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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	-12,159	2,206	2,206
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ 0			
		Less allowance for doubtful accounts ▶ _____		0	0
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,601,882	1,501,581	2,488,710
	c	Investments—corporate bonds (attach schedule).	246,590	246,588	265,835
	11	Investments—land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	14	Land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,836,313	1,750,375	2,756,751
	17	Accounts payable and accrued expenses		0	
	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			
	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	1,900,634	1,900,634	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-64,321	-150,259	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,836,313	1,750,375	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,836,313	1,750,375	

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	1,836,313
2	Enter amount from Part I, line 27a	2	-85,938
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,750,375
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	1,750,375

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	LUCENT TECHNOLOGIES INC			2011-06-13
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 16			16
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			16
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	804
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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))
2010	137,029	2,604,843	0 052605
2009	113,500	2,260,060	0 05022
2008	120,000	2,879,605	0 041672
2007	174,500	3,415,868	0 051085
2006	179,291	3,292,903	0 054448

2 Total of line 1, column (d).	2	0 250031
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 050006
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	2,803,920
5 Multiply line 4 by line 3.	5	140,213
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	625
7 Add lines 5 and 6.	7	140,838
8 Enter qualifying distributions from Part XII, line 4.	8	147,500

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 on page 18

Part VIExcise 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	625
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	625
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	625
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	972	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	0	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	972
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
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	347
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 347	Refunded	11	0

Part VII-AStatements 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?		Yes	No
		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)?			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?	2		No
	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	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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	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?	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 page 19 of the 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? 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)*

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of WELCH & FORBES LLC Telephone no (617) 523-1635			
Located at 45 SCHOOL STREET 5TH FLOOR 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		
16	At any time during calendar year 2011, 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	Yes	No
See the 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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			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)? Organizations relying on a current notice regarding disaster assistance check here.	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years 20 , 20 , 20 , 20		Yes	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 page 20 of the 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 2011 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 2011.).	3b		
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 2011?	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 page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	☒	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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
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	

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 page 22 of the 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
PETER P BROWN 45 SCHOOL ST 5TH FLOOR BOSTON, MA 021083204	TRUSTEE 2	0		
OLIVER A SPALDING 45 SCHOOL ST 5TH FLOOR BOSTON, MA 021083204	TRUSTEE 2	0		
THEODORE E OBER 45 SCHOOL STREET 5TH FLOOR BOSTON, MA 02108	TRUSTEE 2	0		
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the 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.		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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,844,797
b	Average of monthly cash balances.	1b	1,822
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,846,619
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	2,846,619
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	42,699
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,803,920
6	Minimum investment return. Enter 5% of line 5.	6	140,196

Part XI

Distributable Amount (see page 25 of the 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	140,196
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	625
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	625
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	139,571
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	139,571
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	139,571

Part XII

Qualifying Distributions (see page 25 of the 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	147,500
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	147,500
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 page 26 of the instructions).	5	625
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	146,875
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				139,571
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 2009 , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				16,007
b From 2007.				4,965
c From 2008.				0
d From 2009.				1,515
e From 2010.				8,729
f Total of lines 3a through e.	31,216			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 147,500				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				139,571
e Remaining amount distributed out of corpus	7,929			
5 Excess distributions carryover applied to 2011 (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	39,145			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	16,007			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	23,138			
10 Analysis of line 9				
a Excess from 2007. . . .				4,965
b Excess from 2008. . . .				0
c Excess from 2009. . . .				1,515
d Excess from 2010. . . .				8,729
e Excess from 2011. . . .				7,929

Part XIV

Private Operating Foundations (see page 27 of the 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 2011, 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

NONE

b

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

NONE

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

The name, address, and telephone number of the person to whom applications should be addressed

OLIVER A SPALDING
C/O WELCH FORBES 45 SCHOOL STREE
BOSTON, MA 02108
(617) 523-1635

b

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

APPLICATIONS MAY BE SUBMITTED IN ANY FORM WHICH REASONABLY INFORMS THE TRUSTEES AS TO THE EXEMPT STATUS OF THE APPLICANT, ITS GENERAL FINANCIAL SITUATION AND THE REASON THE GRANT IS REQUESTED

c

Any submission deadlines

NONE

d

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

AWARDS MUST BE MADE TO CHARITABLE ORGANIZATIONS ONLY. THEY MUST BE WITHIN THE COMMONWEALTH OF MASSACHUSETTS OR A STATE WHICH EXEMPTS BEQUESTS TO MASSACHUSETTS ORGANIZATIONS

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)				
a Paid during the year See Additional Data Table				
Total			3a	147,500
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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			14	1,030	
4 Dividends and interest from securities.			14	91,787	
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.			15	4,722	
8 Gain or (loss) from sales of assets other than inventory			18	804	
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).				98,343	
13 Total. Add line 12, columns (b), (d), and (e).					98,343

[illegible]

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?		Yes	No
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			

[illegible]

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				
	*****			2012-04-18	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature JOHN D CRAVEN		Date 2012-04-18	Check if self-employed ☒ PTIN
		Firm's name WELCH & FORBES LLC			Firm's EIN
45 SCHOOL STREET					
Firm's address BOSTON, MA 021083204			Phone no (617) 523-1635		

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Additional Data

Software ID:
Software Version:
EIN: 04-6039972
Name: CLARA B WINTHROP CHARITABLE TRUST

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 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)				
a Paid during the year				
TOWN OF MANCHESTER-BY-THE-SEA10 CENTRAL STREET MANCHESTERBYTHESEA,MA 01944	NONE	PUBLIC CHARITY	UPKEEP OF CLARA B WINTHROP FIELD	5,000
TRUSTEES OF RESERVATIONS572 ESSEX STREET BEVERLY,MA 01915	NONE	PUBLIC CHARITY	FINANCIAL SUPPORT	10,000
MASSACHUSETTS HISTORICAL SOCIETY1154 BOYLSTON STREET BOSTON,MA 02215	NONE	PUBLIC CHARITY	FINANCIAL SUPPORT	5,000
VNA CARE NETWORK5 FEDERAL STREET DANVERS,MA 01923	NONE	PUBLIC CHARITY	FINANCIAL SUPPORT	10,000
MUSEUM OF SCIENCEONE SCIENCE PARK BOSTON,MA 02114	NONE	PUBLIC CHARITY	FINANCIAL SUPPORT	10,000
NEW ENGLAND AQUARIUMCENTRAL WHARF BOSTON,MA 02110	NONE	PUBLIC CHARITY	FINANCIAL SUPPORT	10,000
LIBRARY OF THE BOSTON ATHENAEUM INC10 1/2 BEACON STREET BOSTON,MA 02108	NONE	PUBLIC CHARITY	FINANCIAL SUPPORT	5,000
NEW ENGLAND CONSERVATORY OF MUSIC290 HUNTINGTON AVE BOSTON,MA 02115	NONE	PUBLIC CHARITY	FINANCIAL SUPPORT	5,000
PEABODY & ESSEX MUSEUMEAST INDIA SQUARE SALEM,MA 01970	NONE	PUBLIC CHARITY	FINANCIAL SUPPORT	10,000
WINSOR SCHOOLPILGRIM ROAD BOSTON,MA 02215	NONE	PUBLIC CHARITY	FINANCIAL SUPPORT	5,000
WGBH EDUCATIONAL FDNONE GUEST STREET ALLSTON,MA 02135	NONE	PUBLIC CHARITY	FINANCIAL SUPPORT	5,000
ST JOHN'S EPISCOPAL CHURCH - BEVERLY FARMS705 HALE STREET BEVERLY,MA 01915	NONE	PUBLIC CHARITY	FINANCIAL SUPPORT	5,000
MANCHESTER PUBLIC LIBRARY15 UNION STREET MANCHESTERBYTHESEA,MA 01944	NONE	PUBLIC CHARITY	PURCHASE BOOKS AND EDUCATIONAL MATERIALS	10,000
BOWDOIN COLLEGE4100 COLLEGE STATION BRUNSWICK,ME 04011	NONE	PUBLIC CHARITY	JAMES BOWDOIN SCHOLARSHIP FUND	10,000
WENHAM MUSEUM132 MAIN STREET WENHAM,MA 01984	NONE	PUBLIC CHARITY	FINANCIAL SUPPORT	5,000
MANCHESTER HISTORICAL SOCIETY10 UNION STREET MANCHESTERBYTHESEA,MA 01944	NONE	PUBLIC CHARITY	FINANCIAL SUPPORT	5,000
FRIENDS OF MANCHESTER TREES INCPO BOX 103 MANCHESTERBYTHESEA,MA 01944	NONE	PUBLIC CHARITY	ANNUAL TREE PLANTING ENDOWMENT	5,000
HOME FOR LITTLE WANDERERS271 HUNTINGTON AVE BOSTON,MA 02115	NONE	PUBLIC CHARITY	FINANCIAL SUPPORT	5,000
MANCHESTER COMMUNITY CTRBOX 212 - HARBORS POINT MANCHESTERBYTHESEA,MA 01944	NONE	PUBLIC CHARITY	FINANCIAL SUPPORT	5,000
NORTHEAST HEALTH FOUNDATION BEVERLY HOSPITAL85 HERRICK STREET BEVERLY,MA 01915	NONE	PUBLIC CHARITY	BEVERLY HOSPITAL	5,000
CHILDREN'S HOSPITAL TRUST1 AUTUMN STREET 731 BOSTON,MA 02215	NONE	PUBLIC CHARITY	FINANCIAL SUPPORT	5,000
BOYS & GIRLS CLUBS OF BOSTON50 CONGRESS STREET BOSTON,MA 02109	NONE	PUBLIC CHARITY	FINANCIAL SUPPORT	2,500
ST PETER'S EPISCOPAL CHURCH4 OCEAN STREET BEVERLY,MA 01915	NONE	PUBLIC CHARITY	FINANCIAL SUPPORT	2,500
HISTORIC NEW ENGLAND141 CAMBRIDGE STREET BOSTON,MA 02114	NONE	PUBLIC CHARITY	FINANCIAL SUPPORT	2,500
Total  3a				147,500

TY 2011 Accounting Fees Schedule**Name:** CLARA B WINTHROP CHARITABLE TRUST**EIN:** 04-6039972

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	1,720	1,720		

**TY 2011 Investments Corporate
Bonds Schedule****Name:** CLARA B WINTHROP CHARITABLE TRUST**EIN:** 04-6039972

Name of Bond	End of Year Book Value	End of Year Fair Market Value
50000 WYETH NOTE 5.5%	49,729	52,855
50000 BARRICK GOLD 6.125%	47,337	54,034
50000 UNITED HEALTH CARE	49,962	52,066
25000 HOME DEPOT INC	24,525	27,148
50000 STATE STREET CORP	50,140	53,513
25000 VERTEX PHARMACEUTICALS	24,895	26,219

TY 2011 Investments Corporate

Stock Schedule

Name: CLARA B WINTHROP CHARITABLE TRUST

EIN: 04-6039972

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1400 SHS AFLAC	49,865	60,564
2600 SHS ALLIANT ENERGY	32,098	114,686
1800 SHS CHEVRON CORP	37,005	191,520
3000 SHS COGNEX	57,210	107,370
2000 SHS CONOCO PHILLIPS	17,725	145,740
2500 SHS GE	16,180	44,775
2000 SHS HOME DEPOT	39,400	84,080
3000 SHS HUGOTON ROYALTY	49,491	56,520
1700 SHS HOSPITALITY PROP. TR.	22,698	39,066
1000 SHS JOHNSON&JOHNSON	52,529	65,580
3000 SHS LINEAR TECHNOLOGY	79,323	90,090
3000 SHS MICROSOFT	84,900	77,880
4000 SHS NEWELL RUBBERMAID	26,873	48,450
2000 SHS PAYCHEX	47,680	60,220
2000 SHS PFIZER	38,680	43,280
2000 SHS PROCTOR & GAMBLE	10,055	133,420
1400 SHS 3M	26,141	114,422
2000 SHS UPS	121,575	146,380
1500 SHS UNITED TECHNOLOGIES	51,980	109,635
2440 SHS VERIZON COMMUNICATION	58,733	97,893
1000 SHS EXPEDITORS INT.	44,771	40,960
1000 BARRICK GOLD CORP	28,403	45,250
4000 ROYAL BANK SCOTLAND	84,200	59,000
FEDERATED MONEY MARKET FUND	7,070	7,071
600 SHS NOVARTIS AG	30,270	34,302
1200 SHS MCDONALDS CORP	73,311	120,396
1500 SHS MERCK & CO INC	35,708	56,550
600 SHS VANGUARD INTERMEDIATE	45,642	52,182
1000 SHS AT & T INC	25,770	30,240
1000 SHS EXELON CORP	44,208	43,370
50 SHS STANLEY BLACK & DECKER	5,000	5,862
3000 SHS INTEL CORP	63,210	72,750
1200 SHS RAYTHEON CO	55,732	58,056
500 SHS SPDR S&P CHINA ETF	38,145	31,150

TY 2011 Other Expenses Schedule

Name: CLARA B WINTHROP CHARITABLE TRUST

EIN: 04-6039972

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RENT AND ROYALTY EXPENSES	540	540		0
MA FORM PC FILING FEE	35	35		0

TY 2011 Other Income Schedule

Name: CLARA B WINTHROP CHARITABLE TRUST

EIN: 04-6039972

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
HUGOTON ROYALTY TRUST	4,722	4,722	

TY 2011 Other Professional Fees Schedule**Name:** CLARA B WINTHROP CHARITABLE TRUST**EIN:** 04-6039972

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES AND EXPENSES	150	150		
INVESTMENT MANAGEMENT FEES	28,931	28,931		
AGENT FEES ON NOVARTIS AG	2	2		

TY 2011 Taxes Schedule**Name:** CLARA B WINTHROP CHARITABLE TRUST**EIN:** 04-6039972

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	289	289		0
FEDERAL ESTIMATES - INCOME	923	0		0
FOREIGN TAXES ON QUALIFIED FOR	65	65		0
FOREIGN TAXES ON NONQUALIFIED	5	5		0