



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation MWC FOUNDATION, INC. #0726315		A Employer identification number 22-2914691
Number and street (or P.O. box number if mail is not delivered to street address) NUTTER, MCLENNEN & FISH LLP; POB 51400		B Telephone number 617-439-2276
City or town, state, and ZIP code BOSTON, MA 02205		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 44,085,474.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		413.	413.		STATEMENT 2
4 Dividends and interest from securities		1,314,453.	1,314,453.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		139,490.			STATEMENT 1
b Gross sales price for all assets on line 6a 6,633,895.					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		1,454,356.	1,314,866.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		73,283.	0.		73,283.
b Accounting fees STMT 5		6,000.	2,400.		3,600.
c Other professional fees STMT 6		187,139.	74,856.		112,283.
17 Interest					
18 Taxes STMT 7		5,956.	5,956.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		515.	258.		257.
24 Total operating and administrative expenses. Add lines 13 through 23		272,893.	83,470.		189,423.
25 Contributions, gifts, grants paid		1,997,000.			1,997,000.
26 Total expenses and disbursements. Add lines 24 and 25		2,269,893.	83,470.		2,186,423.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-815,537.			
b Net investment income (if negative, enter -0-)			1,231,396.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED OCT 25 2012
Operating and Administrative Expenses
RECEIVED
OCT 25 2012
IRS-OSC
OCT 25 2012
OCT 25 2012

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	31,911.	500.	500.
	2 Savings and temporary cash investments	3,084,133.	1,315,512.	1,315,512.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	6,080,753.	4,421,142.	4,822,415.
	b Investments - corporate stock STMT 10	25,049,573.	27,016,971.	29,293,230.
	c Investments - corporate bonds STMT 11	7,193,355.	7,870,063.	8,653,817.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	41,439,725.	40,624,188.	44,085,474.	
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			
	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 ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	18,024,993.	18,024,993.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	23,414,732.	22,599,195.		
30 Total net assets or fund balances	41,439,725.	40,624,188.		
31 Total liabilities and net assets/fund balances	41,439,725.	40,624,188.		

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	41,439,725.
2 Enter amount from Part I, line 27a	2	-815,537.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	40,624,188.
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	40,624,188.

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					
b SEE ATTACHED STATEMENTS					
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 6,633,895.		6,635,595.	-1,700.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) 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					
b					
c					
d					
e			-1,700.		
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	-1,700.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }			3	N/A	

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

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

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

☐ 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 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	1,907,976.	42,743,071.	.044638
2009	2,109,482.	38,861,398.	.054282
2008	2,042,991.	42,956,107.	.047560
2007	1,635,624.	43,659,123.	.037464
2006	1,529,132.	35,676,826.	.042861
2 Total of line 1, column (d)			2 .226805
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 .045361
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 44,464,209.
5 Multiply line 4 by line 3			5 2,016,941.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 12,314.
7 Add lines 5 and 6			7 2,029,255.
8 Enter qualifying distributions from Part XII, line 4			8 2,186,423.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	12,314.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	12,314.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	12,314.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	21,079.	
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	21,079.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	8,765.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 8,765. Refunded <input type="checkbox"/>	11	0.	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MA</u>		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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? Website address ► N/A	13	X	
14	The books are in care of ► NUTTER, MCCLENNEN & FISH, LLP Telephone no. ► 617-439-2509 Located at ► SEAPORT WEST 155 SEAPORT BOULEVARD, BOSTON, MA ZIP+4 ► 02210-2604			
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	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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.) N/A	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	X

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

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

(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)?

☒ 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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS P. JALKUT	PRESIDENT/CLERK/DIRECTOR			
C/O NUTTER, MCLENNEN & FISH, LLP				
P O BOX 51400 BOSTON, MA 02205	0.00	0.	0.	0.
RICHARD N. FINLAYSON	TREASURER/DIRECTOR			
C/O NUTTER, MCLENNEN & FISH, LLP				
P O BOX 51400 BOSTON, MA 02205	0.00	0.	0.	0.

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

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

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

0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NUTTER, MCCLENNEN & FISH, LLP 155 SEAPORT BOULEVARD, BOSTON, MA 02210	MANAGEMENT, LEGAL AND TAX PREPARATION	266,422.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2011)

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	41,523,744.
b	Average of monthly cash balances	1b	3,617,585.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	45,141,329.
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	45,141,329.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	677,120.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	44,464,209.
6	Minimum investment return. Enter 5% of line 5	6	2,223,210.

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	2,223,210.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	12,314.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,314.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,210,896.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,210,896.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,210,896.

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	2,186,423.
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	2,186,423.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	12,314.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,174,109.

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				2,210,896.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,958,955.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: \$ 2,186,423.				
a Applied to 2010, but not more than line 2a			1,958,955.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				227,468.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				1,983,428.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
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 XV **Supplementary Information** (continued)

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year				
AGASSIZ VILLAGE	NONE	PUBLIC CHARITY	GENERAL FUND	25,000.
AIDS ACTION COMMITTEE OF MASS, INC	NONE	PUBLIC CHARITY	GENERAL FUND	10,000.
AMERICAN FRIENDS SERVICE COMMITTEE	NONE	PUBLIC CHARITY	GENERAL FUND	25,000.
AMERICAN RIVERS INC.	NONE	PUBLIC CHARITY	GENERAL FUND	10,000.
ASTRAEA FOUNDATION INC.	NONE	PUBLIC CHARITY	GENERAL FUND	10,000.
Total	SEE CONTINUATION SHEET(S)			1,997,000.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CENTER FOR BIOLOGICAL DIVERSITY	NONE	PUBLIC CHARITY	GENERAL FUND	50,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF MASSACHUSETTS	NONE	PUBLIC CHARITY	GENERAL FUND	50,000.
CHRISTOPHER'S HAVEN	NONE	PUBLIC CHARITY	GENERAL FUND	5,000.
CITY LIFE/VIDA URBANA	NONE	PUBLIC CHARITY	GENERAL FUND	10,000.
COMMUNITY CHANGE, INC.	NONE	PUBLIC CHARITY	GENERAL FUND	10,000.
CYSTIC FIBROSIS FOUNDATION	NONE	PUBLIC CHARITY	GENERAL FUND	25,000.
FARM SANCTUARY, INC.	NONE	PUBLIC CHARITY	GENERAL FUND	5,000.
FIDELITY CHARITABLE GIFT FUND	NONE	PUBLIC CHARITY	CURRENTS OF CHANGE	775,000.
G.L.A.D.	NONE	PUBLIC CHARITY	GENERAL FUND	15,000.
GREATER BOSTON LEGAL SERVICES, INC.	NONE	PUBLIC CHARITY	GENERAL FUND	25,000.
Total from continuation sheets				1,917,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
GREENPEACE FUND, INC.	NONE	PUBLIC CHARITY	GENERAL FUND	25,000.
JAMES D. ST. CLAIR COURT PUBLIC EDUCATION PROJECT	NONE	PUBLIC CHARITY	GENERAL FUND	2,000.
LAMBDA LEGAL	NONE	PUBLIC CHARITY	GENERAL FUND	15,000.
LAWYERS COMMITTEE FOR CIVIL RIGHTS UNDER LAW	NONE	PUBLIC CHARITY	GENERAL FUND	25,000.
M.S.P.C.A.	NONE	PUBLIC CHARITY	GENERAL FUND	25,000.
MASS GENERAL HOSPITAL	NONE	PUBLIC CHARITY	RESEARCH AND CLINICAL ACTIVITIES UNDER DR. KILBRIDE	50,000.
MELROSE-WAKEFIELD HOSPITAL	NONE	PUBLIC CHARITY	BARBARA CUMMINGS FUND	50,000.
MILITARY FAMILIES SPEAK OUT EDUCAION FUND	NONE	PUBLIC CHARITY	GENERAL FUND	25,000.
LINK MEDIA, INC.	NONE	PUBLIC CHARITY	SCHOLARSHIP FUND	50,000.
NATIONAL AUDOBON SOCIETY	NONE	PUBLIC CHARITY	GENERAL FUND	10,000.
Total from continuation sheets				

Part XV **Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
NATIONAL BREAST CANCER COALITION FUND	NONE	PUBLIC CHARITY	GENERAL FUND	10,000.
NATIONAL CENTER FOR LESBIAN RIGHTS	NONE	PUBLIC CHARITY	GENERAL FUND	25,000.
NATIONAL WILDLIFE FEDERATION	NONE	PUBLIC CHARITY	GENERAL FUND	10,000.
NEW ENGLAND AQUARIUM	NONE	PUBLIC CHARITY	MARINE MAMMAL CENTER	25,000.
NEWTON-WELLESLEY HOSPITAL CHARITABLE FOUNDATION	NONE	PUBLIC CHARITY	GENERAL FUND	10,000.
NONPROFIT NET, INC.	NONE	PUBLIC CHARITY	GENERAL FUND	2,500.
NORTHEAST ANIMAL SHELTER	NONE	PUBLIC CHARITY	GENERAL FUND	25,000.
OCEAN CONSERVANCY, INC.	NONE	PUBLIC CHARITY	GENERAL FUND	25,000.
OUR BODIES OURSELVES	NONE	PUBLIC CHARITY	GENERAL FUND	10,000.
PERKINS SCHOOL FOR THE BLIND	NONE	PUBLIC CHARITY	GENERAL FUND	30,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PINE STREET INN, INC.	NONE	PUBLIC CHARITY	HEATING COSTS	25,000.
RAINFOREST ALLIANCE, INC.	NONE	PUBLIC CHARITY	GENERAL FUND	25,000.
ROSIE'S PLACE, INC.	NONE	PUBLIC CHARITY	HEATING COSTS	25,000.
DEFENDERS OF WILDLIFE	NONE	PUBLIC CHARITY	SUPPORT SPECIES RESTORATION IN THE NORTHERN ROCKIES	100,000.
TURTLE ISLAND RESTORATION NETWORK	NONE	PUBLIC CHARITY	GENERAL FUND	5,000.
EARTHJUSTICE	NONE	PUBLIC CHARITY	GENERAL FUND	10,000.
UNIVERSITY OF NEW HAMPSHIRE FOUNDATION, INC.	NONE	PUBLIC CHARITY	MELBOURNE W. CUMMINGS SCHOLARSHIP FUND	25,000.
WILDERNESS SOCIETY	NONE	PUBLIC CHARITY	GENERAL FUND	25,000.
WOMEN'S BAR FOUNDATION OF MASSACHUSETTS, INC.	NONE	PUBLIC CHARITY	GENERAL FUND	25,000.
WOMEN'S COMMUNITY CANCER PROJECT	NONE	PUBLIC CHARITY	GENERAL FUND	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
WOMEN'S LUNCH PLACE, INC.	NONE	PUBLIC CHARITY	GENERAL FUND	10,000.
ENVIRONMENTAL DEFENSE FUND	NONE	PUBLIC CHARITY	GENERAL FUND	50,000.
HUMAN RIGHTS WATCH	NONE	PUBLIC CHARITY	GENERAL FUND	25,000.
MARINE BIOLOGICAL LABORATORY	NONE	PUBLIC CHARITY	GENERAL FUND	25,000.
PRO PUBLICA, INC.	NONE	PUBLIC CHARITY	GENERAL FUND	25,000.
REDOIL, INC.	NONE	PUBLIC CHARITY	GENERAL FUND	10,000.
NATURAL RESOURCES DEFENSE COUNCIL, INC	NONE	PUBLIC CHARITY	GENERAL FUND	50,000.
SUMMER SEARCH BOSTON	NONE	PUBLIC CHARITY	GENERAL FUND	2,500.
TUSTEES OF TUFTS COLLEGE	NONE	PUBLIC CHARITY	CUMMINGS SCHOOL VETERINARY MEDICINE	25,000.
Total from continuation sheets				

Form **990-PF** (2011)

Part XVII

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

- | 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
|----------|--|--------------|----------|
| | | | |
| 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. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

10/12/12
Date

Resident

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

☒ Yes ☐ No

Paid Preparer Use Only	Print preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Paul F. Rich Jr.	<i>Paul Rich Jr.</i>	4/4/12		P00567473
	Firm's name ▶ NUTTER MCCLENNEN & FISH LLP			Firm's EIN ▶ 04-2106505	
	Firm's address ▶ SEAPORT WEST 155 SEAPORT BLVD. BOSTON, MA 02210-2604			Phone no. (617) 439-2503	

Form **990-PF** (2011)

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	12000 AMGEN INC	P	09/26/03	09/09/11
b	8000 CISCO SYSTEMS, INC	P	05/10/04	11/11/11
c	6000 DANAHER CORP	P	06/29/06	09/09/11
d	5000 EMC CORPORATION	P	03/06/07	05/27/11
e	3000 INTEL CORP.	P	02/23/04	11/11/11
f	1000 INTERNATIONAL BUSINESS MACHINES	P	08/05/04	11/11/11
g	5000 KRAFT FOODS, INC.	P	03/24/10	09/09/11
h	16000 PFIZER INC	P	07/17/03	05/27/11
i	18000 STATE STREET CORP	P	01/03/05	09/09/11
j	10000 UNITED TECHNOLOGIES CORP	P	04/15/05	05/27/11
k	22000 WALGREEN CO	P	07/01/03	09/09/11
l	250000 FED FARM CREDIT BK CON SYS 5.625% 12/21/21	P	12/06/07	12/21/11
m	125000 OCCIDENTAL PETROLEUM CORP NOTES 6.75% 1/15/	P	10/29/08	03/31/11
n	250000 CHUBB CORP NOTES 6% 11/15/11	P	07/17/08	11/15/11
o	200000 CLOROX CO NOTES 6.125% 2/1/11	P	05/11/04	02/01/11

(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 647,838.		715,085.	-67,247.
b 151,667.		169,835.	-18,168.
c 290,399.		205,113.	85,286.
d 141,805.		67,150.	74,655.
e 74,285.		87,810.	-13,525.
f 187,259.		85,630.	101,629.
g 170,447.		153,837.	16,610.
h 333,438.		549,918.	-216,480.
i 579,434.		849,398.	-269,964.
j 862,711.		493,227.	369,484.
k 789,574.		707,411.	82,163.
l 250,000.		255,643.	-5,643.
m 131,029.		127,678.	3,351.
n 250,000.		257,525.	-7,525.
o 200,000.		207,684.	-7,684.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-67,247.
b			-18,168.
c			85,286.
d			74,655.
e			-13,525.
f			101,629.
g			16,610.
h			-216,480.
i			-269,964.
j			369,484.
k			82,163.
l			-5,643.
m			3,351.
n			-7,525.
o			-7,684.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

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	150000 FED FARM CREDIT BK CONS 5.81% 1/10/11	P	02/03/05	01/10/11
b	450000 FED FARM CREDIT BK CONS 6% 3/7/11	P	02/22/05	03/07/11
c	250000 FED HOME LN BKCONSOL 5.875% 2/15/11	P	05/07/04	02/15/11
d	250000 FED NAT'L MTG ASSN NOTES 5.5% 3/15/11	P	04/21/04	03/15/11
e	250000 US TREASURY NOTES 5.125% 6/30/11	P	06/28/06	06/30/11
f	2000 STATE STREET CORP	P	05/27/11	09/09/11
g	3000 I SHARES MSCI EAFE INDEX FUND	P	03/06/07	11/11/11
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(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 150,000.		154,775.	-4,775.
b 450,000.		474,678.	-24,678.
c 250,000.		258,429.	-8,429.
d 250,000.		255,988.	-5,988.
e 250,000.		249,151.	849.
f 64,382.		90,390.	-26,008.
g 154,917.		219,240.	-64,323.
h 4,710.			4,710.
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-4,775.
b			-24,678.
c			-8,429.
d			-5,988.
e			849.
f			-26,008.
g			-64,323.
h			4,710.
i			
j			
k			
l			
m			
n			
o			

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	-1,700.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12000 AMGEN INC	647,838.	708,237.	0.	0.	-60,399.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8000 CISCO SYSTEMS, INC	151,667.	157,365.	0.	0.	-5,698.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6000 DANAHER CORP	290,399.	194,984.	0.	0.	95,415.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5000 EMC CORPORATION	141,805.	67,150.	0.	0.	74,655.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3000 INTEL CORP.	74,285.	79,289.	0.	0.	-5,004.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1000 INTERNATIONAL BUSINESS MACHINES	187,259.	89,179.	0.	0.	98,080.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5000 KRAFT FOODS, INC.	170,447.	140,371.	0.	0.	30,076.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
16000 PFIZER INC	333,438.	454,884.	0.	0.		05/27/11

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
18000 STATE STREET CORP	579,434.	849,398.	0.	0.		09/09/11

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
10000 UNITED TECHNOLOGIES CORP	862,711.	493,227.	0.	0.		05/27/11

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
22000 WALGREEN CO	789,574.	737,651.	0.	0.		09/09/11

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250000 FED FARM CREDIT BK CON SYS 5.625% 12/21/21	250,000.	255,643.	0.	0.	-5,643.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
125000 OCCIDENTAL PETROLEUM CORP NOTES 6.75% 1/15/12	131,029.	127,678.	0.	0.	3,351.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250000 CHUBB CORP NOTES 6% 11/15/11	250,000.	257,525.	0.	0.	-7,525.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200000 CLOROX CO NOTES 6.125% 2/1/11	200,000.	207,684.	0.	0.	-7,684.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
150000 FED FARM CREDIT BK CONS 5.81% 1/10/11	PURCHASED	02/03/05	01/10/11	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
150,000.	154,775.	0.	0.	-4,775.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
450000 FED FARM CREDIT BK CONS 6% 3/7/11	PURCHASED	02/22/05	03/07/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
450,000.	473,822.	0.	0.	-23,822.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
250000 FED HOME LN BKCONSOL 5.875% 2/15/11	PURCHASED	05/07/04	02/15/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250,000.	265,234.	0.	0.	-15,234.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
250000 FED NAT'L MTG ASSN NOTES 5.5% 3/15/11	PURCHASED	04/21/04	03/15/11	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250,000.	255,988.	0.	0.	-5,988.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
250000 US TREASURY NOTES 5.125% 6/30/11	250,000.	249,151.	0.	PURCHASED	06/28/06	06/30/11
						849.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
2000 STATE STREET CORP	64,382.	90,390.	0.	PURCHASED	05/27/11	09/09/11
						-26,008.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
3000 I SHARES MSCI EAFE INDEX FUND	154,917.	184,780.	0.	PURCHASED	03/06/07	11/11/11
						-29,863.

CAPITAL GAINS DIVIDENDS FROM PART IV	4,710.
TOTAL TO FORM 990-PF, PART I, LINE 6A	139,490.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
FEDERATED GOVERNMENT OBLIGATION FUND	413.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	413.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE BOND INTEREST	423,387.	0.	423,387.
DOMESTIC AND FOREIGN DIVIDENDS	677,923.	4,710.	673,213.
U S TREASURY INTEREST	217,853.	0.	217,853.
TOTAL TO FM 990-PF, PART I, LN 4	1,319,163.	4,710.	1,314,453.

FORM 990-PF	LEGAL FEES	STATEMENT	4
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NUTTER, MCCLENNEN & FISH, LLP	73,283.	0.		73,283.
TO FM 990-PF, PG 1, LN 16A	73,283.	0.		73,283.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NUTTER, MCCLENNEN & FISH, LLP	6,000.	2,400.		3,600.
TO FORM 990-PF, PG 1, LN 16B	6,000.	2,400.		3,600.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NUTTER, MCCLENNEN & FISH, LLP - MANAGEMENT FEE	187,139.	74,856.		112,283.
TO FORM 990-PF, PG 1, LN 16C	187,139.	74,856.		112,283.

FORM 990-PF	TAXES	STATEMENT	7
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	5,956.	5,956.		0.
TO FORM 990-PF, PG 1, LN 18	5,956.	5,956.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	515.	258.		257.
TO FORM 990-PF, PG 1, LN 23	515.	258.		257.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	X		4,421,142.	4,822,415.
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,421,142.	4,822,415.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,421,142.	4,822,415.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	27,016,971.	29,293,230.
TOTAL TO FORM 990-PF, PART II, LINE 10B	27,016,971.	29,293,230.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	7,870,063.	8,653,817.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,870,063.	8,653,817.

Statement of Assets: Inventory Value

Account: 0726315

MWC FOUNDATION

As of 12/31/2011



Nutter McClennen & Fish LLP - Attorneys at Law

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
010 Common Stock						
T	AT&T INC		35,000 0000	\$799,002.16	\$30 24	\$1,058,400 00
ABT	ABBOTT LABORATORIES		20,000.0000	\$909,871 60	\$56 23	\$1,124,600 00
AXP	AMERICAN EXPRESS CO		17,000 0000	\$712,386 57	\$47 17	\$801,890 00
APA	APACHE CORP.		7,000 0000	\$644,178.00	\$90 58	\$634,060.00
AAPL	APPLE, INC		1,000 0000	\$382,870.70	\$405 00	\$405,000.00
ADP	AUTOMATIC DATA PROCESSING INC		14,000 0000	\$598,037 90	\$54 01	\$756,140.00
CB	CHUBB CORP		12,000 0000	\$708,310.40	\$69 22	\$830,640 00
CSCO	CISCO SYSTEMS, INC		32,000 0000	\$630,474 24	\$18.08	\$578,560 00
DHR	DANAHER CORP		14,000 0000	\$454,961 92	\$47 04	\$658,560.00
DIS	DISNEY, WALT CO		20,000.0000	\$622,150.00	\$37 50	\$750,000.00
EMC	EMC CORPORATION		25,000 0000	\$335,750.00	\$21.54	\$538,500 00
EMR	EMERSON ELECTRIC CO		20,000 0000	\$670,133.36	\$46 59	\$931,800 00
FDX	FEDEX CORP.		9,000.0000	\$705,556.50	\$83.51	\$751,590.00
GOOG	GOOGLE INC		1,500 0000	\$680,688.39	\$645.90	\$968,850.00
HD	HOME DEPOT INC		20,000 0000	\$738,935 00	\$42 04	\$840,800 00
INTC	INTEL CORP.		27,000 0000	\$713,601 00	\$24.25	\$654,750 00
IBM	INTERNATIONAL BUSINESS MACHINES		4,000 0000	\$356,714.14	\$183 88	\$735,520 00
JNJ	JOHNSON & JOHNSON		15,000 0000	\$914,455 55	\$65 58	\$983,700.00
KFT	KRAFT FOODS INC.		25,000.0000	\$701,853 75	\$37 36	\$934,000.00
MCD	MCDONALD'S CORP.		10,000 0000	\$1,333,982.00	\$100 33	\$1,003,300 00
MSFT	MICROSOFT CORP		20,000.0000	\$532,168 00	\$25.96	\$519,200.00
PEP	PEPSICO INC		15,000 0000	\$754,385 20	\$66 35	\$995,250 00
PFE	PFIZER INC		35,000.0000	\$776,892 66	\$21.64	\$757,400.00
PG	PROCTER & GAMBLE CO		16,000 0000	\$925,842 50	\$66 71	\$1,067,360 00
SYN	SYSCO CORP.		25,000 0000	\$873,459.80	\$29 33	\$733,250 00
MMM	3M CO.		10,000.0000	\$817,527 20	\$81 73	\$817,300.00
WFC	WELLS FARGO & COMPANY		35,000 0000	\$1,003,726.00	\$27.56	\$964,600 00
Total:				\$19,297,914 54		\$21,795,020 00
030 Foreign Stock						

Statement of Assets: Inventory Value

Account: 0726315

MWC FOUNDATION

As of 12/31/2011

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
SLB	SCHLUMBERGER LTD		10,000.0000	\$591,590.93	\$68.31	\$683,100.00
Total:				\$591,590.93		\$683,100.00
040 Equity Mutual Funds						
IJH	I-SHARES S & P MIDCAP 400 INDEX FUND		25,000.0000	\$1,937,451.70	\$87.61	\$2,190,250.00
IWM	I-SHARES RUSSELL 2000 INDEX FUND		25,000.0000	\$1,826,412.30	\$73.75	\$1,843,750.00
Total:				\$3,763,864.00		\$4,034,000.00
100 International Equity Mutual Funds						
EEM	I-SHARES MSCI EMERGING MARKET INDEX		25,000.0000	\$1,084,646.00	\$37.94	\$948,500.00
EFA	I-SHARES MSCI EAFE INDEX FUND		37,000.0000	\$2,278,955.61	\$49.53	\$1,832,610.00
Total:				\$3,363,601.61		\$2,781,110.00
200 Corporate Bonds						
00206RAJ1	AT&T INC. NOTES 5 1/2% DUE 2/1/2018	2/1/2018	275,000.0000	\$291,263.50	\$115.75	\$318,320.75
025816AY5	AMERICAN EXPRESS COMPANY SENIOR NOTES (N/C) 7% DUE 3/19/2018	3/19/2018	300,000.0000	\$312,627.00	\$120.84	\$362,524.80
035229CV3	ANHEUSER-BUSCH COS NOTES 5.05% due 10/15/2016	10/15/2016	250,000.0000	\$246,485.00	\$113.90	\$284,738.00
037411AQ8	APACHE CORP SENIOR NOTES 6.25% DUE 4/15/2012	4/15/2012	150,000.0000	\$155,008.50	\$101.50	\$152,246.70
046353AA6	ASTRA ZENECA PLC NOTES 5 4% DUE 6/1/2014	6/1/2014	300,000.0000	\$299,649.00	\$110.67	\$331,997.40
057224AY3	BAKER HUGHES, INC NOTES 7 1/2% DUE 11/15/2018	11/15/2018	150,000.0000	\$155,856.00	\$131.92	\$197,883.75
060505AU8	BANK OF AMERICA CORPORATION SR GLOBAL NOTES 5.125% due 11/15/2014	11/15/2014	250,000.0000	\$249,005.50	\$99.55	\$248,887.25
079860AG7	BELLSOUTH CORP NOTES 5 2% DUE 9/15/2014	9/15/2014	250,000.0000	\$248,532.50	\$110.55	\$276,373.25
084664BQ3	BERKSHIRE HATHAWAY FINANCE CORP NOTES 4 1/4% DUE 1/15/2021	1/15/2021	250,000.0000	\$249,897.50	\$108.97	\$272,430.75
09247XAC5	BLACKROCK, INC NOTES 6 25% DUE 9/15/2017	9/15/2017	250,000.0000	\$250,000.00	\$116.34	\$290,852.25
134429AR0	CAMPBELL SOUP CO NOTES 5% DUE 12/3/2012	12/3/2012	150,000.0000	\$149,463.00	\$103.83	\$155,739.00
189054AF6	CLOROX COMPANY SENIOR NOTES 5% DUE 1/15/2015	1/15/2015	150,000.0000	\$146,570.10	\$108.05	\$162,072.90
209111EV1	CONSOLIDATED EDISON OF NEW YORK, INC. NOTES 7 1/8% DUE 12/1/2018	12/1/2018	150,000.0000	\$149,463.00	\$128.64	\$192,958.50
24702RAJ0	DELL, INC NOTES 5 7/8% DUE 6/15/2019	6/15/2019	150,000.0000	\$152,308.50	\$117.43	\$176,148.60
369604BC6	GENERAL ELECTRIC CO NOTES (N/C) 5 25% DUE 12/6/2017	12/6/2017	200,000.0000	\$197,278.00	\$114.78	\$229,552.40
36962GZY3	GENERAL ELECTRIC CAPITAL CORP NOTES (N/C) 5.45% due 1/15/2013	1/15/2013	250,000.0000	\$258,360.00	\$104.63	\$261,565.50

Statement of Assets: Inventory Value

Account: 0726315

MWC FOUNDATION

As of 12/31/2011



Nutter McClennen & Fish LLP • Attorneys at Law

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
38143UAB7	GOLDMAN SACHS GROUP, INC SENIOR NOTES (N/C) 5 15% due 1/15/2014	1/15/2014	250,000 0000	\$249,795 00	\$101 90	\$254,758.25
437076AP7	HOME DEPOT INC SENIOR NOTES 5 4% DUE 3/1/2016	3/1/2016	300,000.0000	\$299,898 00	\$115 50	\$346,490.40
441812JY1	HOUSEHOLD FINANCE CO SENIOR NOTES (N/C) 7% DUE 5/15/2012	5/15/2012	200,000 0000	\$214,110.00	\$101.86	\$203,729 00
459200AM3	INTERNATIONAL BUSINESS MACHINES CORP DEB 7% DUE 10/30/2025	10/30/2025	200,000.0000	\$204,998 00	\$137.12	\$274,237 00
459200GM7	INTERNATIONAL BUSINESS MACHINES CORP NOTES 7 5/8% DUE 10/15/2018	10/15/2018	100,000 0000	\$104,200.00	\$134 20	\$134,195 90
532457BB3	ELI LILLY & CO NOTES 5 2% DUE 3/15/2017	3/15/2017	300,000.0000	\$298,800 00	\$115.52	\$346,545 90
548661CK1	LOWE'S COMPANIES, INC NOTES 5 4% DUE 10/15/2016	10/15/2016	250,000 0000	\$246,500 00	\$115 58	\$288,956.25
579780AG2	MCCORMICK & CO NOTES 5 25% DUE 9/1/2013	9/1/2013	250,000 0000	\$253,712.50	\$107 07	\$267,671.25
589331AD9	MERCK & CO. INC DEB 6.40% DUE 3/1/2028	3/1/2028	300,000.0000	\$313,686.00	\$130.40	\$391,212 30
68389XAG0	ORACLE CORP NOTES 5% 7/8/2019	7/8/2019	100,000 0000	\$99,844.00	\$117.90	\$117,900 30
724479AG5	PITNEY-BOWES INC. NOTES 5% due 3/15/2015	3/15/2015	350,000.0000	\$349,893 50	\$105 77	\$370,209 35
983024AE0	WYETH NOTES 5 1/2% DUE 2/1/2014	2/1/2014	200,000.0000	\$203,134.00	\$109 63	\$219,252.00
Total:				\$6,350,338.10		\$7,129,449 70
305 Fixed Income Mutual Fund						
PAAIX	PIMCO ALL ASSET FUND		21,817.0760	\$259,494 33	\$11 54	\$251,769.06
VBSSX	VANGUARD SHORT-TERM BOND INDEX - SIGNAL SHARES FUND# 1349		96,265.1500	\$1,007,497.35	\$10.61	\$1,021,373 23
VFIIX	VANGUARD GNMA FUND #0036		22,694.2250	\$252,793.45	\$11.07	\$251,225 08
Total:				\$1,519,785.13		\$1,524,367 37
410 U.S. Treasury Notes & Bonds						
912828LL2	U.S TREASURY NOTES 3% DUE 8/31/2016	8/31/2016	300,000 0000	\$298,761.98	\$110.15	\$330,445.20
Total:				\$298,761.98		\$330,445 20
440 U.S. Government Agency Obligations						
3128X3L76	FEDERAL HOME LOAN MTG CORP MED TERM NOTES (CALLABLE 11/13/06 @ 100) 5% due 11/13/2014	11/13/2014	500,000.0000	\$511,793.40	\$111.90	\$559,511.00
31331GYP8	FEDERAL FARM CREDIT BANK CONSOL SYSTEMWIDE BDS (N/C) 2 1/8% DUE 6/18/2012	6/18/2012	300,000 0000	\$299,757.00	\$100.89	\$302,676 00
31331L4Z8	FEDERAL FARM CREDIT BANK CONSOL SYSTEMWIDE BDS (N/C) 5 7% due 7/25/2016	7/25/2016	250,000 0000	\$259,934 75	\$120 21	\$300,532 50

Statement of Assets: Inventory Value

Account: 0726315

MWC FOUNDATION

As of 12/31/2011



Nutter McClennen & Fish LLP • Attorneys at Law

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
31331QGA9	FEDERAL FARM CREDIT BANK CONSOL SYSTEMWIDE BONDS (N/C) 4.85% due 10/25/2012	10/25/2012	175,000 0000	\$177,420.63	\$103.72	\$181,518.05
31331QGB7	FEDERAL FARM CREDIT BANK CONSOL SYSTEMWIDE BONDS (N/C) 5.3% due 10/25/2017	10/25/2017	500,000 0000	\$514,358.69	\$120.37	\$601,845.00
31331VX92	FEDERAL FARM CREDIT BANK CONSOL SYSTEMWIDE BONDS (CALLABLE 8/16/13 @ 100) 5.875% DUE 8/16/2021	8/16/2021	200,000 0000	\$207,886.00	\$107.70	\$215,401.20
31331XEK4	FEDERAL FARM CREDIT BANK CONSOL SYSTEMWIDE BDS (N/C) 5% DUE 11/21/2017	11/21/2017	200,000 0000	\$205,500.00	\$119.75	\$239,491.20
31331XMM1	FEDERAL FARM CREDIT BANK CONSOLIDATED SYSTEMWIDE BONDS (CALLABLE 1/24/12 @ 100) 5.50% DUE 1/24/2017	1/24/2017	250,000.0000	\$250,000.00	\$100.30	\$250,753.00
31331XVM1	FEDERAL FARM CREDIT BANK CONSOL SYSTEMWIDE BDS (CALLABLE 4/17/12 @ 100) 5.45% DUE 4/17/2017	4/17/2017	300,000.0000	\$308,955.00	\$101.43	\$304,282.80
3133MYVV6	FEDERAL HOME LOAN BANK CONS BDS (CALLABLE 5/28/04 @ 100) 4.6% due 5/28/2015	5/28/2015	500,000 0000	\$484,322.47	\$112.03	\$560,167.00
3133XALV7	FEDERAL HOME LOAN BANK CONSOL BDS (N/C) 4.25% due 4/16/2012	4/16/2012	300,000.0000	\$303,562.50	\$101.14	\$303,411.30
3133XDTC5	FEDERAL HOME LOAN BANK CONSOL BDS (N/C) 5% DUE 12/11/2015	12/11/2015	200,000.0000	\$201,978.00	\$115.84	\$231,682.80
3133XHVS8	FEDERAL HOME LOAN BANK CONSOL BD (N/C) 5% DUE 12/9/2016	12/9/2016	150,000 0000	\$149,008.50	\$118.13	\$177,187.95
279422	GOV'T NAT'L MTG ASSN GTD PASS THRU CTF (POOL # 279422) 9% due 10/15/2019	10/15/2019	454.8800	\$470.81	\$101.83	\$463.22
318915 X	GOV'T NAT'L MTG ASSN GTD PASS THRU CTF (POOL# 318915) 8% due 12/15/2021	11/15/2021	2,914.3000	\$2,947.36	\$100.33	\$2,924.03
863871NB1	STUDENT LN MRKT ASSOC NOTES 7.3% due 8/01/2012	8/1/2012	250,000 0000	\$244,484.75	\$104.05	\$260,123.00
Total.				\$4,122,379.86		\$4,491,970.05
500 Money Market Funds						
636	FEDERATED GOV'T OBLIGATION FUND #636		1,315,512.1000	81,315,512.10	\$1.00	\$1,315,512.10
Total.				81,315,512.10		\$1,315,512.10
Cash				\$500.00		\$500.00
Cash						
Grand Total.				40,624,188.45		\$44,085,474.42

Attachment to Form 990-PF

**Expenditure Responsibility Statement
For the year 2011**

Pursuant to IRC Regulation § 53.4945-5(d)(2), MWC Foundation provides the following information:

- | | | |
|---------------|-------------------|--|
| (i) | Grantee: | Common Stream, Inc.
c/o Julia Satti Cosentino
155 Seaport Boulevard
Boston, MA 02210 |
| (ii) | Amount of Grant: | December 29, 2003 \$25.5 million (general support) |
| (iii) | Purpose of Grant: | General support for Common Stream, Inc.'s charitable purposes. |
| (iv) and (vi) | Reports: | Common Stream, Inc. submitted a full and complete report of its expenditures during 2011 of the \$25.5 million grant made on December 29, 2003. This report was received on August 6, 2012. At the end of 2011, approximately \$16.1 million of the \$25.5 million grant remained unspent. |
| (v) | Diversions: | To the knowledge of the grantor, no funds have been directed to any activity other than the activity for which the grants were originally made. |
| (vii) | Verifications: | The grantor has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the report was made. |

MWC Foundation, Inc.

EIN: 22-2914691

Attachment to Form 990-PF (2011)

Part VIII-A, Line 12 - Statement

The Foundation made a distribution to a donor-advised fund of Fidelity Charitable during 2011. A disqualified person with respect to the Foundation advises on grants from this donor-advised fund. The Foundation treated the distribution to the donor-advised fund as a qualifying distribution for 2011. The distribution will be used to accomplish one or more charitable purposes described in IRC § 170 (c) (2)(B), because Fidelity Charitable is a public charity that must ensure all grants from this donor-advised fund are used exclusively in furtherance of such charitable purposes.

2144071 1

- 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	Employer identification number (EIN) or
	MWC FOUNDATION, INC. #0726315	<input checked="" type="checkbox"/> 22-2914691
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	NUTTER, MCLENNEN & FISH LLP; POB 51400	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BOSTON, MA 02205	

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

04

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.

NUTTER, MCLENNEN & FISH, LLP - SEAPORT WEST 155 SEAPORT

- The books are in the care of ☒ BOULEVARD - BOSTON, MA 02210-2604

Telephone No. ☒ 617-439-2509

FAX No. ☒ 617-310-9498

- 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, 2012.

5 For calendar year 2011, or other tax year beginning _____, and ending _____.

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 REQUIRED TO GATHER THE INFORMATION NEEDED IN ORDER TO FILE A COMPLETE AND ACCURATE 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	\$	24,714.
8b 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	\$	24,714.
8c 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.

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