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 , **and ending**

Name of foundation
LINCOLN & THERESE FILENE FOUNDATION, INC
#0706176

A Employer identification number
23-7423946

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
NUTTER MCCLENNEN & FISH LLP PO BOX 5140

B Telephone number
617-439-2498

City or town, state, and ZIP code
BOSTON, MA 02205

C If exemption application is pending, check here ▶☐

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

D 1. Foreign organizations, check here ▶☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 19,272,910.

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(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			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	40.	40.		STATEMENT 2
4 Dividends and interest from securities	683,103.	683,103.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	12,421.			STATEMENT 1
b Gross sales price for all assets on line 6a 1,092,436.				
7 Capital gain net income (from Part IV, line 2)		11,679.		
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	695,564.	694,822.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 4	160,409.	104,266.		56,143.
b Accounting fees STMT 5	5,000.	3,250.		1,750.
c Other professional fees STMT 6	56,910.	36,992.		19,918.
17 Interest				
18 Taxes STMT 7	20,229.	5,342.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	54,353.	35,329.		19,024.
22 Printing and publications				
23 Other expenses STMT 8	265.	0.		265.
24 **Total operating and administrative expenses** Add lines 13 through 23	297,166.	185,179.		97,100.
25 Contributions, gifts, grants paid	717,600.			717,600.
26 **Total expenses and disbursements** Add lines 24 and 25	1,014,766.	185,179.		814,700.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-319,202.			
b **Net investment income** (if negative, enter -0-)		509,643.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
MAY 29 2012
OGDEN, UT
IRS-OSC

SCANNED JUN 01 2012

123501
12-02-11 LHA **For Paperwork Reduction Act Notice, see instructions.**

Form **990-PF** (2011)

20

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	499.	500.	500.
	2	Savings and temporary cash investments	438,945.	236,009.	236,009.
	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	764,599.	452,931.	494,567.
	b	Investments - corporate stock STMT 10	7,504,074.	8,050,725.	13,813,966.
	c	Investments - corporate bonds STMT 11	4,620,285.	4,269,035.	4,727,868.
	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)	13,328,402.	13,009,200.	19,272,910.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	12,163,601.	12,163,601.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	1,164,801.	845,599.	
	30	**Total net assets or fund balances**	13,328,402.	13,009,200.	
	31	**Total liabilities and net assets/fund balances**	13,328,402.	13,009,200.	

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	13,328,402.
2	Enter amount from Part I, line 27a	2	-319,202.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	13,009,200.
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	13,009,200.

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	10000 SYSCO CORP	P	VARIOUS	12/12/11
b	250000 CHUBB CORP 6% 11/15/11	P	11/16/01	11/15/11
c	300000 FEDERAL FARM CREDIT BANK 6% 3/7/11	P	VARIOUS	03/07/11
d	250000 MORGAN STANLEY 6.75% 4/15/11	P	08/08/01	04/15/11
e	CAPITAL GAINS DIVIDENDS			

	(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	291,507.		272,120.	19,387.
b	250,000.		249,260.	740.
c	300,000.		309,377.	-9,377.
d	250,000.		250,000.	0.
e	929.			929.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				19,387.
b				740.
c				-9,377.
d				0.
e				929.

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	11,679.
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.

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 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	870,248.	17,917,501.	.048570
2009	1,704,557.	16,956,357.	.100526
2008	2,003,282.	20,396,251.	.098218
2007	1,087,283.	22,685,673.	.047928
2006	1,050,597.	21,461,161.	.048953

2 **Total** of line 1, column (d)	2	.344195
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	.068839
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	18,884,614.
5 Multiply line 4 by line 3	5	1,299,998.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,096.
7 Add lines 5 and 6	7	1,305,094.
8 Enter qualifying distributions from Part XII, line 4	8	814,700.

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	10,193.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	10,193.
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	10,193.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	16,680.		
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	16,680.
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	6,487.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	6,487.	**Refunded** ▶	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?	1a		X
b	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*	1b		X
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. ▶ $ 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.*	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? N/A	4b		
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)*

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) — 11 — No: 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 — No: X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? — 13 — Yes: X

Website address ▶ N/A

14 The books are in care of ▶ NUTTER, MCCLENNEN & FISH, LLP Telephone no.▶617-439-2000

Located at ▶SEAPORT WEST, 155 SEAPORT BLVD, 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? — 16 — Yes / No: 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)? N/A — 1b

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

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? — 1c — No: 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? ☐ 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.) 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? ☐ 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.)* N/A — 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? — 4a — No: 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 — No: 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)? N/A **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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
SEE ATTACHED SCHEDULE	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 - SEAPORT WEST, 155 SEAPORT BLVD., BOSTON, MA 02110	TRUSTEE, LEGAL & TAX PREPARATION FEES	222,319.

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.

123561
12-02-11

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	18,824,261.
b	Average of monthly cash balances	1b	347,936.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	19,172,197.
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	19,172,197.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	287,583.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,884,614.
6	**Minimum investment return.** Enter 5% of line 5	6	944,231.

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	944,231.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 10,193.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	10,193.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	934,038.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	934,038.
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	934,038.

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	814,700.
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	814,700.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	814,700.

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					934,038.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2011:					
a From 2006					
b From 2007					
c From 2008	974,859.				
d From 2009	876,957.				
e From 2010					
f **Total** of lines 3a through e		1,851,816.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 814,700.					
a Applied to 2010, but not more than line 2a				0.	
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					814,700.
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).)		119,338.			119,338.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,732,478.			
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					0.
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		1,732,478.			
10 Analysis of line 9:					
a Excess from 2007					
b Excess from 2008	855,521.				
c Excess from 2009	876,957.				
d Excess from 2010					
e Excess from 2011					

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

1 a 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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a 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).)

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

SEE STATEMENT 12

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*				
ASIAN TASK FORCE AGAINST DOMESTIC VIOLENCE	NONE	PUBLIC	YOUTH PROGRAM	10,000.
BETH ISRAEL DEACONESS MEDICAL CENTER	NONE	PUBLIC	GENERAL FUND	5,000.
BIRD STREET COMMUNITY CENTER	NONE	PUBLIC	VIOLENCE PREVENTION PROGRAM	15,000.
BOSTON YOUTH SYMPHONY ORCHESTRA	NONE	PUBLIC	GENERAL FUND	5,000.
COMBINED JEWISH PHILANTROPIES	NONE	PUBLIC	GENERAL FUND	20,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	717,600.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

LINCOLN & THERESE FILENE FOUNDATION, INC
#0706176 23-7423946

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
COMMUNITY EDUCATION CENTER	NONE	PUBLIC	GENERAL FUND	7,500.
COMMUNITY MUSIC CENTER OF BOSTON	NONE	PUBLIC	INTENSIVE STUDY PROJECT	10,000.
CRITTENTON WOMAN'S UNION	NONE	PUBLIC	HORIZONS HOUSING PROGRAM	20,000.
DARTMOUTH COLLEGE	NONE	PUBLIC	ALUMNI FUND	100.
HOUSING FAMILIES INC	NONE	PUBLIC	GENERAL FUND	10,000.
INTERCOLLEGIATE STUDIES INSTITUTE	NONE	PUBLIC	GENERAL FUND	30,000.
JEWISH VOCATIONAL SERVICES INC	NONE	PUBLIC	GENERAL FUND	40,000.
MAINE BOYS TO MEN	NONE	PUBLIC	THE MAINE BOYS NETWORK	10,000.
ONE LOWELL CORPORATION	NONE	PUBLIC	SCHOOL SUCCESS FOR NEWCOMER PARENTS AND STUDENTS	15,000.
PHILLIPS BROOKS HOUSE ASSOCIATION	NONE	PUBLIC	GENERAL FUND	7,500.
Total from continuation sheets				662,600.

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
PROJECT R.I.S.E.	NONE	PUBLIC	SUMMER PROGRAMS	20,000.
RAW ART WORKS CHIEFS & PROJECT LAUNCH	NONE	PUBLIC	GENERAL FUND	15,000.
SKIDMORE COLLEGE	NONE	PUBLIC	FILENE MUSIC SCHOLARSHIP/HELEN FILENE LADD CONCERT H	156,500.
TALKING INFORMATION CENTER INC	NONE	PUBLIC	GENERAL FUND	15,000.
THE BILL OF RIGHTS INSTITUTE	NONE	PUBLIC	PROFESSIONAL DEVELOPMENT FOR CIVICS & HISTORY TEACHE	20,000.
UNITARIAN UNIVERSALIST URBAN MINISTRY	NONE	PUBLIC	RENEWAL HOUSE	25,000.
WEB OF BENEFIT	NONE	PUBLIC	GENERAL FUND	20,000.
WOLF TRAP FOUNDATION FOR THE PERFORMING ARTS	NONE	PUBLIC	BUILDING FUND, INTERNSHIP, OPERA & EARLY LEARNING	135,000.
ZUMIX INC	NONE	PUBLIC	ADVENTURES IN MUSIC	10,000.
CASA MYRNA VAZQUEZ INC	NONE	PUBLIC	CHILDRENS SERVICES	15,000.
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
HARBOR COV	NONE	PUBLIC	COMMUNITY EDUCATION AND SUPPORT	10,000.
HOME INC	NONE	PUBLIC	FILENE MEDIC MENTORS PROGRAM	5,000.
INTERNATIONAL INSTITUTE OF NEW ENGLAND	NONE	PUBLIC	FILENE SCHOOL SUCCESS PROGRAM	15,000.
JUVENILE DIABETES RESEARCH FDN INTERNATIONAL	NONE	PUBLIC	IN MEMORY OF ELIZBETH GLOTZBACH	1,000.
LONGY SCHOOL OF MUSIC	NONE	PUBLIC	FILENE MUSIC BY DESIGN	5,000.
MUSI CONNECTS	NONE	PUBLIC	FILENE K F SHOUSE AWARD	5,000.
ROCA INC	NONE	PUBLIC	ROCA SPRINGFIELD	10,000.
UNITED TEEN EQUALITY CENTER	NONE	PUBLIC	TEENS LEADING THE WAY COALITION/FINANCIAL FITNESS PROGRAM	20,000.
WGBH EDUCATIONAL FOUNDATION	NONE	PUBLIC	FILENE DESIGN SQUAD	10,000.
Total from continuation sheets				

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	40.	
4 Dividends and interest from securities			14	683,103.	
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			14		
8 Gain or (loss) from sales of assets other than inventory			18	12,421.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		695,564.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 695,564.

(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).
	N/A

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	

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

Date 5/15/12

Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Paul Rich Jr.		5/15/12		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 GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10000 SYSCO CORP	PURCHASED	VARIOUS	12/12/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
291,507.	272,120.	0.	0.	19,387.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250000 CHUBB CORP 6% 11/15/11	PURCHASED	11/16/01	11/15/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250,000.	249,260.	0.	0.	740.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
300000 FEDERAL FARM CREDIT BANK 6% 3/7/11	PURCHASED	VARIOUS	03/07/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
300,000.	308,635.	0.	0.	-8,635.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250000 MORGAN STANLEY 6.75% 4/15/11	PURCHASED	08/08/01	04/15/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250,000.	250,000.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	929.
TOTAL TO FORM 990-PF, PART I, LINE 6A	12,421.

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

SOURCE	AMOUNT
FEDERATED GOV'T OBLIGAION FUND	40.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	40.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE INTEREST	260,103.	0.	260,103.
DOMESTIC DIVIDENDS	338,784.	929.	337,855.
FOREIGN DIVIDENDS	54,235.	0.	54,235.
US GOVERNMENT INTEREST	30,910.	0.	30,910.
TOTAL TO FM 990-PF, PART I, LN 4	684,032.	929.	683,103.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	160,409.	104,266.		56,143.
TO FM 990-PF, PG 1, LN 16A	160,409.	104,266.		56,143.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	5,000.	3,250.		1,750.
TO FORM 990-PF, PG 1, LN 16B	5,000.	3,250.		1,750.

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
TRUSTEE COMPENSATION	56,910.	36,992.		19,918.
TO FORM 990-PF, PG 1, LN 16C	56,910.	36,992.		19,918.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	14,887.	0.		0.
FOREIGN TAX PAID	5,342.	5,342.		0.
TO FORM 990-PF, PG 1, LN 18	20,229.	5,342.		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	265.	0.		265.
TO FORM 990-PF, PG 1, LN 23	265.	0.		265.

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		452,931.	494,567.
TOTAL U.S. GOVERNMENT OBLIGATIONS			452,931.	494,567.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			452,931.	494,567.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	8,050,725.	13,813,966.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,050,725.	13,813,966.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	4,269,035.	4,727,868.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,269,035.	4,727,868.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ALANE H WALLIS;NUTTER MCCLENNEN & FISH LLP;155 SEAPORT BLVD. BOSTON MA 0211

TELEPHONE NUMBER

617-439-2498

FORM AND CONTENT OF APPLICATIONS

GUIDELINES AVAILABLE BY REQUEST 617-439-2458 OR @FILENEFOUNDATION.ORG

ANY SUBMISSION DEADLINES

MARCH 1 & SEPTEMBER 1

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS LIMITED TO NEW ENGLAND 1)CIVIC EDUCATION 2)HUMAN DEVELOPEMENT
3)BROADCASTING 4)PERFORMING ARTS

Statement of Assets: Inventory Value

Account: 0706176

LINCOLN & THERESE FILENE FOUNDATION INC.

As of 12/31/2011

010 Common Stock

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
T	AT&T INC		20,000 0000	$62,855 34	$30 24	$604,800 00
ABT	ABBOTT LABORATORIES		7,500 0000	$351,537 25	$56 23	$421,725 00
AXP	AMERICAN EXPRESS CO		7,500 0000	$63,588 95	$47.17	$353,775 00
AWK	AMERICAN WATER WORKS CO , INC		5,000 0000	$143,591.50	$31 86	$159,300 00
ADP	AUTOMATIC DATA PROCESSING INC		8,000.0000	$313,298.80	$54.01	$432,080 00
BMY	BRISTOL-MYERS SQUIBB CO		7,000 0000	$13,467 38	$35.24	$246,680 00
CB	CHUBB CORP		8,000 0000	$152,555 00	$69 22	$553,760 00
CSCO	CISCO SYSTEMS, INC		14,000 0000	$294,017 30	$18 08	$253,120 00
DD	E I DUPONT DENEMOURS & CO		4,500 0000	$199,631 25	$45 78	$206,010 00
DUK	DUKE ENERGY CORP		6,000 0000	$20,181 49	$22.00	$132,000 00
EMR	EMERSON ELECTRIC CO		10,000.0000	$147,959.61	$46 59	$465,900.00
XOM	EXXON MOBIL CORPORATION		8,000 0000	$50,308 88	$84 76	$678,080.00
GE	GENERAL ELECTRIC CO		21,000 0000	$84,979.56	$17.91	$376,110.00
HD	HOME DEPOT INC		8,000.0000	$216,407 20	$42.04	$336,320 00
INTC	INTEL CORP		18,000.0000	$180,518 34	$24 25	$436,500 00
IBM	INTERNATIONAL BUSINESS MACHINES		2,500 0000	$244,162 00	$183 88	$459,700 00
JPM	JPMORGAN CHASE & CO.		7,000 0000	$68,221 62	$33.25	$232,750 00
JNJ	JOHNSON & JOHNSON		8,000.0000	$48,591.25	$65 58	$524,640 00
KFT	KRAFT FOODS INC		10,000.0000	$293,585.00	$37 36	$373,600 00
MCD	MCDONALD'S CORP		6,000 0000	$269,249.00	$100 33	$601,980.00
MSFT	MICROSOFT CORP		15,000.0000	$385,706 25	$25 96	$389,400 00
NEE	NEXTERA ENERGY, INC.		3,500 0000	$187,449.50	$60 88	$213,080.00
PEP	PEPSICO INC		8,000 0000	$396,018 32	$66 35	$530,800 00
PFE	PFIZER INC		12,500 0000	$284,750 00	$21 64	$270,500 00
PG	PROCTER & GAMBLE CO		10,000 0000	$20,637 47	$66 71	$667,100.00
MMM	3M CO		3,000 0000	$252,198 00	$81 73	$245,190 00
UTX	UNITED TECHNOLOGIES CORP		3,000.0000	$198,179 10	$73 09	$219,270 00
WMT	WAL-MART STORES, INC.		5,000 0000	$249,750 00	$59 76	$298,800.00

* All or part of value is unknown

Statement of Assets: Inventory Value

Account: 0706176

LINCOLN & THERESE FILENE FOUNDATION INC.

As of 12/31/2011

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
WFC	WELLS FARGO & COMPANY		10,000 0000	$78,060 87	$27.56	$275,600 00
			Total	$5,271,456.23		$10,958,570.00
030 Foreign Stock						
RDS A	ROYAL DUTCH SHELL PLC - ADR A		7,000 0000	$367,824 80	$73 09	$511,630 00
SLB	SCHLUMBERGER LTD		5,000 0000	$315,308 70	$68.31	$341,550 00
			Total	$683,133.50		$853,180 00
040 Equity Mutual Funds						
IJH	I-SHARES S & P MIDCAP 400 INDEX FUND		6,000 0000	$460,750 00	$87.61	$525,660.00
IWM	I-SHARES RUSSELL 2000 INDEX FUND		4,000.0000	$279,510 00	$73.75	$295,000 00
			Total.	$740,260 00		$820,660 00
100 International Equity Mutual Funds						
EEM	I -SHARES MSCI EMERGING MARKET INDEX		5,000 0000	$197,733 60	$37.94	$189,700.00
EFA	I-SHARES MSCI EAFE INDEX FUND		12,000.0000	$757,212 68	$49 53	$594,360.00
			Total·	$954,946.28		$784,060 00
200 Corporate Bonds						
00206RAR3	AT&T INC NOTES 5 8% DUE 2/15/2019	2/15/2019	100,000.0000	$100,674.00	$118 00	$118,002 90
0258M0CY3	AMERICAN EXPRESS CREDIT CORP. NOTES (N/C) 7.30% DUE 8/20/2013	8/20/2013	100,000.0000	$100,454 00	$108 53	$108,525.90
057224AY3	BAKER HUGHES, INC NOTES 7 1/2% DUE 11/15/2018	11/15/2018	100,000 0000	$103,904.00	$131.92	$131,922 50
060505AU8	BANK OF AMERICA CORPORATION SR GLOBAL NOTES 5.125% due 11/15/2014	11/15/2014	250,000.0000	$251,544.24	$99.55	$248,887.25
084664BQ3	BERKSHIRE HATHAWAY FINANCE CORP NOTES 4 1/4% DUE 1/15/2021	1/15/2021	150,000 0000	$149,871 00	$108 97	$163,458.45
14912L4E8	CATERPILLAR FINANCIAL SERVICES CORP NOTES (N/C) 7 15% DUE 2/15/2019	2/15/2019	100,000.0000	$100,494.00	$128.08	$128,078 60
14912L4F5	CATERPILLAR FINANCIAL SERVICES CORP NOTES (N/C) 6 1/8% DUE 2/17/2014	2/17/2014	150,000.0000	$150,157 50	$110 72	$166,076 55
17275RAC6	CISCO SYSTEMS, INC NOTES 5 5% DUE 2/22/2016	2/22/2016	250,000 0000	$247,783 50	$116 37	$290,932.50
20825CAN4	CONOCOPHILLIPS NOTES 5.2% DUE 5/15/2018	5/15/2018	250,000 0000	$248,527 50	$116 41	$291,028 50
209111ET6	CONSOLIDATED EDISON CO OF NY 5 85% DUE 4/1/2018	4/1/2018	250,000.0000	$254,342 50	$122 00	$305,007.25
364725AC5	GANNETT CO, INC. NOTES (N/C) 6 375% DUE 4/1/2012	4/1/2012	250,000.0000	$253,929 77	$100 50	$251,250 00
369604AY9	GENERAL ELECTRIC CO NOTES (N/C) 5% due 2/01/2013	2/1/2013	250,000 0000	$250,181.52	$104 21	$260,523.76

Statement of Assets: Inventory Value

Account: 0706176

LINCOLN & THERESE FILENE FOUNDATION INC.

As of 12/31/2011

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
36962G2G8	GENERAL ELECTRIC CAPITAL CORP SENIOR NOTES (N/C) 5 4% DUE 2/15/2017	2/15/2017	250,000 0000	$251,885 00	$111 11	$277,765 25
38141GCG7	GOLDMAN SACHS GROUP, INC NOTES (N/C) 5 7% DUE 9/1/2012	9/1/2012	250,000.0000	$250,083.73	$101.76	$254,401 50
437076AP7	HOME DEPOT INC SENIOR NOTES 5 4% DUE 3/1/2016	3/1/2016	200,000 0000	$196,698.00	$115 50	$230,993 60
459200AL5	INTERNATIONAL BUSINESS MACHINES DEB 7 5% due 6/15/2013	6/15/2013	250,000 0000	$250,000 00	$109.85	$274,622 50
459200AM3	INTERNATIONAL BUSINESS MACHINES CORP DEB 7% DUE 10/30/2025	10/30/2025	100,000 0000	$102,499.00	$137 12	$137,118 50
59018YRZ6	MERRILL LYNCH & CO NOTES (N/C) 5 3% DUE 9/30/2015	9/30/2015	250,000.0000	$249,152.50	$96.10	$240,252 00
650111AE7	NEW YORK TIMES CO NOTES 5% due 3/15/2015	3/15/2015	150,000.0000	$150,000.00	$99 00	$148,500 00
78387GAP8	SBC COMMUNICATIONS, INC 5.1% DUE 9/15/2014	9/15/2014	250,000.0000	$249,312.50	$110 14	$275,361 00
822582AJ1	SHELL INT'L FINANCE BV (ROYAL DUTCH SHELL PLC GTD) NOTES 4 3% DUE 9/22/2019	9/22/2019	250,000.0000	$251,400.00	$116 03	$290,087 25
92343VAQ7	VERIZON COMMUNICATIONS, INC NOTES 8 3/4% DUE 11/1/2018	11/1/2018	100,000 0000	$106,141.00	$135.07	$135,072 60
			Total.	$4,269,035.26		$4,727,868.36

305 Fixed Income Mutual Fund

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
PAAIX	PIMCO ALL ASSET FUND		16,934.8010	$200,000.00	$11 54	$195,427.60
VBSSX	VANGUARD SHORT-TERM BOND INDEX - SIGNAL SHARES FUND# 1349		19,045 0940	$200,929.25	$10.61	$202,068 45
			Total	$400,929.25		$397,496 05

440 U S Government Agency Obligations

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
31331VWS1	FEDERAL FARM CREDIT BANK CONSOL SYSTEMWIDE BDS (N/C) 5 2% DUE 4/17/2014	4/17/2014	200,000 0000	$198,966.00	$110.64	$221,272 20
3133XGJ96	FEDERAL HOME LOAN BANK CONSOL BDS (N/C) 5 1/4% DUE 9/13/2013	9/13/2013	250,000 0000	$251,021.53	$108.13	$270,333 75
218388	GOV"T NAT"L MTG ASSN GTD PASS THRU CTF (POOL# 218388) 8% due 5/15/2017	5/15/2017	2,951 2000	$2,943 11	$100 34	$2,961 09
			Total	$452,930.64		$494,567 04

500 Money Market Funds

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
636	FEDERATED GOV'T OBLIGATION FUND #636		236,009 3300	$236,009.33	$1 00	$236,009 33
			Total·	$236,009.33		$236,009 33

Cash

	Cash			$500 00		$500 00
Grand Total				$13,009,200.49		$19,272,910 78

* All or part of value is unknown

Statement of Assets: Inventory Value

Account: 0706176

LINCOLN & THERESE FILENE FOUNDATION INC.

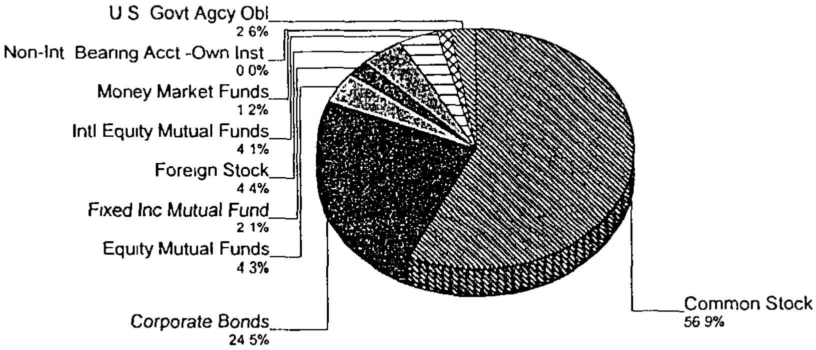
As of 12/31/2011

Nutter

Nutter McClennen & Fish LLP • Attorneys at Law

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value

Market Value by Asset Type



* All or part of value is unknown

LINCOLN AND THERESE FILENE FOUNDATION, INC.

Board of Directors

Heather C. Sears
31 Torrey Street
Dorchester, MA 02124
Term: 2009-2013

William L. Ladd
2082 West 29th Place
Los Angeles, CA 90018
Term: 2010-2014

G. Michael Ladd
509 Main Street
Wayne, ME 04284
Term: 2008-2012

Michael E. Mooney
Nutter McClennen & Fish, LLP
Seaport West
155 Seaport Boulevard
Boston, MA 02210

David J. Ladd
47 Ledyard Court
Stuart's Draft, VA 24477
Term: 2011-2015

Donna J. Ladd
47 Ledyard Court
Stuart's Draft, VA 24477
Term: 2009-2013

Kimberly R. Dietel
1350 Creek Ridge Crossing
Alpharetta, GA 30005
Term: 2010-2014

David A. Robertson, Jr.
335 Reed Avenue
Salt Lake City, UT 84103
Term: 2008-2012

John J. Robertson
8019 Iliff Drive
Dun Loring, VA 22027
Term: 2011-2015

Officers

Peter R. Brown, Treasurer and Secretary
Nutter McClennen & Fish, LLP
Seaport West
155 Seaport Boulevard
Boston, MA 02210-9628
Term: 2010-2012

Robert M. Ladd, Assistant Treasurer
P.O. Box 59
Manchester, ME 04351
Term: 2010-2012

G. Michael Ladd, President
509 Main Street
Wayne, ME 04284
Term: 2010-2012

David A. Robertson, Jr., Vice President
335 Reed Avenue
Salt Lake City, UT 84103
Term: 2010-2012

Benton C. Tolley, Assistant Treasurer
106 Moorings Park Drive, Apt C101
Naples, FL 34105
Term: **2010-2012**

Committee Chairman

Public Education and Broadcasting William L. Ladd
Civic Education, Donna Ladd
Human Development and Self Sufficiency, John D. Ladd
Music Education and Performing arts, Lincoln F Ladd
Investment Committee, J. Scott Ladd
Planning and Development, Kimberly R. Dietel

Lincoln and Therese Filene Foundation, Inc.

Board of Directors and Officers

Board Member	**Term Begin**	**Term End**	
G. Michael Ladd	2008	2012	
David A. Robertson, Jr.	2008	2012	
Heather C. Sears	2009	2013	
Donna J. Ladd	2009	2013	
William L. Ladd	2010	2014	
Kimberly R. Dietel	2010	2014	
David J. Ladd	2011	2015	
John J. Robertson	2011	2015	
Michael E. Mooney			
Recent Past Board Members			
Kimberly R. Dietel	2004	2008	
David J. Ladd	2004	2008	
Jenifer Austin	2005	2009	
J. Scott Ladd	2005	2009	
John D. Ladd	2006	2010	
John J. Robertson	2006	2010	
Robert D. Ladd	2007	2011	
Jason D. Hill	2007	2011	
Officers			
G. Michael Ladd	2010	2012	President
David A. Robertson, Jr.	2010	2012	Vice President
Peter R. Brown	2010	2012	Treasurer/Secretary
Benton C. Tolley	2010	2012	Assistant Treasurer
Robert M. Ladd	2010	2012	Assistant Treasurer

[redacted]

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions LINCOLN & THERESE FILENE FOUNDATION, INC #0706176	Employer identification number (EIN) or ☒ 23-7423946
	Number, street, and room or suite no If a P O box, see instructions NUTTER MCCLENNEN & FISH LLP PO BOX 51400	Social security number (SSN) ☐
	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) 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 ▶ NUTTER, MCCLENNEN & FISH, LLP SEAPORT WEST, 155 SEAPORT BLVD - BOSTON, MA 02210-2604

  Telephone No ▶ 617-439-2000 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, 2012 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☒ calendar year 2011 or

▶ ☐ tax year beginning __________, and ending __________.

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	$ 16,680.
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	$ 16,680.
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.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 1-2012)

123841
01-04-12