
THE FESSENDEN SCHOOL

Employer identification number

04-2103574

Part I

- 1** Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?
- 2** Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?
- 3** Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe. If "No," please explain. If you need more space use Part II.

	YES	NO
1	Yes	
2	Yes	
3	Yes	

- 4** Does the organization maintain the following?
 - a** Records indicating the racial composition of the student body, faculty, and administrative staff?
 - b** Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?
 - c** Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?
 - d** Copies of all material used by the organization or on its behalf to solicit contributions?
If you answered "No" to any of the above, please explain. If you need more space, use Part II.

4a	Yes	
4b	Yes	
4c	Yes	
4d	Yes	

- 5** Does the organization discriminate by race in any way with respect to
 - a** Students' rights or privileges?
 - b** Admissions policies?
 - c** Employment of faculty or administrative staff?
 - d** Scholarships or other financial assistance?
 - e** Educational policies?
 - f** Use of facilities?
 - g** Athletic programs?
 - h** Other extracurricular activities?
If you answered "Yes" to any of the above, please explain. If you need more space, use Part II.

5a		No
5b		No
5c		No
5d		No
5e		No
5f		No
5g		No
5h		No

- 6a** Does the organization receive any financial aid or assistance from a governmental agency?
- b** Has the organization's right to such aid ever been revoked or suspended?

6a		No
6b		No

- 7** Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," explain on Part II.

7	Yes	
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Part III Supplemental Information. Complete this part to provide the explanations required by Part I, lines 3, 4d, 5h, 6b, and 7, as applicable. Also complete this part to provide any other additional information (see instructions)

Identifier	Return Reference	Explanation
EXPLANATION OF NONDISCRIMINATORY POLICY PUBLICATION	SCHEDULE E, PART I, LINE 3	RACIALLY NONDISCRIMINATORY POLICY IS INCLUDED IN ALL COMMUNICATIONS TO THE COMMUNITY

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2012

Open to Public Inspection

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a. Form 990-EZ filers are not required to complete this part.

Attach to Form 990 or Form 990-EZ. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization THE FESSENDEN SCHOOL

Employer identification number 04-2103574

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply. a Mail solicitations, b Internet and email solicitations, c Phone solicitations, d In-person solicitations, e Solicitation of non-government grants, f Solicitation of government grants, g Special fundraising events. 2a Did the organization have a written or oral agreement with any individual... 2b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements...

Table with 6 columns: (i) Name and address of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions?, (iv) Gross receipts from activity, (v) Amount paid to (or retained by) fundraiser listed in col (i), (vi) Amount paid to (or retained by) organization. Includes a Total row at the bottom.

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		<u>CASINO NIGHT / DINNER</u> (event type)	_____ (event type)	_____ (total number)	(add col (a) through col (c))
Revenue	1 Gross receipts	21,330			21,330
	2 Less Contributions	7,150			7,150
	3 Gross income (line 1 minus line 2)	14,180			14,180
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	19,101			19,101
10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(19,101)	
11 Net income summary Combine line 3, column (d), and line 10 ▶				-4,921	

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
6 Volunteer labor	<input type="checkbox"/> Yes _____ <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ <input type="checkbox"/> No		
7 Direct expense summary Add lines 2 through 5 in column (d) ▶					
8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶					

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a	
b An outside facility	13b	

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	Return Reference	Explanation
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Schedule I (Form 990)

OMB No 1545-0047

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

2012

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.

Attach to Form 990

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization

THE FESSENDEN SCHOOL

Employer identification number

04-2103574

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

Table with 8 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC Code section if applicable, (d) Amount of cash grant, (e) Amount of non-cash assistance, (f) Method of valuation (book, FMV, appraisal, other), (g) Description of non-cash assistance, (h) Purpose of grant or assistance.

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
3 Enter total number of other organizations listed in the line 1 table

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) FINANCIAL AID FOR TUITION AND FEES	49		1,441,402 FMV		FINANCIAL ASSISTANCE CREDITS TO THE STUDENTS' ACCOUNTS
(2) TUITION REMISSION	24		592,328 FMV		FINANCIAL ASSISTANCE CREDITS TO THE STUDENTS' ACCOUNTS

Part IV Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 THE FESSENDEN SCHOOL UTILIZES THE SERVICES OF THE SCHOOL AND STUDENT SERVICE (SSS) BY THE NATIONAL ASSOCIATION OF INDEPENDENT SCHOOLS (NAIS) BASED UPON A WRITTEN APPLICATION, SSS ASSESSES A FAMILY'S RESOURCES TO DETERMINE HOW MUCH THAT FAMILY CAN AFFORD FOR EDUCATION USING THIS REPORT, OTHER AVAILABLE INFORMATION AND THE SCHOOL'S OWN POLICIES, THE FESSENDEN FINANCIAL AID COMMITTEE DETERMINES AN APPROPRIATE GRANT BASED UPON THE STUDENT'S NEED, THE SCHOOL'S PRIORITIES AND FINANCIAL AID RESOURCES RECORDS ARE MAINTAINED AND REVIEWED AS EACH STUDENT MUST RE-APPLY EACH YEAR TO QUALIFY AND RECEIVE ASSISTANCE

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2012

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For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
THE FESSENDEN SCHOOL

Employer identification number

04-2103574

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items
- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e g , maid, chauffeur, chef) |

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

- | | |
|--|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

- a** The organization?
- b** Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

- a** The organization?
- b** Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) DAVID STETTLER HEADMASTER	(i)	263,392	0	0	12,874	42,202	318,468	0
	(ii)	0	0	0	0	0	0	0
(2) DAVID TAYLOR COO	(i)	169,234	0	0	17,816	47,814	234,864	0
	(ii)	0	0	0	0	0	0	0
(3) SCOTT SMITH ASST HEADMASTER	(i)	138,785	0	0	14,084	7,442	160,311	0
	(ii)	0	0	0	0	0	0	0
(4) WENDY PEARRE FORMER DIR LOWER SCHOOL	(i)	60,523	0	50,000	56,242	7,941	174,706	0
	(ii)	0	0	0	0	0	0	0
(5) CINDY METSCH DIR UPPER SCHOOL	(i)	109,012	0	0	11,418	41,169	161,599	0
	(ii)	0	0	0	0	0	0	0
(6) KENNETH HOWE DIR RESIDENTIAL LIFE	(i)	113,020	0	0	12,220	49,502	174,742	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II

Also complete this part for any additional information

Identifier	Return Reference	Explanation
	PART I, LINE 1A	QUALIFIED CAMPUS LODGING IS LOCATED ON THE CAMPUS OF THE EDUCATIONAL INSTITUTION AND IS FURNISHED TO AN EMPLOYEE, THE EMPLOYEE'S SPOUSE, OR ANY DEPENDENTS, BY OR ON BEHALF OF, THE INSTITUTION FOR USE AS A RESIDENCE AND IS EXCLUDED FROM GROSS INCOME IF IT QUALIFIES UNDER CODE SECTION 119 HOUSING FOR DAVID STETTLER, DAVID TAYLOR, CINDY METSCH, KENNETH HOWE, AND CALEB THOMSON QUALIFIES UNDER CODE SECTION 119 THIS NONTAXABLE BENEFIT IS REPORTED IN PART II, COLUMN (D) FOR THESE INDIVIDUALS
	PART I, LINE 4A	WENDY PEARRE, DIRECTOR OF LOWER SCHOOL, RECEIVED A SEVERANCE PAYMENT OF \$100,000 FOR THE FISCAL YEAR 2013 \$50,000 IS CURRENTLY REPORTED IN PART II, COLUMN (B)(III) THE REMAINDER \$50,000 WAS PAID IN THE CALENDAR YEAR 2013

SCHEDULE M (Form 990)

Noncash Contributions

OMB No 1545-0047

2012

Open to Public Inspection

Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30. Attach to Form 990.

Department of the Treasury Internal Revenue Service

Name of the organization THE FESSENDEN SCHOOL

Employer identification number

04-2103574

Part I Types of Property

Table with 4 columns: (a) Check if applicable, (b) Number of contributions or items contributed, (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g, (d) Method of determining noncash contribution amounts. Row 9 shows 8 contributions valued at 362,455 using FAIR MARKET VALUE.

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

Table with 3 columns: Question, Yes, No. Contains questions 30a, 31, 32a, and 33 regarding contribution reporting and policies.

Part III Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
METHOD FOR DETERMINING NUMBER OF CONTRIBUTIONS	PART I, COLUMN (B)	THE NUMBER OF CONTRIBUTIONS IS BASED ON THE NUMBER OF GIFTS (PER STOCK TYPE)

Schedule M (Form 990) (2012)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.**
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization
THE FESSENDEN SCHOOL

Employer identification number

04-2103574

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE BOARD OF TRUSTEES RECEIVES AN ELECTRONIC COPY OF THE FORM 990, 990-T AND ANY OTHER RELATED AND REQUIRED FILINGS, AS FILED, BEFORE THE FILING DEADLINE. BEFORE FILING, MEMBERS OF MANAGEMENT REVIEW THE RETURNS FOR ACCURACY AND COMPLETENESS. AT A LATER DATE AFTER THE FILING OF THE RETURNS, THE SCHOOL'S AUDIT COMMITTEE ALONG WITH MEMBERS OF SCHOOL'S MANAGEMENT REVIEW THE RETURNS ALONG WITH THE RESULTS OF THE AUDIT. THE RESULTS OF THE YEAR-END AUDIT, REVIEW OF THE FORM 990, AND ANY FINDINGS, CHANGES OR AREAS OF CONCERN ARE COMMUNICATED TO THE BOARD AT THE FIRST BOARD MEETING OF THE FISCAL YEAR SO APPROPRIATE CORRECTIVE ACTION, IF ANY, CAN BE TAKEN.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	THE CONFLICT OF INTEREST POLICY IS DISTRIBUTED ANNUALLY TO THE BOARD OF TRUSTEES AT THE FIRST MEETING AND TO EMPLOYEES VIA THE EMPLOYEE HANDBOOK EACH YEAR. THE BOARD OF TRUSTEE MEMBERS ARE ASKED TO SIGN A DISCLOSURE STATEMENT INDICATING YES OR NO TO ANY CONFLICTS. RESULTS ARE REVIEWED IN ACCORDANCE WITH THE POLICY. EMPLOYEES ARE ASKED TO SIGN A FORM INDICATING RECEIPT OF THE EMPLOYEE HANDBOOK AND THE ENCLOSED CONFLICT OF INTEREST POLICY. RESULTS ARE REVIEWED IN ACCORDANCE WITH THE POLICY. RETURNED FORMS ARE ACCOUNTED FOR, AND ANY MISSING FORMS ARE PURSUED WITH THE BEST REASONABLE EFFORTS TO COLLECT THEM.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	<p>THE ORGANIZATION ISSUES CONTRACTS CONTAINING THE DETAILS OF THE COMPENSATION PACKAGE FOR ALL NEW OFFICERS, TOP MANAGEMENT AND KEY EMPLOYEES. THE INITIAL PROCESS FOR HIRING OFFICERS, TOP MANAGEMENT AND KEY EMPLOYEES USUALLY INVOLVES AN INDEPENDENT SEARCH COMMITTEE AND CONSULTANTS WHO IDENTIFY CANDIDATES BASED UPON THE REQUIRED SKILLS, EXPERIENCE, ETC. SET FORTH BY THE ORGANIZATION. THE POOL OF CANDIDATES WILL THEN BE INTERVIEWED BY A COMMITTEE OF BOARD MEMBERS AND OTHER TOP MANAGEMENT. DURING THIS PROCESS, THE CONSULTANTS, BOARD AND TOP MANAGEMENT ALSO DETERMINE THE COMPENSATION BASED UPON THE LEVEL OF POSITION, EXPERIENCE OF CANDIDATE, THE MARKETPLACE, DEMOGRAPHICS AND COMPARING DATA WITH SIMILAR ORGANIZATIONS AND POSITIONS. THE YEARS FOLLOWING THE HIRE OF AN OFFICER, TOP MANAGEMENT OR KEY EMPLOYEE INVOLVE A REVIEW PROCESS THAT INCLUDES AN EVALUATION. UNLESS THERE ARE SIGNIFICANT CHANGES TO THE ORIGINAL DUTIES ASSIGNED FOR THE POSITION OR OTHER FACTORS THAT MAY WARRANT A CHANGE IN COMPENSATION, INCREASES ARE IN THE RANGE VOTED BY THE BOARD FOR ALL EMPLOYEES OF THE ORGANIZATION. THE PROCESS OF DETERMINING COMPENSATION FOR THE HEADMASTER (CEO) IS MORE IN DEPTH. IN APRIL, DURING THE THIRD BOARD MEETING OF THE FISCAL YEAR, A HEADMASTER EVALUATION SURVEY IS DISTRIBUTED TO THE BOARD OF TRUSTEES. ALL TRUSTEES COMPLETE THE SURVEY QUESTIONS. THE PRESIDENT OF THE BOARD RECEIVES THE RESULTS AND FORMS A SUB-COMMITTEE OF THE BOARD MADE UP OF INDIVIDUALS OF THE BOARD, WHO REVIEW THE RESULTS. DISCUSSIONS TAKE PLACE ABOUT THE RESULTS, EXPECTATIONS, NEW GOALS, ETC. AND ARE THEN DISCUSSED WITH THE HEADMASTER. THE COMPENSATION IS THEN ESTABLISHED AND SET FOR THE NEXT FISCAL YEAR.</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, FORM 990, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST. ALL DOCUMENTS ARE AVAILABLE TO BE VIEWED ON-SITE AS WELL. IN ADDITION, THE FORM 990 IS AVAILABLE VIA GUIDESTAR AND THE MASSACHUSETTS ATTORNEY GENERAL'S WEBSITE.

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 9	UNREALIZED GAIN ON INTEREST RATE SWAP AGREEMENT 993,824