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

2012

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

For calendar year 2012 or tax year beginning

OCT 1, 2012

, and ending

SEP 30, 2013

Name of foundation

AGAPE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

40 OAKLEY ROAD

A Employer identification number

22-2690962

City or town, state, and ZIP code

WATERTOWN, MA 02472-1360

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

H Check type of organization

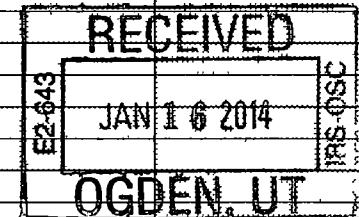
 Section 501(c)(3) exempt private foundation

<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col (c), line 16)	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____
► \$ 2,489,414.	(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

Revenue		(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				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		59,275.	59,275.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		199,863.			
b Gross sales price for all assets on line 6a	993,968.		199,863.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		259,138.	259,138.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 2	1,950.	0.		1,950.
c Other professional fees	STMT 3	20,558.	20,558.		0.
17 Interest					
18 Taxes	STMT 4	903.	903.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	40.	0.		40.
24 Total operating and administrative expenses. Add lines 13 through 23		23,451.	21,461.		1,990.
25 Contributions, gifts, grants paid		98,000.			98,000.
26 Total expenses and disbursements Add lines 24 and 25		121,451.	21,461.		99,990.
27 Subtract line 26 from line 12		137,687.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			237,677.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED JAN 27 2014

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	47,129.	48,097.	48,097.
	2	Savings and temporary cash investments			
	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	STMT 6	73,624.	75,010.
	b	Investments - corporate stock	STMT 7	1,330,230.	1,465,581.
	c	Investments - corporate bonds	STMT 8	394,414.	394,396.
	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 ►)			
	16	Total assets (to be completed by all filers)		1,845,397.	1,983,084.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		0.	0.
Liabilities	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		0.	0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		1,845,397.	1,983,084.
	30	Total net assets or fund balances		1,845,397.	1,983,084.
Net Assets or Fund Balances	31	Total liabilities and net assets/fund balances		1,845,397.	1,983,084.

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,845,397.
2	Enter amount from Part I, line 27a	2	137,687.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,983,084.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,983,084.

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 PUBLICLY TRADED SECURITIES			P		
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 993,968.		794,105.	199,863.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			199,863.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	199,863.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	99,004.	2,101,156.	.047119
2010	105,985.	2,092,671.	.050646
2009	89,175.	1,974,419.	.045165
2008	94,566.	1,778,295.	.053178
2007	143,647.	2,349,751.	.061133
2 Total of line 1, column (d)			.257241
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			.051448
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			1,919,714.
5 Multiply line 4 by line 3			98,765.
6 Enter 1% of net investment income (1% of Part I, line 27b)			2,377.
7 Add lines 5 and 6			101,142.
8 Enter qualifying distributions from Part XII, line 4			99,990.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

Part 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 ► and enter "N/A" on line 1
 Date of ruling or determination letter _____ (attach copy of letter if necessary-see Instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

6a	
6b	
6c	
6d	

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
b 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.
c Did the foundation file Form 1120-POL for this year?
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ 0 . (2) On foundation managers ► \$ 0 .
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0 .
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.
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*
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
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.
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?

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.
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MA
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*
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*
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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

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)	<input type="checkbox"/> 11	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
14	The books are in care of ► ANTHONY PALOMBA, TRUSTEE Located at ► 40 OAKLEY ROAD, WATERTOWN, MA	Telephone no ► (617) 926-8560 ZIP+4 ► 02472-1360	
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	► <input type="checkbox"/> 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 ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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.

		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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"/>	<input checked="" type="checkbox"/> Yes <input 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"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	<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"/>	<input checked="" type="checkbox"/> Yes <input 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"/>	<input checked="" type="checkbox"/> Yes <input 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	N/A	► <input type="checkbox"/> 1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		<input type="checkbox"/> 1c X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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	► <input type="checkbox"/> 2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	► <input type="checkbox"/> 3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4a X	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	<input type="checkbox"/> 4b X	

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input type="checkbox"/> Yes <input type="checkbox"/> No	
Organizations relying on a current notice regarding disaster assistance check here		<input checked="" type="checkbox"/>	5b
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	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b X
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		7b

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 9		0.	0.	0.

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

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

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

► 0

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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
NONE		

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

►

0

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

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

Expenses

1	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	N/A	
2		
All other program-related investments. See instructions		
3		
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	1,870,514.
b Average of monthly cash balances	1b	78,434.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,948,948.
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	1,948,948.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,234.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,919,714.
6 Minimum investment return. Enter 5% of line 5	6	95,986.

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	95,986.
2a Tax on investment income for 2012 from Part VI, line 5	2a	4,754.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	4,754.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	91,232.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	91,232.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	91,232.

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	99,990.
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	99,990.
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	99,990.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				91,232.
2 Undistributed income, if any, as of the end of 2012			55,373.	
a Enter amount for 2011 only				
b Total for prior years		0.		
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		0.		
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 99,990.				
a Applied to 2011, but not more than line 2a			55,373.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2012 distributable amount				44,617.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b Taxable amount - see instructions			0.	
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr				0.
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				46,615.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0.		
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 XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE ATTACHMENT				98,000.
Total				► 3a 98,000.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	59,275.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	199,863.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		259,138.	0.
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations)			13		259,138.

Relationship of Activities to the Accomplishment of Exempt Purposes

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization or

- (1) Cash
- (2) Other assets

- b Other transactions**
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitation

c. Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

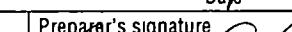
b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		
		

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see instr.)?

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	LINDA M. SMITH, CPA		12/17/13		P00316105
	Firm's name ► SMITH, SULLIVAN & COMPANY, P.C.			Firm's EIN ► 43-1985162	
Firm's address ► 80 FLANDERS ROAD - SUITE #200 WESTBOROUGH, MA 01581			Phone no	(508)871-7178	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHWAB ACCOUNT	59,275.	0.	59,275.
TOTAL TO FM 990-PF, PART I, LN 4	59,275.	0.	59,275.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,950.	0.		1,950.
TO FORM 990-PF, PG 1, LN 16B	1,950.	0.		1,950.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	20,558.	20,558.		0.
TO FORM 990-PF, PG 1, LN 16C	20,558.	20,558.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES ON DIVIDENDS	903.	903.		0.
TO FORM 990-PF, PG 1, LN 18	903.	903.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES	35.	0.		35.
MISCELLANEOUS	5.	0.		5.
TO FORM 990-PF, PG 1, LN 23	40.	0.		40.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT

6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US AND STATE GOV OBLIGATIONS	X		75,010.	74,842.
TOTAL U.S. GOVERNMENT OBLIGATIONS			75,010.	74,842.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			75,010.	74,842.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,465,581.	1,966,299.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,465,581.	1,966,299.

FORM 990-PF

CORPORATE BONDS

STATEMENT

8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	394,396.	400,176.
TOTAL TO FORM 990-PF, PART II, LINE 10C	394,396.	400,176.

FORM 990-PF

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

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANTHONY PALOMBA 40 OAKLEY ROAD WATERTOWN, MA 02472	TRUSTEE 0.00	0.	0.	0.
LOREN SHUMWAY 18321 GINAVALE LANE EDEN PRAIRIE, MN 55346	TRUSTEE 0.00	0.	0.	0.
HOLLY MONTUFAR 3458 NW WESTSIDE ROAD MCMINNVILLE, OR 97128	TRUSTEE 0.00	0.	0.	0.
CAROLY SHUMWAY 76 GREAT ROAD NORTH SMITHFIELD, RI 02896	TRUSTEE 0.00	0.	0.	0.
ERIC SHUMWAY 57 BEECH GLEN STREET ROXBURY, MA 02119	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

AGAPE FOUNDATION
EIN # 22-2690962
2012 990-PF SUPPLEMENT
FOR FISCAL YEAR ENDED SEPTEMBER 30, 2013

PART XV, Item 3a Grants and Contributions Paid During The Year

Organization	Purpose	
Valley Alliance for Smart Growth North Smithfield, RI	To support education activities and grassroots community organizing for peace and economic justice	11,000 00
Restoring Eden La Center, WA	To support work with tribal Christians on social and environmental justice	9,000 00
Rights Action Washington, DC	To support the work of the Foundation of Forensic Anthropology of Guatemala	13,000 00
Boston Mobilization Boston, MA	To support education activities and grassroots community organizing for peace and economic justice	12,000 00
American Friends Service Committee Cambridge, MA	To support the educational activities of the New England Regional Office's "Peace and Economic Security Committee"	10,000 00
Survival Education Fund, Inc Watertown, MA	To develop community support for US government policies that foster national security and international cooperation to reduce the threat of terrorism	4,000 00
A Jewish Voice for Peace, Inc Oakland, CA	To support its work as outlined in the 2013 Request for Support, with specific attention to its efforts to end the Israeli occupation of the West Bank, Gaza, and East Jerusalem	7,000 00
Education for Just Peace in the Middle East Washington, DC	To be used to support the work of the US Campaign to End the Israeli Occupation with specific attention to its inter-denominational faith organizing, the development of educational resources and its 12th Annual National Organizers' Conference	7,000 00
The International Foundation Wayne, NJ	To be used by Cause/Canada to support its work with the Man Institute for Integrated Development (IMDI)	11,000 00
Pilgrim Rest Baptist Church Dallas, TX	To support the music mentoring program	14 000 00
TOTAL		<u>98,000 00</u>

AGAPE FOUNDATION						
REALIZED GAINS AND LOSSES						
EIN #22-2690962						
2012 990-PF SUPPLEMENT						
FISCAL YEAR ENDED SEPTEMBER 30 2013						
Part IV, 1a: Gains and Losses on Sales of Assets						
DATE ACQUIRED	DATE SOLD	QUANTITY	NAME OF SECURITIES	COST BASIS	PROCEEDS	GAIN(LOSS)
06/10/05	11/19/12	50	W W Grainger, Inc	2,729.88	9,533.17	6,803.29
11/05/08	11/19/12	3	Apache Corporation	247.56	230.26	(17.30)
02/04/09	11/19/12	200	Apache Corporation	15,180.35	15,350.46	170.11
06/21/10	11/19/12	135	American Express Company	5,751.21	7,428.72	1,677.51
01/23/12	11/19/12	763	Fifth Third Bancorp	10,390.78	10,973.14	582.36
06/21/10	11/19/12	71	The Home Depot Inc	2,244.15	4,483.98	2,239.83
05/17/12	11/19/12	157	The Home Depot Inc	7,520.93	9,915.29	2,394.36
05/17/12	11/19/12	157	Marathon Petroleum Corp	5,588.70	8,851.49	3,262.79
11/05/08	11/19/12	25	Superior Energy Services	522.82	469.85	(52.97)
02/04/09	11/19/12	250	Superior Energy Services	3,868.95	4,698.46	829.51
06/21/10	11/19/12	40	Superior Energy Services	843.25	751.75	(91.50)
01/23/12	11/19/12	262	Superior Energy Services	7,141.48	4,923.98	(2,217.50)
05/17/12	11/20/12	155	Church & Dwight Co Inc	8,340.51	8,161.71	(178.80)
08/29/11	11/20/12	214	Church & Dwight Co Inc	9,201.35	11,268.43	2,067.08
06/21/10	11/21/12	250	The Home Depot Inc	7,901.92	15,728.12	7,826.20
12/02/11	01/24/13	70	Kansas City Southern	4,812.17	6,538.83	1,726.66
05/17/12	01/24/13	59	Costco Wholesale Corp	5,021.03	6,053.99	1,032.96
01/24/11	01/24/13	162	Oracle Corp Com	5,245.54	5,659.30	413.76
08/20/02	01/24/13	188	The Chubb Corp	5,951.14	15,237.59	9,286.45
11/17/10	01/24/13	37	The Chubb Corp	2,114.72	2,998.89	884.17
01/23/12	01/24/13	165	The Chubb Corp	11,812.72	13,373.42	1,560.70
08/29/11	01/24/13	14	Church & Dwight Co Inc	601.96	800.16	198.20
06/21/10	01/24/13	290	Church & Dwight Co Inc	9,733.41	16,574.78	6,841.37
06/23/09	01/24/13	292	EMC Corp	3,695.08	7,330.71	3,635.63
07/18/11	01/24/13	143	FedEx Corp	12,967.99	14,544.25	1,576.26
03/29/11	01/24/13	266	Jarden Corp	9,100.23	15,581.19	6,480.96
05/17/12	01/24/13	315	Marathon Petroleum Corp	11,213.00	21,672.47	10,459.47
01/23/12	01/24/13	225	Netgear Inc Com	9,126.39	8,850.19	(276.20)
10/18/11	01/24/13	284	Verfone Systems Inc	11,051.27	10,042.83	(1,008.44)
01/23/12	01/24/13	160	UnitedHealth Group, Inc	8,458.39	9,002.78	544.39
06/21/10	01/24/13	107	UnitedHealth Group, Inc	3,356.13	6,020.61	2,664.48
03/29/11	01/24/13	218	Cerner Corp	12,017.64	18,122.63	6,104.99
11/17/10	02/15/13	294	AFLAC Inc	15,781.35	14,411.64	(1,369.71)
12/02/11	03/13/13	103	Kansas City Southern	7,080.77	10,974.49	3,893.72
05/17/12	03/13/13	135	Kansas City Southern	9,205.61	14,384.03	5,178.42
10/16/10	04/12/13	75,000	Royal Bank Scotland	75,010.00	75,000.00	(10.00)
06/23/09	04/17/13	65	AFLAC Inc	1,949.99	3,199.14	1,249.15
08/20/09	04/17/13	100	AFLAC Inc	4,016.75	4,921.75	905.00
11/17/10	04/17/13	151	AFLAC Inc	8,105.39	7,431.84	(673.55)
01/23/12	04/17/13	167	AFLAC Inc	8,124.82	8,219.31	94.49
03/29/11	04/17/13	537	CBRE Group Inc	14,655.82	12,664.31	(1,991.51)
07/08/11	04/17/13	123	Kansas City Southern	7,008.76	12,559.15	5,550.39
05/17/12	04/17/13	10	Kansas City Southern	681.90	1,021.07	339.17
06/21/10	04/17/13	140	American Express Company	5,964.22	8,960.71	2,996.49
11/20/12	04/17/13	69	EOG Res Inc	8,066.00	7,978.51	(87.49)
01/14/13	04/17/13	74	EOG Res Inc	9,299.94	8,556.67	(743.27)
06/21/10	04/17/13	195	Starwood Hotels & Resorts	9,473.99	11,944.50	2,470.51
06/21/10	04/17/13	315	United Parcel Service, Inc	19,724.87	25,995.64	6,270.77
05/17/12	04/17/13	140	United Parcel Service, Inc	10,615.21	11,553.62	938.41
01/17/08	04/17/13	160	Avista Corp Com	3,388.01	4,271.90	883.89
02/04/09	04/14/13	300	Avista Corp Com	5,746.15	8,009.80	2,263.65
01/24/11	05/07/13	172	Oracle Corp Com	5,569.33	5,715.12	145.79
05/17/12	05/07/13	117	Oracle Corp Com	3,114.93	3,887.61	772.68
08/16/12	05/07/13	91	Westinghouse Air Brake Technologies Corp	7,378.90	9,572.62	2,193.72
06/17/08	06/04/13	75,000	Federal Farm Cr Bks Cons	73,623.75	75,000.00	1,376.25
03/29/11	06/20/13	620	Vodafone Group Public Limited Co	18,099.83	16,975.48	(1,124.35)
08/16/12	06/20/13	226	Vodafone Group Public Limited Co	6,644.25	6,187.83	(456.42)
01/24/11	06/20/13	450	NV Energy, Inc	6,560.41	10,555.10	3,994.69
06/21/10	06/20/13	500	NV Energy, Inc	6,247.55	11,727.88	5,480.33
01/24/11	07/25/13	115	Novartis A G SPD	6,595.68	8,270.65	1,674.97
08/16/12	07/25/13	107	Amgen Inc	8,914.02	11,656.06	2,742.04
08/16/12	07/25/13	468	Adobe Systems Inc	15,774.58	22,311.29	6,536.71
01/23/12	07/25/13	120	Whole Foods Market	4,581.17	6,557.05	1,975.88
05/17/12	07/25/13	36	Costco Wholesale Corp	3,063.68	4,224.19	1,160.51
01/24/11	07/25/13	2,217	Costco Wholesale Corp	15,753.76	25,462.46	9,708.70
01/23/12	07/25/13	702	Fifth Third Bancorp	9,560.06	13,530.64	3,970.58
01/23/12	07/25/13	413	Lincoln National Corp	9,492.48	16,890.44	7,397.96

Part IV, 1a Gains and Losses on Sales of Assets						
DATE ACQUIRED	DATE SOLD	QUANTITY	NAME OF SECURITIES	COST BASIS	PROCEEDS	GAIN(LOSS)
08/29/11	07/25/13	221	Baxter International Inc	12,193.61	16,066.98	3,873.37
10/18/11	07/25/13	113	Baxter International Inc	6,258.05	8,215.24	1,957.19
07/18/11	07/25/13	96	Kansas City Southern	5,470.25	10,529.23	5,058.98
06/10/05	07/25/13	230	Oracle Corp Com	2,922.53	7,396.11	4,473.58
04/10/06	07/25/13	400	Oracle Corp Com	5,567.16	12,862.81	7,295.65
05/17/12	07/25/13	144	Oracle Corp Com	3,833.75	4,630.61	796.86
03/29/11	07/25/13	185	Jarden Corp	4,208.00	8,314.99	4,106.99
12/04/07	07/25/13	308	Jarden Corp	5,242.47	13,858.31	8,615.84
02/19/13	07/25/13	73	Becton Dickinson & Co	6,469.09	7,527.12	1,058.03
01/23/12	07/25/13	125	Citigroup Inc	3,774.59	6,487.38	2,712.79
03/29/11	07/25/13	276	Time Warner Inc	9,681.27	17,207.56	7,526.29
01/23/12	07/25/13	215	Time Warner Inc	8,146.27	13,404.44	5,258.17
01/23/12	07/25/13	561	GlaxoSmithKline plc	25,242.88	29,024.66	3,781.78
05/17/12	07/25/13	48	Valmont Industries Inc	5,442.46	6,896.40	1,453.94
08/16/12	07/25/13	74	Discovery Communications	3,937.28	6,311.72	2,374.44
04/10/06	07/25/13	400	Statoil ASA	12,254.37	8,804.22	(3,450.15)
06/05/07	07/25/13	200	Statoil ASA	5,663.95	4,402.11	(1,261.84)
07/07/08	07/25/13	600	Statoil ASA	21,069.58	13,206.32	(7,863.26)
01/23/12	07/25/13	321	Statoil ASA	8,101.04	7,065.38	(1,035.66)
						0.00
			TOTALS	794,105.18	993,967.52	199,862.34