SCANNED NOV 3 0 2012

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 , 2011, and ending , 20

Name of foundation JOSEPHINE AND LOUISE CRANE FOUNDATION
C/O W K MACKEY

A Employer identification number 20-8970284

Number and street (or P O box number if mail is not delivered to street address) 220 MAIN STREET, SUITE 202
P.O. BOX 901

Room/suite

B Telephone number (see instructions) (508) 548-1155

City or town, state, and ZIP code
FALMOUTH, MA 02451

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 ▶ ☐

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 ▶ ☐

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

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)* ▶ $ 65,380,847.

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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				
	4	Dividends and interest from securities	1,607,919.	1,720,473.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	859,840.			
	b	Gross sales price for all assets on line 6a 1,011,500.				
	7	Capital gain net income (from Part IV, line 2)		1,011,500.		
	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)	192,588.	145,240.		ATCH 2
	12	**Total.** Add lines 1 through 11	2,660,347.	2,877,213.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 3	11,500.	5,750.		
	c	Other professional fees (attach schedule) *	259,348.	357,883.		
	17	Interest ATTACHMENT 5		20,437.		
	18	Taxes (attach schedule) (see instructions) **	51,441.	2,995.		500.
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 7	6,990.	46,968.		2.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	329,279.	434,033.		502.
	25	Contributions, gifts, grants paid	3,300,000.			3,300,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	3,629,279.	434,033.	0	3,300,502.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-968,932.			
	b	**Net investment income** (if negative, enter -0-)		2,443,180.		
	c	**Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see instructions. *ATCH 4 JSA ** ATCH 6

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			
	2	Savings and temporary cash investments	972,528.	1,247,828.	1,247,828.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (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			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	44,247,901.	42,371,442.	55,176,631.
	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) ATCH 9	6,846,331.	7,478,558.	8,956,388.
	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)	52,066,760.	51,097,828.	65,380,847.
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	52,066,760.	51,097,828.	
	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 instructions)	52,066,760.	51,097,828.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	52,066,760.	51,097,828.	

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	52,066,760.
2	Enter amount from Part I, line 27a	2	-968,932.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	51,097,828.
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	51,097,828.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
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				
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				
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	1,011,500.
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	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	3,000,000.	63,788,982.	0.047030
2009	3,000,000.	58,188,315.	0.051557
2008	3,743,039.	26,385,374.	0.141860
2007	3,704,774.	82,026,937.	0.045165
2006	3,407,935.	75,170,778.	0.045336

2 **Total** of line 1, column (d)	2	0.330948
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	0.066190
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	68,613,185.
5 Multiply line 4 by line 3	5	4,541,507.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	24,432.
7 Add lines 5 and 6	7	4,565,939.
8 Enter qualifying distributions from Part XII, line 4	8	3,300,502.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	48,864.
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	48,864.
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	48,864.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	60,680.		
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	60,680.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	11,816.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 11,816. **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		X
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		X
	*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		X
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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WILLIAM K. MACKEY, TRUSTEE Telephone no ▶ 508-548-1155

Located at ▶220 MAIN STREET, SUITE 202 FALMOUTH, MA ZIP + 4 ▶ 02541

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		X
	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 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		
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 ▶ ________, ________, ________, ________			
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		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________, ________, ________, ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		

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** | | X

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** | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ 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 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
ATTACHMENT 10		0	0	0

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
NONE				

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATTACHMENT 11		244,813.
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 N/A	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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	60,710,197.
b	Average of monthly cash balances	1b	1,654,298.
c	Fair market value of all other assets (see instructions)	1c	7,293,561.
d	**Total** (add lines 1a, b, and c)	1d	69,658,056.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) [1e]		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	69,658,056.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,044,871.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	68,613,185.
6	**Minimum investment return.** Enter 5% of line 5	6	3,430,659.

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	3,430,659.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	48,864.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	48,864.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,381,795.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,381,795.
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	3,381,795.

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	3,300,502.
b	Program-related investments - total from Part IX-B	1b	
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	3,300,502.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,300,502.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,381,795.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,028,993.	
b Total for prior years 20 09 ,20 08 ,20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 3,300,502.				
a Applied to 2010, but not more than line 2a			1,028,993.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				2,271,509.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				1,110,286.
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 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation 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 foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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 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*				
ATTACHMENT 12				
Total . . . . ▶ **3a**				3,300,000.
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)
	(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					
4 Dividends and interest from securities			14	1,607,919.	
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	859,840.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b MISCELLANEOUS			01	192,588.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,660,347.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,660,347.

(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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
	N/A		N/A

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

▶ Mark K Mackey 11/14/12 ▶ Treasurer

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name Donald F. Anderson	Preparer's signature	Date 11/13/12	Check ☐ if self-employed	PTIN P00237951
Firm's name ▶ KPMG LLP			Firm's EIN ▶ 13-5565207	
Firm's address ▶ 60 SOUTH STREET BOSTON, MA 02111			Phone no 617-988-1000	

Form 990-PF (2011)

JOSEPHINE AND LOUISE CRANE FOUNDATION 20-8970284

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		GAIN/LOSS ON SALES PER CLIENT DETAIL					VAR	VAR
859,840.							859,840.	
		SHORT TERM CAPITAL GAINS VIA K-1S					VAR	VAR
-7,629.							-7,629.	
		LONG TERM CAPITAL GAINS VIA K-1S					VAR	VAR
159,289.							159,289.	
TOTAL GAIN(LOSS)		....					1,011,500.	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CAPE COD 5 CUSTODY	21.	21.
CAPE COD 5 CHECKING	69.	69.
TD BANKNORTH	36,743.	36,743.
FIDELITY INVESTMENTS	95.	95.
DIVIDENDS	1,570,991.	1,570,991.
ACL ALTERNATIVE FUND SAC LIMITED		618.
AMPERSAND 2006 LP VIA K-1		9,243.
A.W. JONES COMPANY VIA K-1		13,121.
BNY PARTNERS FUND VIA K-1		4,949.
DAVIS INVESTMENT VENTURES		39,434.
EXCELSIOR ABSOLUTE RETURN LIQ TRUST		50.
EXCELSIOR ABSOLUTE RETURN LIQ TRUST 2		167.
MONDRIAN INT'L FIXED INCOME FUND VIA K-1		28,722.
MONITOR VENTURE PARTNERS I-A, LP VIA K-1		758.
POWERSHARES DB AGRICULTURE FUND		109.
WESTVIEW CAPITAL PARTNERS VIA K-1		40.
WESTVIEW CAPITAL PARTNERS II, LP		15,343.
TOTAL	1,607,919.	1,720,473.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REFUND OF FOREIGN TAXES	14,047.	14,047.
PROCEEDS OF CLASS ACTION - CVS	27.	27.
ALCENTRA - FINAL DISTRIBUTION PAYMENT	925.	925.
PROCEEDS OF CLASS ACTION - ENRON	5,978.	5,978.
PROCEEDS OF CLASS ACTION - GDC	159.	159.
PROCEEDS OF CLASS ACTION - CARDINAL HLTH	478.	478.
TIFF - RETURN OF CAPITAL	4,171.	
BNY PARTNERS FUND - DISTRIBUTION PYMT	96,822.	
WESTVIEW CAPITAL PARTNERS - DIST PYMT	69,981.	
ACL ALTERNATIVE FUND SAC LIMITED		-962.
A.W. JONES ORD INCOME VIA K-1		20,524.
BNY PARTNERS FUND ORD INCOME VIA K-1		979.
DAVIS INVESTMENT VENTURES		-3,894.
EXCELSIOR ABSOLUTE ORD INCOME VIA K-1		39.
EXCELSIOR ABSOLUTE 2 ORD INCOME VIA K-1		-72.
MONDRIAN INT'L ORD INCOME VIA K-1		115,981.
MONITOR VENTURE PTNS I VIA K-1		713.
POWERSHARES DB AGRICULTURE FUND VIA K-1		-9,682.
TOTALS	192,588.	145,240.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
KPMG LLP	11,500.	5,750.		
TOTALS	11,500.	5,750.		

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CAPE COD 5	3,806.	3,806.
TD BANKNORTH	57,092.	57,092.
BALLENTINE, FINN & CO.	187,721.	187,721.
TIFF INTERNATIONAL EQUITY	729.	729.
MACKEY & FOSTER PA	10,000.	
VIA AMPERSAND 2006 LP		21,225.
VIA A.W. JONES CO.		6,534.
VIA BNY PARTNERS FUND		15,797.
DAVIS INVESTMENT VENTURES		18,808.
VIA EXCELSIOR TRUST		102.
VIA EXCELSIOR TRUST 2		120.
VIA MONDRIAN INTERNATIONAL		836.
VIA MONITOR VENTURE PTNS I		25,672.
VIA MONITOR VENTURE PTNS I-A		7,118.
VIA POWERSHARES DB AGRICULTURE		1,368.
VIA WESTVIEW CAPITAL PARTNERS		4,255.
VIA WESTVIEW CAPITAL II		6,700.
TOTALS	259,348.	357,883.

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VIA AMPERSAND 2006 LP		36.
VIA A.W. JONES CO.		16,172.
DAVIS INVESTMENT VENTURES		4,209.
VIA EXCELSIOR TRUST		2.
WESTVIEW CAPITAL PARTNERS, LP		18.
TOTALS		20,437.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAXES PAID	941.	941.	
EXCISE TAXES	50,000.		
VIA A.W. JONES CO.		632.	
VIA BNY PARTNERS FUND		5.	
VIA EXCELSIOR TRUST		2.	
VIA MONDRIAN INTERNATIONAL		1,415.	
COMMONWEALTH OF MA FEE	500.		500.
TOTALS	51,441.	2,995.	500.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
VIA ACL ALTERNATIVE		28,923.	
VIA A.W. JONES CO.		10,221.	
VIA BNY PARTNERS FUND		702.	2.
VIA EXCELSIOR LIQ TRUST		52.	
VIA EXCELSIOR LIQ TRUST 2		80.	
MISCELLANEOUS EXPENSES	6,990.	6,990.	
TOTALS	6,990.	46,968.	2.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENT 8A		44,247,901.	42,371,442.	55,176,631.
	TOTALS	44,247,901.	42,371,442.	55,176,631.

JOSEPHINE AND LOUISE CRANE FOUNDATION, INC.

20-8970284

Cape Cod 5 Custody Account 7200333018:

		Cost	Market Value
2,000	Abbott Laboratories	105,596	112,460
4,650	AT&T Inc.	20,419	140,616
2,000	Autoliv Inc.	43,500	106,980
1,500	Boeing Co.	33,319	110,025
2,000	Coach Inc.	45,890	122,080
1,600	Comcast Corp. CL A	13,492	37,936
2,000	Comcast Corp. New CL A	30,620	47,120
5,000	Corning Inc.	57,691	64,900
1,000	Costco Wholesale Corp.	48,818	83,320
2,000	Deere & Co.	20,079	154,700
2,000	Du Pont E I De Nemours & Co.	63,848	91,560
2,000	Equifax, Inc.	12,925	77,480
11,000	Exxon Mobil Corp.	45,480	932,360
10,000	General Electric Co.	41,632	179,100
6,000	IBM Corp.	48,719	1,103,280
2,500	Intel Corp.	37,775	60,625
2,350	J.P. Morgan Chase & Co.	41,895	78,138
2,434	Medco Health Solutions Inc.	33,915	136,061
2,800	Merck & Co.	63,740	105,560
4,000	Microsoft Corp.	103,918	103,840
2,000	Pepsico Inc.	25,732	132,700
7,000	Pfizer Inc.	29,197	151,480
5,000	Sara Lee Corp.	66,630	94,600
1,500	Syngenta AG Sponsored ADR	71,450	88,410
2,500	Verizon Communications	43,957	100,300
60,230	Vanguard Sh Term Inv Gr Adm	626,394	640,849
10,933	Vanguard Intl Equity Ind Fd	420,814	417,750
28,411	Vanguard Total Intl Stk Ind	397,760	371,046

		Cost	Market Value
TD Wealth Management 63-0014-01-7:			
4,400	Abbott Labs	111,837	247,412
3,450	Anadarko Petroleum	200,410	263,339
6,600	Automatic Data Processing	218,166	356,466
3,500	Bemis Inc.	107,812	105,280
8,100	Chevron Corporation	646,634	861,840
5,300	Colgate Palmolive Co.	331,038	489,667
1,400	E I DuPont de Nemours Inc.	77,555	64,092
5,900	Eaton Vance Corp.	164,389	139,476
8,000	Emerson Electric Co.	225,749	372,720
200	Google Inc.	113,609	129,180
3,800	Home Depot Inc.	104,348	159,752
1,120	IBM Corp.	114,813	205,946
1,360	Intl Flavors & Fragrances Inc.	53,394	71,291
2,150	McDonalds Corp.	102,605	215,710
2,628	Medco Health Solutions Inc.	26,095	146,905
5,900	Merck & Co. Inc.	263,002	222,430
2,706	Norfolk Southern Corp.	82,533	197,159
2,660	Novartis A G Sponsored	152,293	152,072
5,050	Pepsico Inc.	208,815	335,068
35,000	Select Sector Spdr Tr - Tech	634,197	890,750
3,400	Syngenta Ag ADR	99,645	200,396
2,090	Techne Corp.	109,514	142,663
4,400	Transocean Inc.	251,461	168,916
56,507	Vanguard Totl Intl Stk Index	825,000	737,979
13,000	Vanguard Financial Vipers	317,214	359,059
13,500	Vanguard Intl Equity Index Fd - Emerging Mkt Vipers	546,681	515,835
3,300	Verizon Communications	105,009	132,396
4,000	Walgreen Co.	62,750	132,240
3,430	Walt Disney Co.	81,051	128,625
3,320	Zimmer Holdings Inc.	155,635	177,354

		Cost	Market Value
TD Wealth Management 63-0014-01-7:			
	(continued)		
Face Amount	Bonds & Notes		
11,606	Vanguard Sh Term Bd Index #132	121,921	123,135
150M	Pepsico Inc., 5.15%, 5/15/12	163,603	152,531
150M	Bank of America, 3.125%, 6/15/12	155,154	152,017
150M	GE Company, 5%, 2/1/13	152,891	156,315
500M	US Treas. Infl Ind, 2.00%, 1/15/14	510,945	649,308
Fidelity Brokerage Account 674-459429:			
2,800	3M	153,426	228,844
4,000	Abbott Laboratories	183,821	224,920
7,200	American Express Co.	310,995	339,624
10,708	Anadarko Pete Corp.	192,661	817,342
24,950	Analog Devices	428,050	892,711
7,600	Automatic Data Processing	256,908	410,476
11,350	Barclays Bank PLC	490,645	479,424
7,840	Chevron Corp.	625,616	834,176
15,100	Cisco Systems Inc.	297,376	273,008
1,500	Citigroup Inc.	471,972	39,465
2,000	Coca Cola Co.	117,923	139,940
5,300	Costco Wholesale Corp.	189,144	441,596
46,500	CSX Corp.	251,263	979,290
6,000	CVS Corp.	139,744	244,680
5,000	EBay Inc.	170,127	151,650
18,400	Exxon Mobil Corp.	546,018	1,559,584
76,800	General Electric	1,963,979	1,375,488
1,000	Goldman Sachs Group Inc.	89,169	90,430
325	Google Inc.	154,440	209,918

20-8970284

JOSEPHINE AND LOUISE CRANE FOUNDATION, INC.

Fidelity Brokerage Account 674-459429:
(continued)

		Cost	Market Value
4,500	Home Depot Inc.	145,789	189,180
7,600	IBM Corp.	402,544	1,397,488
57,000	Intel Corp.	1,264,548	1,382,250
16,106	Ishares Trust S&S Sm Cap 600	661,878	1,100,040
16,450	Ishares Tr MSCI All Country Asia Ex Japan Index Fd	903,706	820,855
16,400	Johnson & Johnson	612,791	1,075,512
10,000	Microsoft Corp.	257,400	259,600
19,800	Pall Corp.	445,500	1,131,570
5,500	Pepsico Inc.	219,436	364,925
10,000	Pfizer Inc.	325,867	216,400
5,000	Power Shares DB Agric Fd Com	151,348	144,400
14,450	Procter & Gamble Co.	519,456	963,959
7,600	Quest Diagnostics Inc.	241,267	441,256
17,500	Schlumberger Ltd.	596,647	1,195,425
36,000	Sector SPDR Tr Shs Ben Intl Fin	424,778	468,000
20,000	Sector SPDR Tr Shs Ben Intl Uti	617,376	719,600
2,500	United Parcel Service	151,961	182,975
11,036	Verizon Communications Inc.	343,401	442,764
7,100	Wal Mart Stores Inc.	400,494	424,296
10,000	Walt Disney Co.	272,997	375,000
50,450	Vanguard Tax Mng Intl Fd	1,558,156	1,545,284
85,150	Vanguard Emerging Mkts Vipers	3,111,824	3,253,582
3,200	Vanguard Index Fund	100,923	185,600
35,550	Vanguard Index Tr Ext Mkt Viper	1,542,314	1,842,912
51,335	DFA Intl Real Estate SEC Port	250,025	224,846
62,165	DFA Intl Small Company Port	771,150	860,369
26,618	DFA Intl Small Cap Value	360,050	361,475
9,948	Dimensional Adv US Small Cap	135,025	230,405
69,816	Dimensional Inv't Group Inc.	1,300,000	1,029,089
23,946	Harbor High Yield Bond	250,025	253,592

		Cost	Market Value
Fidelity Brokerage Account 674-459429:			
	(continued)		
19,120	ASG Global Alternatives Fund	200,025	197,705
24,979	Pimco All Asset Inst Class	300,025	288,260
61,957	Pimco Commodity Real Return	531,732	405,201
79,182	Templeton Global Bond Advisor	952,088	979,478
35,618	Vanguard Infl Procted Sec Adm	830,223	986,979
51,547	Vanguard Intermed Trm Invst Gr	464,479	514,958
71,136	Vanguard ST Inv Gr Admiral	704,632	756,896
U.S. Trust:			
2,365	Excelsior LaSalle Property Fund	247,241	130,933
147	Excelsior Liquidating Trusts	18,452	6,380
The Investment Fund for Foundations:			
185,284	Multi-Asset Fund	2,557,619	2,694,026

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
A.W. JONES COMPANY	705,000.	640,000.	1,219,564.
PINEHURST INSTITUTIONAL LTD	1,000,000.	1,000,000.	1,210,366.
BNY PARTNERS FUND, LLC	33,178.		229,590.
AMPERSAND 2006 LTD PARTNERSHIP	553,984.	603,984.	828,205.
BNY CAYMAN FUND III, LTD	600,000.	700,000.	705,546.
MONITOR VENTURE PARTNERS I, LP	930,000.	830,627.	413,942.
MONITOR VENTURE PTNS I-A, LP	246,000.	238,791.	251,179.
WESTVIEW CAPITAL PARTNERS, LP	112,541.		393,262.
WESTVIEW CAPITAL II, LP	131,387.	237,119.	261,885.
ABBEY CAPITAL LIMITED ALT. FD	1,000,000.	1,000,000.	977,278.
MONDRIAN INT'L FIXED INC. FUND	790,761.	730,761.	1,161,145.
DAVIS VALUE OPPORTUNITY FUND	347,816.	601,612.	801,991.
AVILA FUND	395,664.	395,664.	19,805.
HIGHBRIDGE QUANTITATIVE		500,000.	482,630.
TOTALS	6,846,331.	7,478,558.	8,956,388.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DAVIS CRANE GREENE 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	DIRECTOR, PRESIDENT 1.00	0	0	0
WINNIE CRANE MACKEY 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	DIRECTOR, VP 1.00	0	0	0
WILLIAM K. MACKEY 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	DIRECTOR/TREASURER/SECRETARY 1.00	0	0	0

WILLIAM K. MACKEY IS A TRUSTEE OF THE FOUNDATION AND ALSO A PRINCIPAL WITH MACKEY & FOSTER, PA. MACKEY & FOSTER, PA PROVIDED ADMINISTRATIVE SERVICES TO THE FOUNDATION DURING 2011 AND WAS PAID $10,000 FOR THESE SERVICES. THE FOUNDATION BELIEVES THE SERVICES PROVIDED WERE REASONABLE AND NECESSARY FOR THE CARRYING OUT OF THE FOUNDATION'S EXEMPT PURPOSE AND THE AMOUNT PAID WAS NOT EXCESSIVE. ACCORDINGLY THE FOUNDATION HAS CONCLUDED THAT THESE PAYMENTS ARE PERMISSIBLE UNDER INTERNAL REVENUE REGULATION 53.4941(D)(3).

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOSEPHINE B. GREENE 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02541	DIRECTOR, ASST VP 1.00	0	0	0
CAMERON K. MACKEY 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	ASST, TREASURER 1.00	0	0	0
WINNIE GREENE 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	DIRECTOR 1.00	0	0	0
AMY L. GREENE 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	DIRECTOR 1.00	0	0	0
WILLIAM T. MACKEY 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	DIRECTOR 1.00	0	0	0
	GRAND TOTALS	0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 11

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
BALLENTINE, FINN, & CO. 230 3RD AVENUE, 5TH FLOOR WALTHAM, MA 02451	INVESTMENT MGMT	187,721.
TD BANKNORTH 495 STATION AVENUE S. YARMOUTH, MA 02664	CUSTODIAN	57,092.
TOTAL COMPENSATION		244,813.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE 300 COMMITTEE LAND TRUST, INC 157 LOCUST STREET FALMOUTH, MA 02540	NONE EXEMPT ORGANIZATION	UNRESTRICTED	70,000
BERKSHIRE CHILDREN & FAMILIES, INC 480 WEST STREET PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	55,000
BERKSHIRE COUNTY CHAPTER OF THE AMERICAN RED CROSS 480 WEST STREET PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	60,000.
BERKSHIRE HISTORICAL SOCIETY 780 HOLMES RD PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	10,000.
BERKSHIRE MEDICAL CENTER, INC 725 NORTH STREET PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	90,000
BERKSHIRE MUSEUM 39 SOUTH STREET PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	75,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BERKSHIRE MUSIC SCHOOL, INC. 30 WENDELL AVENUE PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	20,000
BERKSHIRE UNITED WAY, INC 200 SOUTH STREET PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	290,000.
BOSTON UNIVERSITY 940 COMMONWEALTH AVENUE WEST BOSTON, MA 02215	NONE EXEMPT ORGANIZATION	UNRESTRICTED	200,000.
THE BOTTOM LINE, INC. 500 AMORY STREET, SUITE 3 JAMAICA PLAIN, MA 02130	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000
BOYS AND GIRLS CLUB OF DORCHESTER, INC. 1135 DORCHESTER AVENUE DORCHESTER, MA 02125	NONE EXEMPT ORGANIZATION	UNRESTRICTED	75,000
BOYS AND GIRLS CLUB OF PITTSFIELD, INC 16 MELVILLE STREET PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	240,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAPE COD COMMUNITY COLLEGE 2240 IYANNOUGH ROAD WEST BARNSTABLE, MA 02668	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000.
CAPE COD HEALTHCARE FOUNDATION, INC P O. BOX 370 HYANNIS, MA 02601	NONE EXEMPT ORGANIZATION	UNRESTRICTED	250,000.
CAPE COD SYMPHONY & CONSERVATORY OF MUSIC & ARTS 60 HIGHFIELD DRIVE FALMOUTH, MA 02540	NONE EXEMPT ORGANIZATION	UNRESTRICTED	20,000
CAPE COD THEATRE PROJECT, INC. P O BOX 410 HYANNIS, MA 02601	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000.
CAREER COLLABORATIVE, INC 77 SUMMER STREET, 11TH FLOOR BOSTON, MA 02110	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000
CHILDREN'S HOSPITAL TRUST CORPORATION 1 AUTUMN STREET, NO 731 BOSTON, MA 02215-5301	NONE EXEMPT ORGANIZATION	UNRESTRICTED	129,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE COALITION FOR BUZZARDS BAY, INC 620 BELLEVILLE AVENUE NEW BEDFORD, MA 02745-6035	NONE EXEMPT ORGANIZATION	UNRESTRICTED	35,000
CODMAN ACADEMY FOUNDATION 637 WASHINGTON STREET DORCHESTER, MA 02124	NONE EXEMPT ORGANIZATION	UNRESTRICTED	38,000
THE COLONIAL THEATRE ASSOCIATION, INC. 111 SOUTH STREET PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000.
COMMUNITY HEALTH CENTER OF CAPE COD, INC. 107 COMMERCIAL STREET MASHPEE, MA 02649	NONE EXEMPT ORGANIZATION	UNRESTRICTED	150,000
DORCHESTER YOUTH COLLABORATIVE, INC 1514A DORCHESTER AVE DORCHESTER, MA 02122	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000.
DUFFY HEALTH CENTER, INC 105 PARK ST HYANNIS, MA 02601	NONE EXEMPT ORGANIZATION	UNRESTRICTED	12,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EDVESTORS, INC 140 CLARENDON STREET, SUITE 305 BOSTON, MA 02116	NONE EXEMPT ORGANIZATION	UNRESTRICTED	35,000
FALMOUTH ARTISTS GUILD, INC. P O BOX 660 FALMOUTH, M 02541	NONE EXEMPT ORGANIZATION	UNRESTRICTED	2,500.
FALMOUTH EDUCATION FOUNDATION, INC P O BOX 1061 FALMOUTH, MA 02540	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000
FALMOUTH HOUSING CORPORATION 115 SCRANTON AVE FALMOUTH, MA 02540	NONE EXEMPT ORGANIZATION	UNRESTRICTED	50,000
FALMOUTH SERVICE CENTER, INC P.O BOX 208 FALMOUTH, MA 02541	NONE EXEMPT ORGANIZATION	UNRESTRICTED	75,000
FAMILIES FOR DEPRESSION AWARENESS, INC 395 TOTTEN POND ROAD, SUITE 404 WALTHAM, MA 02451	NONE EXEMPT ORGANIZATION	UNRESTRICTED	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FAMILY SERVICE ASSOCIATION OF GREATER BOSTON 31 HEATH STREET JAMAICA PLAIN, MA 02130	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000.
FOUNDATION FOR NEUROLOGICAL DISEASES, INC 10 STATE STREET NEWBURYPORT, MA 01950	NONE EXEMPT ORGANIZATION	UNRESTRICTED	70,000.
FRIENDS OF FAIRWINDS, INC P O BOX 2447 TEATICKET, MA 02536	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000.
GOSNOLD, INC 200 TER HEUN DRIVE FALMOUTH, MA 02540	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000
GREATER YELLOWSTONE COALITION, INC P O BOX 1874 BOZEMAN, MT 59771-1874	NONE EXEMPT ORGANIZATION	UNRESTRICTED	35,000
HANCOCK SHAKER VILLAGE, INC P.O BOX 927 PITTSFIELD, MA 01202	NONE EXEMPT ORGANIZATION	UNRESTRICTED	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HISTORIC HIGHFIELD, INC P O BOX 494 FALMOUTH, MA 02541	NONE EXEMPT ORGANIZATION	UNRESTRICTED	5,000.
THE HOME FOR LITTLE WANDERERS, INC 271 HUNTINGTON AVENUE BOSTON, MA 02115	NONE EXEMPT ORGANIZATION	UNRESTRICTED	8,000
HULL LIFESAVING MUSEUM, INC 1117 NANTASKET AVENUE HULL, MA 02045-1310	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000
ISABELLA STEWART GARDNER MUSEUM 280 THE FENWAY BOSTON, MA 02115	NONE EXEMPT ORGANIZATION	UNRESTRICTED	30,000
THE LENNY ZAKIM FUND, INC 33 ARCH ST , 26TH FL BOSTON, MA 02110	NONE EXEMPT ORGANIZATION	UNRESTRICTED	30,000
THE LOUIS D BROWN PEACE INSTITUTE CORP 1452 DORCHESTER AVENUE, 2ND FLOOR DORCHESTER, MA 02122	NONE EXEMPT ORGANIZATION	UNRESTRICTED	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MANNES COLLEGE THE NEW SCHOOL FOR MUSIC 150 WEST 85TH STREET NEW YORK, NY 10024	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000
MARINE BIOLOGICAL LABORATORY 7 MBL STREET WOODS HOLE, MA 02543-1015	NONE EXEMPT ORGANIZATION	UNRESTRICTED	100,000
MASSACHUSETTS AUDOBON SOCIETY, INC 208 SOUTH GREAT ROAD LINCOLN, MA 01773	NONE EXEMPT ORGANIZATION	UNRESTRICTED	40,000
MASSACHUSETTS COMMUNITIES ACTION NETWORK 1773 DORCHESTER AVENUE DORCHESTER, MA 02124	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000
MASSACHUSETTS MILITARY HEROES FUND, INC 727 ATLANTIC AVE., 3RD FL BOSTON, MA 02111	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000
THE MCLEAN HOSPITAL CORPORATION 115 MILL STREET BELMONT, MA 02478	NONE EXEMPT ORGANIZATION	UNRESTRICTED	40,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MILTON ACADEMY 170 CENTRE STREET MILTON, MA 02186	NONE EXEMPT ORGANIZATION	UNRESTRICTED	50,000.
OUTWARD BOUND, INC 100 MYSTERY POINT ROAD GARRISON, NY 10524	NONE EXEMPT ORGANIZATION	UNRESTRICTED	100,000.
PARENT/PROFESSIONAL ADVOCACY LEAGUE, INC 45 BROMFIELD STREET, 10TH FLOOR BOSTON, MA 02108	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000
SIERRA CLUB FOUNDATION 85 SECOND STREET, SECOND FLOOR SAN FRANCISCO, CA 94105	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000
ST MARY'S WOMEN & CHILDREN'S CENTER, INC. 90 CUSHING AVENUE DORCHESTER, MA 02125	NONE EXEMPT ORGANIZATION	UNRESTRICTED	80,000
TEEN EMPOWERMENT, INC 48 RUTLAND STREET BOSTON, MA 02118	NONE EXEMPT ORGANIZATION	UNRESTRICTED	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNION OF MINORITY NEIGHBORHOODS, INC 42 SEAVERNS AVE JAMAICA PLAIN, MA 02130	NONE EXEMPT ORGANIZATION	UNRESTRICTED	20,000.
URBAN IMPROV FREELANCE PLAYERS, INC 8 ST. JOHN STREET JAMAICA PLAIN, MA 02130	NONE EXEMPT ORGANIZATION	UNRESTRICTED	20,000.
VISIONS, INC. 48 JUNIPER STREET ROXBURY, MA 02119	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000.
W MURRAY CRANE COMMUNITY HOUSE 400 MAIN STREET DALTON, MA 01226	NONE EXEMPT ORGANIZATION	UNRESTRICTED	200,000
WCAI, THE CAPE AND ISLANDS NPR STATION P.O BOX 82 WOODS HOLE, MA 02543	NONE EXEMPT ORGANIZATION	UNRESTRICTED	5,000
THE WEST END HOUSE, INC 105 ALLSTON ST ALLSTON, MA 02134	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WOODS HOLE COMMUNITY ASSOCIATION P.O BOX 327 WOODS HOLE, MA 02543	NONE EXEMPT ORGANIZATION	UNRESTRICTED	5,000.
WOODS HOLE PUBLIC LIBRARY P O BOX 386 WOODS HOLE, MA 02543	NONE EXEMPT ORGANIZATION	UNRESTRICTED	5,000.
WOODS HOLE RESEARCH CENTER, INC 149 WOODS HOLE ROAD WOODS HOLE, MA 02543	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000
ZUMIX, INC 202 MAVERICK STREET EAST BOSTON, MA 02128	NONE EXEMPT ORGANIZATION	UNRESTRICTED	30,000
		TOTAL CONTRIBUTIONS PAID	3,300,000.

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions JOSEPHINE AND LOUISE CRANE FOUNDATION	Employer identification number (EIN) or ☐ 20-8970284
	Number, street, and room or suite no If a P O box, see instructions c/o WILLIAM K. MACKEY, 220 MAIN ST,SUITE 202	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions FALMOUTH,MA 02541	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ WILLIAM K. MACKEY, TREASURER

Telephone No ▶ 508-548-1155 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ ☐ If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 20 12, to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ ☒ calendar year 20 11 or
▶ ☐ tax year beginning ______, 20___, and ending ______, 20___

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 50,680.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 50,680.00
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.00

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

KPMG LLP
TWO FINANCIAL CTR, 60 SOUTH ST, BOSTON, MA 02111

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions JOSEPHINE AND LOUISE CRANE FOUNDATION	Employer identification number (EIN) or ☐ 20-8970284
	Number, street, and room or suite no If a P O box, see instructions c/o WILLIAM K. MACKEY, 220 MAIN ST, SUITE 202	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions FALMOUTH, MA 02541	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ WILLIAM K. MACKEY, TREASURER
  Telephone No ▶ 508-548-1155 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15 , 20 12

5 For calendar year 2011 , or other tax year beginning ____ , 20 ____ , and ending ____ , 20 ____

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 50,680.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 50,680.00
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.00

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶

KPMG LLP I.D. #13-5565207
Two Financial Center, 60 South Street
Boston, MA 02111-9844