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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning OCT 1, 2012, and ending SEP 30, 2013

Name of foundation BERT L & N KUGGIE VALLEE FOUNDATION, INC		A Employer identification number 04-3333757
Number and street (or P O box number if mail is not delivered to street address) C/O RS&B, 160 FEDERAL STREET, FL 15	Room/suite	B Telephone number (617) 542-2300
City or town, state, and ZIP code BOSTON, MA 02110		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) \$ 30,051,482.	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	12,402,743.			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	2,865.	2,865.	2,865.	STATEMENT 1
4	Dividends and interest from securities	531,078.	531,078.	531,078.	STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,542,029.			
b	Gross sales price for all assets on line 6a	7,730,055.			
7	Capital gain net income (from Part IV, line 2)		1,542,029.		
8	Net short-term capital gain			8,664.	
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	14,478,715.	2,075,972.	542,607.	
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14	Other employee salaries and wages	127,685.	0.	0.	127,685.
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	40,845.	0.	0.	40,845.
b	Accounting fees STMT 4	8,705.	760.	0.	7,945.
c	Other professional fees STMT 5	99,040.	99,040.	0.	0.
17	Interest				
18	Taxes STMT 6	14,864.	7,902.	0.	6,962.
19	Depreciation and depletion				
20	Occupancy	7,294.	0.	0.	7,294.
21	Travel, conferences, and meetings	80,985.	0.	0.	80,985.
22	Printing and publications				
23	Other expenses STMT 7	89,223.	0.	0.	89,223.
24	Total operating and administrative expenses Add lines 13 through 23	468,641.	107,702.	0.	360,939.
25	Contributions, gifts, grants paid	0.			0.
26	Total expenses and disbursements Add lines 24 and 25	468,641.	107,702.	0.	360,939.
27	Subtract line 26 from line 12	14,010,074.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		1,968,270.		
c	Adjusted net income (if negative, enter -0-)			542,607.	

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			
	2 Savings and temporary cash investments	513,592.	4,572,828.	4,572,828.
	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 10	5,974,496.	17,429,441.	23,348,170.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	1,401,527.	2,113,018.	2,130,484.
	16 Total assets (to be completed by all filers)	7,889,615.	24,115,287.	30,051,482.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	7,889,615.	24,115,287.	
	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 Total net assets or fund balances	7,889,615.	24,115,287.		
31 Total liabilities and net assets/fund balances	7,889,615.	24,115,287.		

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	7,889,615.
2 Enter amount from Part I, line 27a	2	14,010,074.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	2,232,981.
4 Add lines 1, 2, and 3	4	24,132,670.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	17,383.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,115,287.

BERT L & N KUGGIE VALLEE FOUNDATION, INC

04-3333757

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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	5000 SHARES OF CPFL ENERGIA		09/22/11	12/07/12
b	3000 SHARES OF CPFL ENERGIA	P	10/10/11	12/07/12
c	1100 SHARES OF MFS INTERMEDIATE INCOME	P	10/29/01	12/18/12
d	900 SHARES OF MFS INTERMEDIATE INCOME	P	10/29/01	12/18/12
e	1000 SHARES OF MFS INTERMEDIATE INCOME	P	09/09/98	12/18/12
f	606 SHARES OF SOUTHERN COPPER CORP	P	04/09/07	12/20/12
g	700 SHARES OF TEXAS INSTRUMENTS	P	04/26/10	12/18/12
h	1000 SHARES OF WESTERN ASSET HIGH INC	P	11/08/06	12/18/12
i	500 SHARES OF LSB INDUSTRIES	P	05/03/12	12/18/12
j	500 SHARES OF MFS INTERMEDIATE INCOME	P	12/20/12	12/26/12
k	500 SHARES OF WESTERN ASSET HIGH INC	P	12/20/12	12/26/12
l	100 SHARES OF WESTERN DIGITAL CORPORATION	P	12/20/12	12/26/12
m	700 SHARES OF APPLE INC	P	08/29/11	01/07/13
n	1500 SHARES OF BOEING CO	P	01/10/12	01/28/13
o	500 SHARES OF BOEING	P	01/10/12	01/28/13

(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 107,436.		112,362.	-4,926.
b 64,461.		70,682.	-6,221.
c 7,082.		6,826.	256.
d 5,795.		5,587.	208.
e 6,439.		6,358.	81.
f 22,905.		15,439.	7,466.
g 21,718.		19,101.	2,617.
h 9,605.		10,823.	-1,218.
i 16,754.		17,296.	-542.
j 3,198.		3,275.	-77.
k 3,124.		3,175.	-51.
l 4,110.		4,216.	-106.
m 361,195.		273,233.	87,962.
n 110,667.		112,613.	-1,946.
o 36,889.		37,538.	-649.

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

(i) FMV 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			-4,926.
b			-6,221.
c			256.
d			208.
e			81.
f			7,466.
g			2,617.
h			-1,218.
i			** -542.
j			** -77.
k			** -51.
l			** -106.
m			87,962.
n			-1,946.
o			-649.

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	2500 SHARES OF CACI INTERNATIONAL INC	P	01/23/12	01/31/13
b	2500 SHARES OF IMPERIAL OIL LTD	P	05/07/10	01/02/13
c	1500 SHARES OF LABORATORY CP AMER	P	05/07/10	01/28/13
d	45694.506 SHARES OF MFS MUNI FUND	P	04/04/11	01/02/13
e	24360.536 SHARES OF MFS MUNI FUND	P	07/14/11	01/02/13
f	2000 SHARES OF YUM BRANDS INC	P	04/17/09	01/25/13
g	500 SHARES OF YUM BRANDS INC	P	04/20/09	01/25/13
h	4000 SHARES OF YUM BRANDS INC	P	05/07/10	01/25/13
i	1000 SHARES OF YUM BRANDS INC	P	05/07/10	01/25/13
j	200 SHARES OF BLACKROCK INCOME OPP	P	12/20/12	01/11/13
k	1000 SHARES OF CACI INTERNATIONAL INC	P	08/16/12	01/31/13
l	1400 SHARES OF JOHNSON & JOHNSON	P	06/22/12	01/28/13
m	24 SHARES OF MFS INTERMEDIATE INCOME	P	12/31/12	01/11/13
n	.942 SHARES OF MFS INTERMEDIATE INCOME	P	12/31/12	01/14/13
o	40.423 SHARES OF MFS MUNI FUND	P	12/31/12	01/02/13

(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 136,527.		145,586.	-9,059.
b 109,127.		95,150.	13,977.
c 132,876.		113,730.	19,146.
d 411,708.		361,444.	50,264.
e 219,488.		200,000.	19,488.
f 128,475.		64,462.	64,013.
g 32,119.		15,980.	16,139.
h 256,951.		158,320.	98,631.
i 64,238.		39,580.	24,658.
j 2,170.		2,314.	-144.
k 54,611.		53,646.	965.
l 103,103.		93,720.	9,383.
m 133.		149.	-16.
n 6.		6.	0.
o 364.		364.	0.

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

(i) FMV 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			-9,059.
b			13,977.
c			19,146.
d			50,264.
e			19,488.
f			64,013.
g			16,139.
h			98,631.
i			24,658.
j			** -144.
k			** 965.
l			** 9,383.
m			** -16.
n			** 0.
o			** 0.

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 }

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

2

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	2000 SHARES OF EXXON MOBIL CORP	P	01/31/01	02/19/13
b	200 SHARES OF EXXON MOBIL CORP	P	02/20/01	02/19/13
c	550 SHARES OF EXXON MOBIL CORP	P	03/24/08	02/19/13
d	100 SHARES OF EXXON MOBIL CORP	P	12/01/13	02/19/13
e	333 SHARES OF FURIEX PHARMACEUTICALS	P	05/07/10	02/19/13
f	735 SHARES OF INTERNATIONAL BUSINESS MACHINES	P	01/09/07	02/19/13
g	.997 SHARES OF BLACKROCK INCOME OPP	P	01/09/13	02/13/13
h	4000 SHARES OF MARKET VECTORS GOLD MINER	P	05/24/12	02/21/13
i	200 SHARES OF AEGION CORP	P	09/12/12	03/19/13
j	200 SHARES OF AEGION CORP	P	09/12/12	03/19/13
k	200 SHARES OF AEGION CORP	P	09/12/12	03/19/13
l	400 SHARES OF AEGION CORP	P	09/12/12	03/19/13
m	600 SHARES OF MARTIN MARIETTA MATERIALS	P	09/12/12	03/19/13
n	300 SHARES OF NN INC	P	09/12/12	03/19/13
o	600 SHARES OF NN INC	P	09/12/12	03/19/13

(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 176,815.		84,182.	92,633.
b 17,681.		8,493.	9,188.
c 48,624.		47,741.	883.
d 8,841.		2,492.	6,349.
e 11,752.		3,520.	8,232.
f 147,675.		73,587.	74,088.
g 11.		11.	0.
h 151,800.		179,304.	-27,504.
i 5,022.		4,137.	885.
j 5,024.		4,137.	887.
k 5,022.		4,137.	885.
l 10,048.		8,273.	1,775.
m 61,947.		50,199.	11,748.
n 2,992.		2,643.	349.
o 5,981.		5,287.	694.

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

(i) FMV 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			92,633.
b			9,188.
c			883.
d			** 6,349.
e			8,232.
f			74,088.
g			** 0.
h			** -27,504.
i			** 885.
j			** 887.
k			** 885.
l			** 1,775.
m			** 11,748.
n			** 349.
o			** 694.

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	1100 SHARES OF NN INC	P	09/12/12	03/19/13
b	400 SHARES OF TRINITY INDUSTRIES INC	P	09/12/12	03/19/13
c	600 SHARES OF TRINITY INDUSTRIES INC	P	09/12/12	03/19/13
d	500 SHARES OF VULCAN MATERIALS CO.	P	09/12/12	03/19/13
e	100 SHARES OF AGRUM INC	P	04/12/11	03/19/13
f	500 SHARES OF ARCHER DANIELS MIDLAND CO	P	01/04/11	03/19/13
g	1000 SHARES OF ARCHER DANIELS MIDLAND CO	P	01/04/11	03/19/13
h	200 SHARES OF BIOGEN IDEC INC	P	04/12/11	03/19/13
i	1200 SHARES OF DU PONT EI DE NEMOUR & CO	P	01/04/11	03/19/13
j	1200 SHARES OF MONDELEZ INTERNATIONAL INC	P	02/28/11	03/19/13
k	1000 SHARES OF MYLAN INC	P	04/12/11	03/19/13
l	500 SHARES OF NOVARTIS AG SPON	P	04/28/11	03/19/13
m	200 SHARES OF S A P AG ADR	P	01/04/11	03/19/13
n	200 SHARES OF SANOFI ADR	P	01/04/11	03/19/13
o	300 SHARES OF SANOFI ADR	P	01/04/11	03/19/13

(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 10,963.		9,693.	1,270.
b 17,864.		12,742.	5,122.
c 26,801.		19,113.	7,688.
d 26,616.		21,148.	5,468.
e 10,026.		8,845.	1,181.
f 16,367.		15,192.	1,175.
g 32,736.		30,383.	2,353.
h 35,184.		15,761.	19,423.
i 59,345.		59,852.	-507.
j 33,941.		29,642.	4,299.
k 30,592.		23,377.	7,215.
l 35,037.		29,392.	5,645.
m 16,519.		10,188.	6,331.
n 9,805.		6,619.	3,186.
o 14,708.		9,928.	4,780.

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

(i) FMV 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			** 1,270.
b			** 5,122.
c			** 7,688.
d			** 5,468.
e			1,181.
f			1,175.
g			2,353.
h			19,423.
i			-507.
j			4,299.
k			7,215.
l			5,645.
m			6,331.
n			3,186.
o			4,780.

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	400 SHARES OF SYNGENTA AG ADR	P	01/04/11	03/19/13
b	800 SHARES OF APACHE CORP	P	07/07/11	03/26/13
c	500 SHARES OF SCHLUMBERGER LTD	P	05/07/10	03/26/13
d	800 SHARES OF APACHE CORP	P	12/03/12	03/26/13
e	450 SHARES OF EXXON MOBIL CORP	P	03/24/08	04/18/13
f	3500 SHARES OF EXXON MOBIL CORP	P	05/07/10	04/18/13
g	1550 SHARES OF EXXON MOBIL CORP	P	05/07/10	04/18/13
h	1000 SHARE OF INTERNATIONAL BUSINESS MACHINES	P	01/09/07	04/01/13
i	265 SHARES OF INTERNATIONAL BUSINESS MACHINES	P	01/09/07	04/18/13
j	535 SHARES OF INTERNATIONAL BUSINESS MACHINES	P	05/18/07	04/18/13
k	200 SHARES OF INTERNATIONAL BUSINESS MACHINES	P	05/18/07	04/18/13
l	1000 SHARES OF LABORATORY CP AMER	P	05/07/10	04/01/13
m	1500 SHARES OF LABORATORY CP AMER	P	05/07/10	04/18/13
n	2500 SHARES OF SCHLUMBERGER LTD	P	05/07/10	04/15/13
o	2000 SHARES OF TRANSCANADA CORP	P	05/07/10	04/15/13

(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	34,021.	23,307.	10,714.
b	59,401.	100,946.	-41,545.
c	36,730.	31,965.	4,765.
d	59,401.	62,454.	-3,053.
e	38,800.	39,061.	-261.
f	258,669.	192,240.	66,429.
g	133,646.	99,324.	34,322.
h	211,598.	100,118.	111,480.
i	54,614.	26,531.	28,083.
j	110,258.	57,200.	53,058.
k	41,218.	21,492.	19,726.
l	89,866.	75,820.	14,046.
m	138,486.	113,730.	24,756.
n	181,921.	159,825.	22,096.
o	94,133.	66,600.	27,533.

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

(i) FMV 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			10,714.
b			-41,545.
c			4,765.
d			-3,053.
e			-261.
f			66,429.
g			34,322.
h			111,480.
i			28,083.
j			53,058.
k			19,726.
l			14,046.
m			24,756.
n			22,096.
o			27,533.

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	4000 SHARES OF DOW CHEMICAL	P	02/25/11	05/13/13
b	3000 SHARES OF DOW CHEMICAL	P	07/07/11	05/13/13
c	12000 SHARES OF PFIZER INC	P	06/10/10	05/13/13
d	2000 SHARES OF PFIZER INC	P	08/08/11	05/13/13
e	1000 SHARES OF SPDR GOLD TR	P	05/07/10	05/16/13
f	500 SHARES OF SPDR GOLD TR	P	05/07/10	05/16/13
g	2000 SHARES OF CONOCOPHILLIPS	P	04/03/06	06/24/13
h	2000 SHARES OF CONOCOPHILLIPS	P	03/23/09	06/24/13
i	3000 SHARES OF ISHARES S&P PREF	P	07/23/09	06/05/13
j	1000 SHARES OF HIGHWOODS PROPERTIES	P	06/10/13	06/24/13
k	22775 SHARES OF AMERICAN CAP WORLD BOND	P	12/04/06	07/05/13
l	1500 SHARES OF ANADARKO PETROLEUM	P	03/26/13	07/17/13
m	739 SHARES OF TELECOM CP NEW ZELAND	P	09/12/12	07/01/13
n	2306 SHARES OF TELECOM CP NEW ZEALAND	P	09/12/12	07/01/13
o	2955 SHARES OF TELECOM CP NEW ZEALAND ADR	P	09/12/12	07/01/13

(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	136,763.	144,508.	-7,745.
b	102,572.	111,093.	-8,521.
c	288,188.	151,005.	137,183.
d	57,638.	35,204.	22,434.
e	133,410.	117,810.	15,600.
f	66,705.	58,905.	7,800.
g	117,921.	99,680.	18,241.
h	117,921.	61,736.	56,185.
i	118,911.	101,645.	17,266.
j	32,196.	35,910.	-3,714.
k	447,984.	447,306.	678.
l	133,012.	132,373.	639.
m	6,325.	7,539.	-1,214.
n	19,736.	23,755.	-4,019.
o	25,290.	30,293.	-5,003.

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

(i) FMV 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			-7,745.
b			-8,521.
c			137,183.
d			22,434.
e			15,600.
f			7,800.
g			18,241.
h			56,185.
i			17,266.
j			** -3,714.
k			678.
l			** 639.
m			** -1,214.
n			** -4,019.
o			** -5,003.

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 }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

2

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 465 SHARES OF INTERNATIONAL BUSINESS MACHINES		P	05/18/07	08/12/13
b 1035 SHARES OF INTERNATIONAL BUSINESS MACHINES		P	05/07/10	08/12/13
c 1000 SHARES OF ISHARES IBOXX INVEST GR		P	02/02/09	08/20/13
d 2000 SHARES OF ISHARES IBOXX INVEST GR		P	02/04/09	08/20/13
e 2000 SHARES OF MCDONALDS CORP		P	06/08/09	08/12/13
f 800 SHARES OF MCDONALDS CORP		P	07/23/09	08/12/13
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 87,660.		49,716.	37,944.
b 195,114.		126,477.	68,637.
c 111,160.		99,287.	11,873.
d 222,320.		197,496.	24,824.
e 194,036.		117,241.	76,795.
f 77,614.		45,441.	32,173.
g 25,804.			25,804.
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			37,944.
b			68,637.
c			11,873.
d			24,824.
e			76,795.
f			32,173.
g			25,804.
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	1,542,029.
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	8,664.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 7,730,055.		6,188,026.	1,542,029.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			1,542,029.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,542,029.
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	8,664.

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	348,446.	9,935,387.	.035071
2010	226,625.	9,504,515.	.023844
2009	783,688.	8,659,096.	.090505
2008	721,823.	7,655,390.	.094290
2007	456,310.	9,976,796.	.045737

2 Total of line 1, column (d)	2	.289447
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.057889
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	22,776,373.
5 Multiply line 4 by line 3	5	1,318,501.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,683.
7 Add lines 5 and 6	7	1,338,184.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	360,939.

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	39,365.
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	39,365.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	39,365.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	55,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	55,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	174.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	15,461.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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>THEVALLEEFUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>RACKEMANN, SAWYER & BREWSTER</u> Telephone no ► <u>617-542-2300</u> Located at ► <u>160 FEDERAL STREET, 15TH FLOOR, BOSTON, MA</u> ZIP+4 ► <u>02110</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input 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		X
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?		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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

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

7b

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

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 12				
	0.00	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
BRIAN BERNERT - 1699 CAMBRIDGE STREET, CAMBRIDGE, MA 02138	ADMINISTRATOR	89,849.	0.	0.

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
DAVID OGDEN TWO MEADOW RIDGE, CONCORD, MA 01742	FINANCIAL ADVISOR	99,040.

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 SEE STATEMENT 13	
	430,806.
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	
	0.
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	20,567,018.
b	Average of monthly cash balances	1b	2,556,203.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	23,123,221.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	23,123,221.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	346,848.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,776,373.
6	Minimum investment return. Enter 5% of line 5	6	1,138,819.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	360,939.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	360,939.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	360,939.

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)

N/A

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

- 1** 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

07/09/97

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☒ 4942(j)(3) or ☐ 4942(j)(5)

- 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

- 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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
542,607.	241,967.	239,834.	299,568.	1,323,976.
461,216.	205,672.	203,859.	254,633.	1,125,380.
360,939.	348,446.	226,625.	787,168.	1,723,178.
0.	0.	0.	0.	0.
360,939.	348,446.	226,625.	787,168.	1,723,178.
				0.
				0.
759,213.	331,179.	316,817.	288,637.	1,695,846.
				0.
				0.
				0.
				0.

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

N/A

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

N/A

- c** Any submission deadlines

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
NONE				
Total			3a	0.
b <i>Approved for future payment</i>				
NONE				
Total			3b	0.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CHARLES SCHWAB INTEREST	30.
MSDW INTEREST	2,835.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,865.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB DIVIDENDS	26,058.	0.	26,058.
MSDW STOCK DIVIDENDS	530,824.	25,804.	505,020.
TOTAL TO FM 990-PF, PART I, LN 4	556,882.	25,804.	531,078.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RACKEMANN, SAWYER & BREWSTER	40,845.	0.	0.	40,845.
TO FM 990-PF, PG 1, LN 16A	40,845.	0.	0.	40,845.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNT FEES - ADP AND MS	2,005.	760.	0.	1,245.
MARCUM LLP - ACCOUNTING	6,700.	0.	0.	6,700.
TO FORM 990-PF, PG 1, LN 16B	8,705.	760.	0.	7,945.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DAVID OGDEN - FINANCIAL	99,040.	99,040.	0.	0.	
TO FORM 990-PF, PG 1, LN 16C	99,040.	99,040.	0.	0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EMPLOYER PAID FICA	6,873.	0.	0.	6,873.	
2012 FEDERAL TAXES PAID	7,902.	7,902.	0.	0.	
MA FILING FEE	70.	0.	0.	70.	
SEC MA FILING FEE	19.	0.	0.	19.	
TO FORM 990-PF, PG 1, LN 18	14,864.	7,902.	0.	6,962.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BOARD MEETING EXPENSES	30,627.	0.	0.	30,627.	
ADMINISTRATIVE SERVICES	1,126.	0.	0.	1,126.	
WORKER'S COMP AND MA					
UNEMPLOYMENT	227.	0.	0.	227.	
MEALS/ENTERTAINMENT	2,083.	0.	0.	2,083.	
TRAVEL EXPENSES	6,178.	0.	0.	6,178.	
STIPENDS	35,000.	0.	0.	35,000.	
D&O INSURANCE - RISK					
STRATEGIES CO.	2,250.	0.	0.	2,250.	
JOB SEARCH FEES - EXEC.					
DIRECTOR HIRE	11,732.	0.	0.	11,732.	
TO FORM 990-PF, PG 1, LN 23	89,223.	0.	0.	89,223.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
CHECKS RECEIVED DECEMBER 2012	32,802.
SETTLEMENT WITH HARVARD RE: BERT L. VALLEE 1950 PENSION PLAN	2,200,000.
MISC. ADJUSTMENTS FOR BASIS CALCULATIONS AND ROUNDING	179.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,232,981.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
EXCHANGE RATE ADJUSTMENT FOR FOREIGN CURRENCY WIRE	17,383.
TOTAL TO FORM 990-PF, PART III, LINE 5	17,383.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MSDW STOCKS	16,383,138.	21,995,887.
CHARLES SCHWAB STOCKS	1,046,303.	1,352,283.
TOTAL TO FORM 990-PF, PART II, LINE 10B	17,429,441.	23,348,170.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MSDW MUTUAL FUNDS	1,401,527.	2,032,081.	2,032,004.
CHARLES SCHWAB MUTUAL FUNDS	0.	80,937.	98,480.
TO FORM 990-PF, PART II, LINE 15	1,401,527.	2,113,018.	2,130,484.

BERT L. AND N. KUGGIE VALLEE FOUNDATION, INC.

EIN: 04-3333757

FORM 990-PF

FY: 10/01/12 – 9/30/13

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVG. HOURS PER WEEK	COMPEN- SATION	BENEFIT PLANS	OTHER COMPEN- SATION
S. James Adelstein 260 Longwood Avenue TMEC-145 Boston, MA 02115	President/Director > 5 hrs/wk	0	0	0
Gordon G. Hammes 6545 Valen Way, F301 Naples, FL 34108	Vice President/Secretary/ Director < 5 hrs/wk	0	0	0
Peter Campot 45 River Road Topsfield, MA 01983-2108	Treasurer/Director < 5hrs/wk	0	0	0
Edmond Fischer 5440 N.E. Windmere Road Seattle, WA 98105	Director < 5 hrs/wk	0	0	0
Louise Gross 420 East 79 th Street Apt. 5A New York, NY 10021	Director < 5 hrs/wk	0	0	0
Jesper Z. Haeggstrom Department of Physiological Chemistry II Karolinska Institutet, S-171 77 Stockholm, Sweden	Director < 5 hrs/wk	0	0	0
David D. Ogden 32 Belted Kingfisher Rd. Fernandina Beach, FL 32034	Director < 5 hrs/wk	0	0	.0
Dr. Lewis C. Cantley Cancer Center Weill Cornell Medical College 1300 York Ave, F-905B New York, NY 10065	Director < 5 hrs/wk	0	0	.0

BERT L. AND N. KUGGIE VALLEE FOUNDATION, INC.

EIN: 04-3333757

FORM 990-PF

FY: 10/01/12 – 9/30/13

STATEMENT 12 (cont'd)

Sheila Ohlund Seestrasse 662 8706 Meilen Switzerland	Director < 5 hrs/wk	0	0	0
Peter M. Howley Harvard Medical School New Research Building, Room 950A 77 Avenue Louis Pasteur Boston, MA 02115	Director < 5 hrs/wk	0	0	0
Ernst Ludwig Winnacker 14 Rue Stoeber Strasbourg, 6700 France	Director < 5 hrs/wk	0	0	0
Michael F. O'Connell c/o Rackemann, Sawyer & Brewster 160 Federal Street, 15 th Fl. Boston, MA 02110-1700	Asst. Secretary < 5 hrs/wk	0	0	0
Totals included on 990-PF, Page 6, Part VIII		\$0	\$0	\$0

BERT L. AND N. KUGGIE VALLEE FOUNDATION, INC.

EIN: 04-3333757

FORM 990-PF

FYE: SEPTEMBER 30, 2013

STATEMENT 13

PART IX-A: SUMMARY OF DIRECT CHARITABLE ACTIVITIES

The organization directly serves the advancement of scientific education by (i) organizing and arranging short-term visiting professorships of distinguished scientists at universities in the United States and abroad, (ii) organizing and overseeing research by distinguished scientists and other scholars on biomedical research projects of specific interest to the organization, and (iii) organizing and conducting seminars and symposia.

The purpose of the visiting professorships and the seminars and symposia is to facilitate interactions among productive scientists and to expose dedicated students and researchers to scientists who are making outstanding contributions towards the understanding of scientific principles as they relate to human biology. As part of the educational and scientific activities and functions occurring during the tenure of the respective visiting professors, the organization arranges symposia, tutorials, lectures and conferences for other scientists, non-scientists and students.

During the fiscal year:

1. The organization organized, funded and oversaw the research programs of the following visiting research scholars at the following institutions:

Visiting Professors

Institution

Patrick Cramer

Gene Center Munich
Ludwig-Maximilians- Universitat Munchen
Munich, Germany

Dr. Gunnar Von Heijne

Center for Biomembrane Research
Stockholm University
Stockholm, Sweden