efile GRAPHIC print - DO NOT PROCESS | **As Filed Data -** | **DLN: 93491209005104**

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
THE ARGOSY FOUNDATION
CO LAWRENCE I SILVERSTEIN ESQ

A Employer identification number
04-6752868

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

Room/suite

B Telephone number (see instructions)
(617) 720-5800

City or town, state or province, country, and ZIP or foreign postal code
ONE FEDERAL ST BOSTON, MA 02110

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 14,589,134

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) ____________
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	625	625		
	4	Dividends and interest from securities.	70,626	70,626		
	5a	Gross rents				
	b	Net rental income or (loss) ____________				
	6a	Net gain or (loss) from sale of assets not on line 10	742,711			
	b	Gross sales price for all assets on line 6a 4,076,715				
	7	Capital gain net income (from Part IV, line 2) . . .		742,711		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	813,962	813,962		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	14,548			14,548
	14	Other employee salaries and wages	257,785			257,785
	15	Pension plans, employee benefits	84,156			84,156
	16a	Legal fees (attach schedule).	225			225
	b	Accounting fees (attach schedule)	51,394	10,133		41,261
	c	Other professional fees (attach schedule)	15,753			15,753
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	10,783			
	19	Depreciation (attach schedule) and depletion . . .	14,089			
	20	Occupancy	22,297			22,297
	21	Travel, conferences, and meetings	38,687			38,687
	22	Printing and publications	243			243
	23	Other expenses (attach schedule)	55,996			55,996
	24	**Total operating and administrative expenses.** Add lines 13 through 23	565,956	10,133		530,951
	25	Contributions, gifts, grants paid	4,716,406			4,716,406
	26	**Total expenses and disbursements.** Add lines 24 and 25	5,282,362	10,133		5,247,357
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-4,468,400			
	b	**Net investment income** (if negative, enter -0-)		803,829		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

For Paperwork Reduction Act Notice, see instructions. Cat No 11289X Form **990-PF** (2013)

		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
Assets	1	Cash—non-interest-bearing	409,735	91,271	91,271
	2	Savings and temporary cash investments	2,609,417	1,646,551	1,646,551
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		14,217	14,217
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	8,430,706	12,646,459	12,646,459
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,448,587		
	14	Land, buildings, and equipment basis ▶ 509,357			
		Less accumulated depreciation (attach schedule) ▶ 443,721	69,470	65,636	65,636
	15	Other assets (describe ▶)		125,000	125,000
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	12,967,915	14,589,134	14,589,134
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	12,967,915	14,589,134	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	12,967,915	14,589,134	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	12,967,915	14,589,134	

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	12,967,915
2	Enter amount from Part I, line 27a	2	-4,468,400
3	Other increases not included in line 2 (itemize) ▶	3	6,089,619
4	Add lines 1, 2, and 3	4	14,589,134
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,589,134

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)
1 a	Publicly Held Securities	P	2011-01-01	2013-01-01
b	Publicly Held Securities	P	2012-01-01	2013-01-01
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	3,973,051		3,190,417	782,634
b	63,859		131,338	-67,479
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				782,634
b				-67,479
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	742,711
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	-62,174

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 page 18 of 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))
2012	4,919,587	15,977,735	0 30790
2011	4,145,262	21,859,893	0 18963
2010	2,994,644	24,221,784	0 12363
2009	1,391,459	32,412,973	0 04293
2008	9,057,433	40,367,046	0 22438

2	**Total** of line 1, column (d).	2	0 88847
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	0 17769
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	14,419,914
5	Multiply line 4 by line 3.	5	2,562,332
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	8,038
7	Add lines 5 and 6.	7	2,570,370
8	Enter qualifying distributions from Part XII, line 4.	8	5,372,357

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 page 18 of the 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			**1**	8,038
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			**2**	
3	Add lines 1 and 2			**3**	8,038
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			**4**	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			**5**	8,038
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	**6a**	22,267		
b	Exempt foreign organizations—tax withheld at source	**6b**			
c	Tax paid with application for extension of time to file (Form 8868)	**6c**	32,000		
d	Backup withholding erroneously withheld	**6d**			
7	Total credits and payments Add lines 6a through 6d			**7**	54,267
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			**8**	14
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**	46,215
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 46,215 **Refunded** ▶			**11**	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	**1a**		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	**1b**		No
	*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?	**1c**		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	**2**		No
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*	**3**		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**4b**		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	**5**		No
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?	**6**	Yes	
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.*	**7**	Yes	
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*	**8b**	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	**9**		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	**10**		No

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

			Yes	No
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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW ARGOSYFND ORG

14 The books are in care of ▶ANASTASIOS PARAFESTAS Telephone no ▶(617) 720-5800

Located at ▶THE BOLLARD GROUP LLC ONE JOY ST BOSTON MA ZIP+4 ▶02108

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 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ 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)? ☐ Yes ☑ 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). ☐ Yes ☑ 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 page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
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 2013?	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.).*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** **No**

Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** **No**

If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** **No**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
EMILY VAN DUNK 555 E WELLS ST SUITE 1650 MILWAUKEE,WI 53202	Operation Manager 40 00	121,000	14,795	
CHERYL SYKORA 555 E WELLS ST SUITE 1650 MILWAUKEE,WI 53202	EXEC ASSISTANT 40 00	73,500	14,443	

Total number of other employees paid over $50,000. ▶

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

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

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 On July 30, 2013, the Organization provided a $125,000 loan to the Wisconsin Preservation Fund, Inc , a non-profit organization, for the purpose of capitalizing a loan fund that will provide financing for the development of projects and initiatives benefiting Milwaukee's economically distressed or transitioning neighborhoods The loan requires quarterly interest payments with an interest rate of 2% per annum Interest income on the loan for the year ended December 31, 2013 was $625 The principal of the loan is required to be repaid July 30, 2016	125,000
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	125,000

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	12,073,165
b	Average of monthly cash balances			1b	2,566,342
c	Fair market value of all other assets (see instructions)			1c	0
d	**Total** (add lines 1a, b, and c)			1d	14,639,507
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	
3	Subtract line 2 from line 1d			3	14,639,507
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	219,593
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	14,419,914
6	**Minimum investment return.** Enter 5% of line 5			6	720,996

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	720,996
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,038		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8,038
3	Distributable amount before adjustments Subtract line 2c from line 1			3	712,958
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	712,958
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	712,958

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	5,247,357
b	Program-related investments—total from Part IX-B	1b	125,000
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	5,372,357
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 (see instructions)	5	8,038
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,364,319

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 2012	**(c)** 2012	**(d)** 2013
1 Distributable amount for 2013 from Part XI, line 7					712,958
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2013					
a From 2008	7,039,083				
b From 2009					
c From 2010	1,602,948				
d From 2011	3,112,241				
e From 2012	4,226,098				
f **Total** of lines 3a through e		15,980,370			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 5,372,357					
a Applied to 2012, 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)		0			
d Applied to 2013 distributable amount					712,958
e Remaining amount distributed out of corpus		4,659,399			
5 Excess distributions carryover applied to 2013 *(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		20,639,769			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		7,039,083			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		13,600,686			
10 Analysis of line 9					
a Excess from 2009					
b Excess from 2010	1,602,948				
c Excess from 2011	3,112,241				
d Excess from 2012	4,226,098				
e Excess from 2013	4,659,399				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			**(e) Total**
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))

JOHN E ABELE

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

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 address of the person to whom applications should be addressed

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

THE ARGOSY FOUNDATION DOES NOT ACCEPT ANY UNSOLICITED APPLICATIONS

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 *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				4,716,406
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 (See instructions)
1 Program service revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
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			14	625	
4 Dividends and interest from securities. . . .			14	70,626	
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			1	742,711	
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). .				813,962	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 813,962

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
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 of			
	(1) Cash.	**1a(1)**		No
	(2) Other assets.	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
	(4) Reimbursement arrangements.	**1b(4)**		No
	(5) Loans or loan guarantees.	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2014-07-28	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
ANDREW C HOLMAN				P00014720

Firm's name ▶ Ritz Holman LLP

Firm's EIN ▶

Firm's address ▶ 330 E Kilbourn Ste 550 Milwaukee, WI 532023144

Phone no (414) 271-1451

Form 990PF Part VIII Line 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
JOHN E ABELE C/O LAWRENCE I SILVERSTEIN BOSTON, MA 02110	Trustee 1 00	0		
MARY S ABELE C/O LAWRENCE I SILVERSTEIN BOSTON, MA 02110	Trustee 1 00	0		
CHRISTOPHER S ABELE 555 E WELLS STREET STE 1650 MILWAUKEE, WI 53202	Trustee 1 00	0		
ALEXANDER T ABELE C/O LAWRENCE I SILVERSTEIN BOSTON, MA 02110	Trustee 0 00	0		
JENNIFER L ABELE 555 E WELLS STREET STE 1650 MILWAUKEE, WI 53202	CEO/TRUSTEE 40 00	0	14,548	
LAWRENCE I SILVERSTEIN ESQ BINGHAM MCCUTCHEN LLP ONE FEDERAL ST BOSTON, MA 02110	Legal Rep 0 00	0		

Form 990PF Part XV Line 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 *Paid during the year*				
ACUMEN FUND 76 NINTH AVENUE SUITE 315 NEW YORK, NY 10011	None	501(c)(3)	to support the general fund	20,000
ALASKA CONSERVATION FOUNDATION 441 WEST 5TH AVENUE SUITE 402 ANCHORAGE, AK 99501	None	501(c)(3)	TO SUPPORT AN energy project	50,000
AMERICAN INDIAN COLLEGE FUND 8333 GREENWOOD BLVD DENVER, CO 80221	None	501(c)(3)	TO SUPPORT SCHOLARSHIPS	25,000
Amherst College 220 S Pleasant St Amherst, MA 01002	None	501(c)(3)	To support the Annual Fund	25,000
BEREA COLLEGE CPO 2182 BEREA, KY 40404	None	501(c)(3)	To support interfaith programs	5,000
BEYOND BENIGN-A WARNER BABCOCK FDN 100 RESEARCH DRIVE WILMINGTON, MA 01887	None	501(c)(3)	To support education programs	60,000
Boston University College of Engine 44 Cummington Mall BOSTON, MA 02215	None	501(c)(3)	To support the Annual Fund	10,000
BOYS GIRLS CLUBS OF GREATER MILWAUK 1558 NORTH 6TH STREET MILWAUKEE, WI 53212	None	501(c)(3)	To support a capital campaign	500,000
BURLINGTON CHORAL SOCIETY PO BOX 303 WILLISTON, VT 05495	None	501(c)(3)	To support a musical program	3,000
CENTER FOR WHOLE COMMUNITIES 700 BRAGG HILL ROAD FAYSTON, VT 05673	None	501(c)(3)	To support sustainability and economic development	5,000
CHAMPLAIN VALLEY OFFICE OF ECONOMIC PO BOX 1603 BURLINGTON, VT 05402	None	501(c)(3)	To support heating and food assistance and weatherization projects	150,000
CONSERVATION COLORADO 1536 WYNKOOP SUITE 4-C DENVER, CO 80202	None	501(c)(3)	TO SUPPORT STAFFING	40,000
Greater Burlington YMCA 266 College St Burlington, VT 05401	None	501(c)(3)	to support a capital campaign	200,000
Harvard Graduate School of Educatio 13 Appian Way Cambridge Cambridge, MA 02138	None	501(c)(3)	To support a research project	135,739
INTERCAMBIO DE COMUNIDADES 4735 WALNUT ST SUITE B BOULDER, CO 80301	None	501(c)(3)	To support a program for immigrants	10,000
Total . . . . ▶ **3a**				4,716,406

Form 990PF Part XV Line 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 *Paid during the year*				
KING STREET CENTER INC PO BOX 1615 BURLINGTON, VT 05402	None	501(c)(3)	TO SUPPORT A CAPITAL CAMPAIGN AND YOUTH PROGRAMS	75,000
Law Students for Reproductive Justi 1730 Franklin Street - Suite 212 OAKLAND, CA 94612	None	501(c)(3)	To provide general operating support	25,000
Legal Voice 907 Pine St 500 Seattle, WA 98101	None	501(c)(3)	To support legal work	30,000
LAMBI FUND OF HAITI PO BOX 18955 WASHINGTON, DC 20036	None	501(c)(3)	To provide general operating support	40,000
LIVING LANDS AND WATERS RESTORATION 17624 ROUTE 84 N GREAT RIVER ROAD EAST MOLINE, IL 61244	None	501(c)(3)	To support environment and education programs	15,000
Michigan Environmental Council 602 W Ionia St Lansing, MI 48933	None	501(c)(3)	To support environmental projects	50,000
MILWAUKEE ART MUSEUM INC 700 NORTH ART MUSEUM DRIVE MILWAUKEE, WI 53202	None	501(c)(3)	To support outreach efforts	50,000
MILWAUKEE FILM INC 229 E WISCONSIN AVE SUITE 300 MILWAUKEE, WI 53202	None	501(c)(3)	to support general operational expenses	50,000
MILWAUKEE SYMPHONY ORCHESTRA INC 1101 N MARKET STREET SUITE 100 MILWAUKEE, WI 53202	None	501(c)(3)	To support a challenge grant	250,000
MONTSHIRE MUSEUM OF SCIENCE ONE MONTSHIRE ROAD NORWICH, VT 05055	None	501(c)(3)	To support youth programs	26,000
Nursing Students for Choice 2300 Myrtle Ave St Paul, MN 55114	None	501(c)(3)	to support general operational expenses	70,000
Oxfam America 226 Causeway St 5th Floor boston, MA 02114	None	501(c)(3)	to support general operational expenses	15,000
PLANNED PARENTHOOD OF WISCONSIN 302 NORTH JACKSON STREET MILWAUKEE, WI 53202	None	501(c)(3)	To support an event	10,000
River Revitalization Foundation 1845 N Farwell Ave MILWAUKEE, WI 53202	None	501(c)(3)	To support environmental restoration efforts	50,000
ROCKY MOUNTAIN INSTITUTE 1739 SNOWMASS CREEK ROAD SNOWMASS, CO 81654	None	501(c)(3)	To support an energy project	300,000
Total . . . . ▶ **3a**				4,716,406

Form 990PF Part XV Line 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 *Paid during the year*				
SHELBURNE FARMS 1611 HARBOR ROAD SHELBURNE, VT 05482	None	501(c)(3)	To supports convenings	25,000
SHELBURNE MUSEUM PO BOX 10 SHELBURNE, VT 05482	None	501(c)(3)	to support general operational expenses	10,000
SOUTHERN ALLIANCE FOR CLEAN ENERGY PO BOX 1842 KNOXVILLE, TN 37901	None	501(c)(3)	To support a program	50,000
THE COMMON GOOD INSTITUTE INC ONE METROTECH CENTER SUITE 1703 BROOKLYN, NY 11201	None	501(c)(3)	To support a research project	25,000
THE ENERGY FOUNDATION 301 BATTERY STREET 5TH FLOOR SAN FRANCISCO, CA 94111	None	501(c)(3)	To support environmental projects	70,000
THE MUSEUM OF SCIENCE SCIENCE PARK BOSTON, MA 02114	None	501(c)(3)	To support the Annual Fund	25,000
UNITED PERFORMING ARTS FUND INC 929 N WATER STREET MILWAUKEE, WI 53202	None	501(c)(3)	To support an annual campaign	25,000
UNITED WAY OF CHITTENDEN COUNTY 412 FARRELL STREET SUITE 200 SOUTH BURLINGTON, VT 05403	None	501(c)(3)	To support an event	10,000
VERMONT FOODBANK INC PO BOX 254 SOUTH BARRE, VT 05670	None	501(c)(3)	To provide general operating support	80,000
BOYS GIRLS CLUBS OF GREATER MILWAUK 1558 NORTH 6TH STREET MILWAUKEE, WI 53212	None	501(c)(3)	TO SUPPORT A YOUTH PROGRAM	10,000
CENTER FOR BIOLOGICAL DIVERSITY PO BOX 710 TUCSON, AZ 85702	None	501(c)(3)	To support environmental efforts	20,000
Conservation Law Foundation 62 SUMMER STREET boston, MA 02110	None	501(c)(3)	To provide general operating support	100,000
FOREST ETHICS 1 HAIGHT ST SAN FRANCISCO, CA 94102	None	501(c)(3)	To support environmental efforts	65,000
Habitat for Humanity International 270 PEACHTREE STREET NW 1300 ATLANTA, GA 30303	None	501(c)(3)	To support programs	250,000
Habitat for Humanity International 240 COMMERCIAL ST 4TH FL BOSTON, MA 02109	None	501(c)(3)	To support an interfaith program	100,000
Total . . . . ▶ **3a**				4,716,406

Form 990PF Part XV Line 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 *Paid during the year*				
Lake Champlain Land Trust ONE MAIN ST STE 205 BURLINGTON,VT 05401	None	501(c)(3)	TO SUPPORT A WATER QUALITY PROGRAM	50,000
New York Road Runners Club 156 WEST 56ST NEW YORK,NY 10019	None	501(c)(3)	To support lesson plans	20,000
Public Policy Forum 633 W WISCONSIN AVE SUITE 406 MILWAUKEE,WI 53203	None	501(c)(3)	To support an event	50,000
Schools That Can Milwaukee 1821 N DR MARTIN LUTHER KING DR A MILWAUKEE,WI 53212	None	501(c)(3)	To provide general operating support	50,000
BOYS GIRLS CLUBS OF AMERICA 1275 PEACHTREE STREET ATLANTA,GA 30309	None	501(c)(3)	To support an initiative	666,667
ATTENTION INC 1443 SPRUCE ST BOULDER,CO 80302	None	501(c)(3)	To support a youth program	10,000
BIOMIMICRY 38 INSTITUTE PO BOX 9216 MISSOULA,MT 59807	None	501(c)(3)	To support an education project	50,000
BUILD CHANGE 1416 LARIMER STREET 301 DENVER,CO 80202	None	501(c)(3)	To support disaster relief efforts	40,000
CHILDREN'S HOSPITAL CORPORATION 401 PARK DRIVE SUITE 602 BOSTON,MA 02215	None	501(c)(3)	To support a health project	50,000
COMMITTEE ON TEMPORARY SHELTER PO BOX 1616 BURLINGTON,VT 05402	None	501(c)(3)	To provide general and program support	50,000
EL PASO SUMMER MUSIC FESTIVAL 701 WALTHAM COURT EL PASO,TX 79922	None	501(c)(3)	To support a music project	15,000
GUTTMACHER INSTITUTE 125 MAIDEN LANE 7TH FLOOR NEW YORK,NY 10038	None	501(c)(3)	To support a research project	25,000
HANDS TO HONDURAS 190 RED RAIL LANE CHARLOTTE,VT 05445	None	501(c)(3)	To build a NICU in Tela, Honduras	10,000
JUSTICE INITIATIVES INSTITUTE 205 W HIGHLAND AVENUE 201 MILWAUKEE,WI 53203	None	501(c)(3)	To support a criminal justice project	75,000
LAURA MANN CENTER FOR INTEGRATIVE H 185 TILEY DRIVE SOUTH SOUTH BURLINGTON,VT 05403	None	501(c)(3)	To support a health project	20,000
Total . . . . ▶ **3a**				4,716,406

Form 990PF Part XV Line 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 *Paid during the year*				
LISC MILWAUKEE 660 E MASON STREET 5TH FLOOR MILWAUKEE, WI 53202	None	501(c)(3)	To support economic development efforts	25,000
PUBLIC CONVERSATIONS PROJECT 46 KONDAZIAN STREET WATERTOWN, MA 02472	None	501(c)(3)	To support a program	10,000
RENEWABLE AND SUSTAINABLE ENERGY IN 027 UCB FLEMING SUITE 208 BOULDER, CO 80309	None	501(c)(3)	To support research	50,000
ROCKETSHIP EDUCATION 835 NATIONAL AVENUE MILWAUKEE, WI 53204	None	501(c)(3)	To support a program	25,000
THOMAS JEFFERSON UNIVERSITY 925 CHESTNUT STREET SUITE 110 PHILADELPHIA, PA 19107	None	501(c)(3)	To support a professorship endowment	50,000
UNITED COMMUNITY CENTER 1028 SOUTH 9TH STREET MILWAUKEE, WI 53204	None	501(c)(3)	To support an education project	100,000
UNITED WAY OF CENTRAL OKLAHOMA 1444 NW 28TH STREET OKLAHOMA CITY, OK 73106	None	501(c)(3)	To support disaster relief efforts	30,000
US FOUNDATION FOR THE INSPIRATION R 200 BEDFORD STREET MANCHESTER, NH 03101	None	501(c)(3)	To support the Annual Fund	25,000
UWM FOUNDATION WUWM-111 E WISCONSIN AVE SUITE 700 MILWAUKEE, WI 53202	None	501(c)(3)	To support media outreach for non-profits	20,000
CONSERVATION LAW FOUNDATION 62 SUMMER STREET BOSTON, MA 02110	None	501(c)(3)	To support membership growth	5,000
PUBLIC POLICY FORUM 633 W Wisconsin Avenue Ste 406 MILWAUKEE, WI 53203	None	501(c)(3)	To support research	25,000
Public Policy Forum 633 W Wisconsin Avenue Ste 406 MILWAUKEE, WI 53203	None	501(c)(3)	To support a research project	10,000
Total . . . . ▶ **3a**				4,716,406

TY 2013 Accounting Fees Schedule

Name: THE ARGOSY FOUNDATION
CO LAWRENCE I SILVERSTEIN ESQ
EIN: 04-6752868
Software ID: 13000170
Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	51,394	10,133	0	41,261

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: THE ARGOSY FOUNDATION
CO LAWRENCE I SILVERSTEIN ESQ
EIN: 04-6752868
Software ID: 13000170
Software Version: 2013v3.1

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
computer jaimacbo	2010-04-26	2,280	2,027	91	3 0000	253			
computer drntzni	2010-11-17	1,462	1,015	91	3 0000	447			
servers	2012-05-01	2,206	294	91	5 0000	441			
computer	2012-08-01	1,343	186	91	3 0000	448			
computer	2012-08-01	1,342	186	91	3 0000	447			
computer	2012-08-01	1,342	186	91	3 0000	447			
lenovo laptop	2013-06-06	1,199		91	3 0000	233			
computer equip	2008-04-23	1,540	1,437	91	5 0000	103			
leasehold improvement	2005-04-21	16,013	8,188	91	15 0000	267			
logo design	2004-10-27	15,000	8,166	91	7 0000	2,143			
logo design	2005-10-30	10,000	4,781	91	15 0000	667			
intern desks	2013-07-25	3,110		91	7 0000	185			
intern storage cabinets	2013-10-10	1,059		91	7 0000	38			
conference room table	2013-10-10	7,266		91	7 0000	260			
conference room credenz	2013-10-10	6,665		91	7 0000	238			
2006 furniture and fixtur	2006-01-01	33,645	31,244	91	7 0000	2,401			
web design	2005-03-16	15,000	7,750	91	15 0000	1,000			
web design	2005-06-01	5,849	2,958	91	15 0000	390			
web design	2005-12-30	3,525	1,645	91	15 0000	235			
web design	2006-01-01	4,500	1,950	91	15 0000	300			
web design	2006-04-30	858	371	91	15 0000	57			
web design	2006-05-31	35,362	15,329	91	15 0000	2,357			
web design	2006-07-31	1,875	813	91	15 0000	125			
web design	2006-08-21	8,570	3,716	91	15 0000	571			
web design	2013-10-30	3,206		91	15 0000	36			

TY 2013 General Explanation Attachment

Name: THE ARGOSY FOUNDATION
CO LAWRENCE I SILVERSTEIN ESQ
EIN: 04-6752868
Software ID: 13000170
Software Version: 2013v3.1

Identifier	Return Reference	Explanation
	General Explanation Supplemental Information for Form 990-PF	FORM 990-PF, PART VII-B, LINE 5cEXPENDITURE RESPONSIBILITYNAME & ADDRESS OF GRANTEE BEYOND BENIGN-A WARNER BABCOCK FOUNDATION 100 RESEARCH DRIVE WILMINGTON, MA 01887 DATE OF GRANT JULY 25, 2013AMOUNT OF GRANT $60,000PURPOSE OF GRANT TO SUPPORT GREEN CHEMISTRY EDUCATIONAMOUNT EXPENDED BY THE GRANTEE $60,000FUNDS DIVERTED FROM PURPOSE OF GRANT NONEDATES OF REPORT RECEIVED FROM GRANTEE 1/31/2014VERIFICATION OF GRANTEE'S REPORTS NOT APPLICABLE - GRANTOR HAS NO REASON TO DOUBT THE ACCURACY AND RELIABILITY OF THE REPORTS RECEIVED FROM THE GRANTEE

TY 2013 Investments Corporate Stock Schedule

Name: THE ARGOSY FOUNDATION
CO LAWRENCE I SILVERSTEIN ESQ
EIN: 04-6752868
Software ID: 13000170
Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BOSTON SCIENTIFIC CORP	12,646,459	12,646,459

TY 2013 Land, Etc. Schedule

Name: THE ARGOSY FOUNDATION
CO LAWRENCE I SILVERSTEIN ESQ
EIN: 04-6752868
Software ID: 13000170
Software Version: 2013v3.1

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	177,786	160,407	17,379	17,379
Machinery and Equipment	242,825	238,263	4,562	4,562
Miscellaneous	88,746	45,051	43,695	43,695

TY 2013 Legal Fees Schedule

Name: THE ARGOSY FOUNDATION
CO LAWRENCE I SILVERSTEIN ESQ
EIN: 04-6752868
Software ID: 13000170
Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	225	0	0	225

efile GRAPHIC print - DO NOT PROCESS | **As Filed Data -** | **DLN: 93491209005104**

TY 2013 Mortgages and Notes Payable Schedule

Name: THE ARGOSY FOUNDATION
CO LAWRENCE I SILVERSTEIN ESQ
EIN: 04-6752868
Software ID: 13000170
Software Version: 2013v3.1
Total Mortgage Amount:

Item No.	1
Lender's Name	HARMONY PARTNER GROUP LLC
Lender's Title	
Relationship to Insider	NONE
Original Amount of Loan	25999005
Balance Due	
Date of Note	2009-12
Maturity Date	2010-12
Repayment Terms	DUE IN FULL UPON MATURITY
Interest Rate	
Security Provided by Borrower	NONE
Purpose of Loan	
Description of Lender Consideration	CASH
Consideration FMV	

Item No.	2
Lender's Name	HARMONY PARTNER GROUP LLC
Lender's Title	
Relationship to Insider	NONE
Original Amount of Loan	25984585
Balance Due	
Date of Note	2010-12
Maturity Date	2012-12
Repayment Terms	DUE IN FULL UPON MATURITY
Interest Rate	
Security Provided by Borrower	NONE
Purpose of Loan	
Description of Lender Consideration	CASH
Consideration FMV	

TY 2013 Other Assets Schedule

Name: THE ARGOSY FOUNDATION
CO LAWRENCE I SILVERSTEIN ESQ
EIN: 04-6752868
Software ID: 13000170
Software Version: 2013v3.1

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PRI - WI preservation fund		125,000	125,000

TY 2013 Other Expenses Schedule

Name: THE ARGOSY FOUNDATION
CO LAWRENCE I SILVERSTEIN ESQ
EIN: 04-6752868
Software ID: 13000170
Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Charges	73			73
BOOKS AND SUBSCRIPTIONS	750			750
COMPUTER SOFTWARE MAINTENANCE	1,502			1,502
COMPUTER TECHNICAL SUPPORT	10,669			10,669
CONTRACTOR SERVICES	5,723			5,723
EQUIPMENT MAINTENANCE AND REPAIRS	4,831			4,831
INTERNET AND CABLE	3,560			3,560
MA FILING FEE	70			70
MEMBERSHIP DUES	9,751			9,751
PARKING	6,960			6,960
PAYROLL PROCESSING FEES	1,254			1,254
POSTAGE AND DELIVERY	801			801
SUPPLIES	1,224			1,224
TELEPHONE	8,828			8,828

TY 2013 Other Professional Fees Schedule

Name: THE ARGOSY FOUNDATION
CO LAWRENCE I SILVERSTEIN ESQ
EIN: 04-6752868
Software ID: 13000170
Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANT MANAGEMENT	15,753	0	0	15,753

TY 2013 Taxes Schedule

Name: THE ARGOSY FOUNDATION
CO LAWRENCE I SILVERSTEIN ESQ
EIN: 04-6752868
Software ID: 13000170
Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	10,783			