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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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

Name of foundation
THE LUCRETIA PHILANTHROPIC FOUNDATION INC

A Employer identification number
20-3964837

Number and street (or P O box number if mail is not delivered to street address)
1 BRIDGE STREET NO 200

Room/suite

B Telephone number (see page 10 of the instructions)
(617) 928-3408

City or town, state, and ZIP code
NEWTON, MA 02458

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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)*▶$ 16,697,732

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

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

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 page 11 of the 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	884	884		
	4	Dividends and interest from securities.	314,344	314,344		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	96,883			
	b	Gross sales price for all assets on line 6a 727,485				
	7	Capital gain net income (from Part IV, line 2) . . .		96,883		
	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	412,111	412,111		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,975	1,200		1,775
	c	Other professional fees (attach schedule)	29,187	29,187		0
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	15,963	9,648		0
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,154	0		1,000
	24	**Total operating and administrative expenses.** Add lines 13 through 23	49,279	40,035		2,775
	25	Contributions, gifts, grants paid	899,500			899,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	948,779	40,035		902,275
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-536,668			
	b	**Net investment income** (if negative, enter -0-)		372,076		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

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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 **(a)** Book Value	End of year **(b)** Book Value	 **(c)** Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,485,370	1,218,350	1,218,350
	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 page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)	425,000		
	11	Investments—land, buildings, and equipment basis ▶ ____ Less accumulated depreciation (attach schedule) ▶ ____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	14,230,555	14,377,321	15,470,796
	14	Land, buildings, and equipment basis ▶ ____ Less accumulated depreciation (attach schedule) ▶ ____			
	15	Other assets (describe ▶ ____)	0	8,586	8,586
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	16,140,925	15,604,257	16,697,732
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	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	16,140,925	15,604,257	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	16,140,925	15,604,257	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	16,140,925	15,604,257	

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	16,140,925
2	Enter amount from Part I, line 27a	2	-536,668
3	Other increases not included in line 2 (itemize) ▶ ____	3	0
4	Add lines 1, 2, and 3	4	15,604,257
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	15,604,257

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	SALES OF PUBLICLY-TRADED SECURITIES	P		
b	CAPITAL GAINS DIVIDENDS	P		
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	697,208		630,602	66,606
b	30,277			30,277
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				66,606
b				30,277
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** 96,883

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	740,790	17,126,144	0 043255
2009	709,970	12,896,253	0 055052
2008	435,155	8,936,296	0 048695
2007	347,273	6,275,245	0 055340
2006	149,821	2,667,556	0 056164

2	**Total** of line 1, column (d).	**2**	0 258506
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 051701
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	**4**	17,965,590
5	Multiply line 4 by line 3.	**5**	928,839
6	Enter 1% of net investment income (1% of Part I, line 27b).	**6**	3,721
7	Add lines 5 and 6.	**7**	932,560
8	Enter qualifying distributions from Part XII, line 4.	**8**	902,275

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 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**	7,442
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**	7,442
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**	7,442
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	**6a**	4,400		
b	Exempt foreign organizations—tax withheld at source	**6b**			
c	Tax paid with application for extension of time to file (Form 8868)	**6c**			
d	Backup withholding erroneously withheld	**6d**			
7	Total credits and payments Add lines 6a through 6d			**7**	4,400
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			**8**	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			**9**	3,042
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			**10**	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	**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 ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	**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) ▶ DE			
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 ▶N/A

14 The books are in care of ▶THE FOUNDATION Telephone no ▶(617) 928-3408

Located at ▶1 BRIDGE STREET NO 200 NEWTON MA ZIP+4 ▶02458

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 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		**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

			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**		
	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 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?. . . . . ☐ **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 page 20 of the instructions)	**2b**		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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)? **5b**

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

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

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
See Additional Data Table				

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. . . . . ▶ 0

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**	16,516,517
b	Average of monthly cash balances.			**1b**	1,714,075
c	Fair market value of all other assets (see page 24 of the instructions).			**1c**	8,586
d	**Total** (add lines 1a, b, and c).			**1d**	18,239,178
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**	18,239,178
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).			**4**	273,588
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			**5**	17,965,590
6	**Minimum investment return.** Enter 5% of line 5.			**6**	898,280

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**	898,280
2a	Tax on investment income for 2011 from Part VI, line 5.	**2a**	7,442		
b	Income tax for 2011 (This does not include the tax from Part VI). . .	**2b**			
c	Add lines 2a and 2b.			**2c**	7,442
3	Distributable amount before adjustments Subtract line 2c from line 1.			**3**	890,838
4	Recoveries of amounts treated as qualifying distributions.			**4**	0
5	Add lines 3 and 4.			**5**	890,838
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**	890,838

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**	902,275
b	Program-related investments—total from Part IX-B.	**1b**	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	**2**	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	**3a**	
b	Cash distribution test (attach the required schedule).	**3b**	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	**4**	902,275
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**	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	**6**	902,275

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					890,838
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only.				0	
b Total for prior years 20___, 20___, 20___			0		
3 Excess distributions carryover, if any, to 2011					
a From 2006.					
b From 2007.					
c From 2008.					
d From 2009.	15,289				
e From 2010.					
f **Total** of lines 3a through e.		15,289			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 902,275					
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.					890,838
e Remaining amount distributed out of corpus		11,437			
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		26,726			
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)		0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		26,726			
10 Analysis of line 9					
a Excess from 2007. . . .					
b Excess from 2008. . . .					
c Excess from 2009. . . .	15,289				
d Excess from 2010. . . .					
e Excess from 2011. . . .	11,437				

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
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 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))

SARAH LUTZ

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 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

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

c Any submission deadlines

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

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**				899,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		**(e)** Related or exempt function income (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	884	
4 Dividends and interest from securities. . . .			14	314,344	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	96,883	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue **a**					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		412,111	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 412,111

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the 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

Signature of officer or trustee	Date	Title
******	2012-05-02	******

Paid Preparer's Use Only

Preparer's Signature KENNETH FREED CPA	Date 2012-05-02	Check if self-employed ☑	PTIN P00161267
Firm's name KENNETH FREED & CO CPA'S		Firm's EIN 04-3331893	
Firm's address 396 COMMONWEALTH AVENUE BOSTON, MA 02215		Phone no (617) 424-1100	

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

Additional Data

Software ID:
Software Version:
EIN: 20-3964837
Name: THE LUCRETIA PHILANTHROPIC FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

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
SARAH LUTZ 211 WEST 11TH STREET NEW YORK, NY 10014	PRESIDENT 1 00	0	0	0
SARAH LUTZ 211 WEST 11TH STREET NEW YORK, NY 10014	SECRETARY 1 00	0	0	0
PAM SOLO 1 BRIDGE STREET SUITE 200 NEWTON, MA 02458	ASSISTANT SECRETARY 1 00	0	0	0
SARAH LUTZ 211 WEST 11TH STREET NEW YORK, NY 10014	TREASURER 1 00	0	0	0
PAM SOLO 1 BRIDGE STREET SUITE 200 NEWTON, MA 02458	ASSISTANT TREASURER 1 00	0	0	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*				
ADELANTE FOUNDATIONPO BOX 4473 ENGLEWOOD,CO 80113	N/A	PUBLIC CHARITY (509(	GENERAL SUPPORT	1,000
AMERICAN SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS (DBA ASPCA)424 EAST 92ND STREET NEW YORK,NY 101286804	N/A	PUBLIC CHARITY (509(	GENERAL SUPPORT	1,000
CENTER FOR COMMUNITY SOLUTIONS1501 EUCLID AVENUE STE 310 CLEVELAND,OH 44115	N/A	PUBLIC CHARITY (509(	GENERAL SUPPORT	50,000
COMMON GROUND COMMUNITY14 EAST 28TH STREET NEW YORK,NY 10016	N/A	PUBLIC CHARITY (509(	GENERAL SUPPORT	120,000
DOCTORS WITHOUT BORDERS ATTN MS SARAH MCGOWEN 333 7TH AVE 2ND FLR NEW YORK,NY 10001	N/A	PUBLIC CHARITY (509(	GENERAL SUPPORT	150,000
ENVIRONMENTAL WORKING GROUP 1436 U STREET NW WASHINGTON,DC 20009	N/A	PUBLIC CHARITY (509(	GENERAL SUPPORT	50,000
EPIPHANY MAGAZINE INC71 BEDFORD STREET NEW YORK,NY 10014	N/A	PUBLIC CHARITY (509(	GENERAL SUPPORT	1,000
FINE ARTS WORK CENTER IN PROVINCETOWN INC24 PEARL STREET PROVINCETOWN,MA 02657	N/A	PUBLIC CHARITY (509(	GENERAL SUPPORT	1,000
FOUNDATION FOR NATIONAL PROGRESS (DBA MOTHER JONES MAGAZINE)222 SUTTER STREET SUITE 600 SAN FRANCISCO,CA 94108	N/A	PUBLIC CHARITY (509(	GENERAL SUPPORT	2,000
GO PROJECT86 FOURTH AVENUE NEW YORK,NY 10003	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
HAWTHORNE VALLEY ASSOCIATION INC330 ROUTE 21C GHENT,NY 12075	N/A	PUBLIC CHARITY (A SC	GENERAL SUPPORT	500
INNER-CITY SCHOLARSHIP FUND 1011 FIRST AVENUE STE 1400 NEW YORK,NY 10022	N/A	PUBLIC CHARITY (509(	GENERAL SUPPORT	10,000
MARYKNOLL SISTERS OF ST DOMINICATTN SR TERESA HOUGNON PO BOX 310 MARYKNOLL,NY 10545	N/A	CHURCH	GENERAL SUPPORT	50,000
MASSACHUSETTS COLLEGE OF ART 621 HUNTINGTON AVENUE BOSTON,MA 02115	N/A	PUBLIC CHARITY (A SC	GENERAL SUPPORT	50,000
PAYOMET PERFORMING ARTS CHARITABLE TRUSTPO BOX 1202 TRURO,MA 02666	N/A	PUBLIC CHARITY (509(	GENERAL SUPPORT	2,000
PROVINCETOWN AIDS SUPPORT GROUP INC (AKA AIDS SUPPORT GROUP OF CAPE COD)96-98 BRADFORD ST PO BOX 1522 PROVINCETOWN,MA 02657	N/A	PUBLIC CHARITY (509(	GENERAL SUPPORT	3,000
THE FOOD BANK FOR NEW YORK CITY FOOD FOR SURVIVAL355 FOOD CENTER DRIVE BRONX,NY 10474	N/A	PUBLIC CHARITY (509(	GENERAL SUPPORT	50,000
THE INNONCENCE PROJECT INC40 WORTH STREET SUITE 7010 NEW YORK,NY 10013	N/A	PUBLIC CHARITY (509(	GENERAL SUPPORT	1,000
THE NEW YORK WOMEN'S FOUNDATION434 WEST 33RD STREET 8TH FLOOR NEW YORK,NY 10001	N/A	PUBLIC CHARITY (509(	GENERAL SUPPORT	50,000
THE PARTNERSHIP FOR INNER-CITY EDUCATION1011 FIRST AVENUE 18TH FLOOR NEW YORK,NY 10022	N/A	PUBLIC CHARITY (509(	GENERAL SUPPORT	195,000
THE SISTERS OF LORETTO4545 S UNIVERSITY BLVD ENGLEWOOD,CO 80113	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
THE STUDIO IN A SCHOOL ASSOCIATION INC410 WEST 59TH STREET NEW YORK,NY 10019	N/A	PUBLIC CHARITY (509(	GENERAL SUPPORT	30,000
TRURO CENTER FOR THE ARTS AT CASTLE HILLPO BOX 756 TRURO,MA 02666	N/A	PUBLIC CHARITY (A SC	GENERAL SUPPORT	26,500
VERMONT STUDIO SCHOOL INC (AKA VERMONT STUDIO CENTER) PO BOX 613 JOHNSON,VT 05656	N/A	PUBLIC CHARITY (A SC	GENERAL SUPPORT	30,000
WCAI (THE CAPE AND ISLANDS NPR STATION)3 WATER STREET PO BOX 82 WOODS HOLE,MA 02543	N/A	PUBLIC CHARITY	GENERAL SUPPORT	500
WELLFLEET HARBOR ACTORS THEATRE INCPO BOX 797 WELLFLEET,MA 02667	N/A	PUBLIC CHARITY (509(	GENERAL SUPPORT	2,000
WELLFLEET PRESERVATION HALL PO BOX 3024 WELLFLEET,MA 02667	N/A	PUBLIC CHARITY (509(	GENERAL SUPPORT	1,000
WKCR - COLUMBIA UNIVERSITY515 LERNER HALL MC2601 2920 BROADWAY NEW YORK,NY 10027	N/A	PUBLIC CHARITY (A SC	GENERAL SUPPORT	1,000
WOMRPO BOX 975 PROVINCETOWN,MA 02657	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000
Total . . . . ▶ 3a				899,500

TY 2011 Accounting Fees Schedule

Name: THE LUCRETIA PHILANTHROPIC FOUNDATION INC

EIN: 20-3964837

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KENNETH FREED & COMPANY	2,825	1,200		1,625
STANTON & COMPANY	150	0		150

TY 2011 Investments - Other Schedule

Name: THE LUCRETIA PHILANTHROPIC FOUNDATION INC

EIN: 20-3964837

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ISHARES RUSSELL 2000 INDEX - 3600 SHS	AT COST	275,938	265,500
JP MORGAN INT'L EQUITY INDEX FUND - 34158.682 SHS	AT COST	750,000	529,118
JP MORGAN INTREPID AMERICA FUND - 41261.074 SHS	AT COST	855,720	937,039
MATTHEWS PACIFIC TIGER FUND - 25890.107 SHS	AT COST	489,339	526,087
JP MORGAN SHORT DURATION BOND FUND - 64921.90 SHS	AT COST	697,368	710,895
DODGE & COX INT'L STOCK - 13059.265 SHS	AT COST	551,472	381,853
ISHARES RUSSEL MIDCAP INDEX FUND - 12100 SHS	AT COST	709,363	1,190,882
JP MORGAN ASIA EQUITY FUND - 6828.109 SHS	AT COST	225,000	196,991
JP MORGAN US LARGE CAP CORE PLUS FUND - 44314.351 SHS	AT COST	869,107	874,765
ISHARES MSCI EAFE INDEX FUND - 9000 SHS	AT COST	529,826	445,770
ISHARES MSCI ALL COUNTRY ASIA - 3500 SHS	AT COST	116,830	174,650
VANGUARD EMERGING MARKET - 10000 SHS	AT COST	236,321	382,100
BLACKSTONE PARTNERS OFFSHORE FUND LTD CLASS H2 NEW ISSUES - 861.400 SHS	AT COST	900,000	978,060
HMLP MULTI-STRAT PI LTD CLASS D - 382.782 SHS	AT COST	500,000	519,156
EATON VANCE MUT FDS - 21774.93 SHS	AT COST	133,698	191,837
JP MORGAN US REAL ESTATE FUND - 23002.79 SHS	AT COST	245,452	372,415
PROFESSIONALLY MANAGED PORTFOLIOS - 20234.423 SHS	AT COST	500,000	518,608
JPM STR INC OPP FD - 87997.77 SHS	AT COST	1,000,517	997,015
CULLEN HIGH DIVIDEND EQUITY FUND - 42301.184 SHS	AT COST	500,000	549,492
SPDR S&P 500 ETF TRUST - 18700.000 SHS	AT COST	1,873,294	2,346,850
JP MORGAN INT'L VALUE FUND - 41009.464 SHS	AT COST	520,000	459,716
HMLP MULTI-STRAT PI LTD CLASS E - 228.826 SHS	AT COST	250,000	247,066
OCH-ZIFF OXOFII PRIVATE INVESTORS TRANCHE G - 4010.232 SHS	AT COST	500,000	512,704
JPM HIGH YIELD FD - 38709.68 SHS	AT COST	300,000	294,968
VANGUARD FI SECS F INTR TRM- 48749.08 SHS	AT COST	450,000	487,003
EATON VANCE MUT FDS TR GLOBAL MACRO - 38722.605 SHS	AT COST	398,076	380,256

TY 2011 Other Assets Schedule

Name: THE LUCRETIA PHILANTHROPIC FOUNDATION INC

EIN: 20-3964837

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND ACCRUALS		8,586	8,586

TY 2011 Other Expenses Schedule

Name: THE LUCRETIA PHILANTHROPIC FOUNDATION INC

EIN: 20-3964837

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS EXPENSES	1,000	0		1,000
FILING FEES	154	0		0

TY 2011 Other Professional Fees Schedule

Name: THE LUCRETIA PHILANTHROPIC FOUNDATION INC

EIN: 20-3964837

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JP MORGAN - MANAGEMENT FEES	29,187	29,187		0

TY 2011 Taxes Schedule

Name: THE LUCRETIA PHILANTHROPIC FOUNDATION INC

EIN: 20-3964837

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	9,648	9,648		0
FEDERAL INCOME TAX	6,315	0		0