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SCANNED DEC 1 4 2012

# Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation undation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

		dar year 2019 or tax year beginning JUL	1, 2011	, and ending	JUN 30, 2012	2
		fourtidation		,	A Employer identification	
1401	10 01	Tobilidation				
TWO SISTERS AND A WIFE FOUNDATION, INC.					26-4607134	<u> </u>
		nd street (or P O box number if mail is not delivered to street			B Telephone number	
С	/0	SARA WHITMAN 10 BLUEBE	RRY CIRCLE		617-909-23	353
City	orto	own, state, and ZIP code		<del></del>	C If exemption application is	pending, check here
		ron, MA 02462			, , , , , , , , , , , , , , , , , , , ,	<b>J.</b>
		all that apply Initial return	Initial return of a fo	rmer public charity	D 1 Foreign organization	s, check here
_		Final return	Amended return			
		X Address change	Name change		Foreign organizations m 2. check here and attach c	eeting the 85% test, omputation
H C	heck	type of organization X Section 501(c)(3) ex	empt private foundation		  E   If private foundation sta	atus was terminated
	_	ر المعتبر المع	Other taxable private founda		under section 507(b)(1	
1 Fa		rket value of all assets at end of year   J   Accounting		Accrual	F If the foundation is in a	
			her (specify)		under section 507(b)(1	~ 1 1
Þ		10,629,785. (Part I, colui		pasis)		
Pa	ırt l	Analysis of Revenue and Expenses	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements
		Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	expenses per books	` ´ Income	income	for charitable purposes (cash basis only)
		Contributions, gifts, grants, etc., received	0.		N/A	
	l .	Check X if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	259,735.	241,203.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
A)	6a	Net gain or (loss) from sale of assets not on line 10	-271,148.			
ž	b	Gross sales price for all assets on line 6a 2,993,993.				
Revenue	7	Capital gain net income (from Part IV, line 2)		0.		
m.	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	-11,413.	241,203.		
	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
un.	15	Pension plans, employee benefits				
ışe		Legal fees STMT 2	2,500.	2,500.		0.
per		Accounting fees STMT 3	2,760.	1,380.		0.
and Administrative Expenses		Other professional rees RECEIVED	22,333.	20,741.	ļ	0.
tive	l		10 000			<u> </u>
tra	18	Taxes STMT 5	8,963.	4,592.	<del>                                     </del>	0.
inis	19	Depreciation and depending DEC 1 4 2012 Occupancy	IO I			
Ę	20		TE SE		ļ	<del> </del>
Ϋ́Þ	21	Travel, conferences, and meetings				<del> </del>
au	22	Printing and publications OGDEN, UT	04 000	70.00	<del> </del>	<del> </del>
Operating	23	Other expenses STMT 6	84,022.	78,081.		0.
rat	24	Total operating and administrative	120 570	107 004		
ď		expenses Add lines 13 through 23	120,578.	107,294.	<u> </u>	1 001 000
_	25	Contributions, gifts, grants paid	1,001,000.			1,001,000.
	26	Total expenses and disbursements.	1 101 570	107 204		1 001 000
		Add lines 24 and 25	1,121,578.	107,294.	<u> </u>	1,001,000.
	İ	Subtract line 26 from line 12	1 122 001			
	l	Excess of revenue over expenses and disbursements	-1,132,991.	100 000	<u> </u>	
	1	Net investment income (if negative, enter -0-)		133,909.	1 27/2	-
1226		Adjusted net income (if negative, enter -0-)			N/A	

123-01 LHA For Paperwork Reduction Act Notice, see instructions.

<u>For</u>	m 99	0-PF(2011) TWO SISTERS AND A WIFE	FOUNDATION, IN		5-460/134 Page 2
P	art	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	(b) Book Value	d of year (c) Fair Market Value
_			312,236.	1,832	
		Cash - non-interest-bearing	1,884,461.	928,054	
		Savings and temporary cash investments	1,004,401.	920,034	320,034:
	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			
ets	1	Inventories for sale or use			
Assets		Prepaid expenses and deferred charges			
⋖	10a	Investments - U.S. and state government obligations STMT 7	2,636,335.	2,319,45	
	b	Investments - corporate stock STMT 8	4,519,440.	4,581,159	
	C	Investments - corporate bonds STMT 9	621,500.	730,099	738,644.
	11	Investments - land, buildings, and equipment basis			
	İ	Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis		,	
		Less accumulated depreciation			
	15	Other assets (describe ► STATEMENT 10)	0.	200,000	200,000.
	16	Total assets (to be completed by all filers)	9,973,972.	8,760,60	1. 10,629,785.
	17	Accounts payable and accrued expenses		<u> </u>	
	18	Grants payable		<del></del>	
s	19	Deferred revenue			7
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons		<del></del>	-
ΞĢ	21	Mortgages and other notes payable			
Ξ.	1	Other liabilities (describe			
					<del></del>
	23	Total liabilities (add lines 17 through 22)	0.	(	o <b>.</b>
_		Foundations that follow SFAS 117, check here			~
		and complete lines 24 through 26 and lines 30 and 31.			
es	24	Unrestricted			
Ę.	25	Temporarily restricted		·	
3918		Permanently restricted			
Net Assets or Fund Balances	20	Foundations that do not follow SFAS 117, check here			_
Fu		and complete lines 27 through 31.			
ō	27	Capital stock, trust principal, or current funds	8,917,341.	8 836 96	1
ets	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	8,836,963	<del></del>
ASS	29	Retained earnings, accumulated income, endowment, or other funds	1,056,631.	-76,360	į
et /	1	-	9,973,972.	8,760,60	
Ž	30	Total net assets or fund balances	9,913,912.	0,700,00.	<u> </u>
	04	Total lightiffice and get access found belower	9,973,972.	8,760,60	1
	31	Total liabilities and net assets/fund balances		0,700,00	L •
P	art	Analysis of Changes in Net Assets or Fund E	Balances		
1	Tota	net assets or fund balances at beginning of year - Part II, column (a), line	30		
		st agree with end-of-year figure reported on prior year's return)	1 9,973,972.		
		r amount from Part I, line 27a		$\frac{1}{2}$ -1,132,991.	
		r increases not included in line 2 (itemize)		ŀ	$\frac{2}{3}$ 0.
		lines 1, 2, and 3			8,840,981.
		eases not included in line 2 (itemize) ADJUSTMENT OF	ORIGINAL TRANS	FER BASTS	5 80,380.
		net assets or fund balances at end of year (line 4 minus line 5) - Part II, c		THE DESCRIPTION	6 8,760,601.
<u> </u>	. 014	0,700,001.			

TWO SISTERS AND A WIFE FOUNDATION, INC.

Part IV	Capital Gains	and Los	ses for lax on in	vestmen	Income						
			(s) of property sold (e g common stock, 200 shs			(b) Ho P - I D -	w acquired Purchase Donation	1 (	c) Date a (mo , da	icquired ay, yr )	(d) Date sold (mo , day, yr )
1a NOR'	THSTAR ASSE	T MAN	AGEMENT, IN	C S	EE				•		
	ACHED						P	V	ARI	วบร	12/31/11
	THSTAR ASSE	T MAN	AGEMENT, IN	C S	EE	·		_			
d ATT	ACHED						P	V	ARI	ous	12/31/11
<u>e</u>		<del> </del>	<del></del>			L.,					
(e) Gross sales price  (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (or allowable) plus expense of sale (e) plus (f) minus (g)											
b b	1,772,690.				1,845,59	3.					-72,903.
d	1,221,303.				1,419,54	8.				-	-198,245.
Comple	ete only for assets showing	20 0310 10 00	lumn /h) and owned by t	the foundation	on 12/21/60			41). (	2 (0	-1 /5\	
Comple	te only for assets shown	1			<del></del>					ol (h) gain ot less tha	
(ı) F N	/IV as of 12/31/69		Adjusted basis s of 12/31/69		cess of col (i) col (j), if any					(from col	
a					(),,,						
b			<del></del>								-72,903.
											, , , , , , , , , , , , , , , , , , , ,
d			-								-198,245.
е											······································
2 Capital g	ain net income or (net ca	apital loss)	If gain, also enter lf (loss), enter -0-	in Part I, line - in Part I, line	7 7	}	2		•		-271,148.
3 Net shor	t-term capital gain or (lo	ss) as define	`								
	ilso enter in Part I, line 8,		a iii 300000113 1222(3) aii	u (0)							
If (loss),	enter -0- in Part I, line 8					J_	3			N/A	<u> </u>
Part V	Qualification U	Inder Se	ction 4940(e) for	Reduced	Tax on Net	Inve	stment	Inco	me		
(For optiona	al use by domestic private	e foundation	s subject to the section 4	1940(a) tax оп	net investment in	icome )					
If section 49	940(d)(2) applies, leave t	his nart blan	k								
	indation liable for the sec					riod?					Yes X No
	foundation does not qua										<del></del>
1 Enter th	e appropriate amount in	each column		actions before	making any entrie				1		(d)
Colondar	(a) Base period years	22.12/	(b) Adjusted qualifying dist	ributions	Net value of no	(C) ncharit:	ahla-usa as	este	1 .	Distri	bution ratio
Calendar	year (or tax year beginni	ng m)		8,758.	14CL VAIDE OF TO		803,2			col (b) div	uded by col (c)) • 045776
	2010 2009			4,895.			349,4		<u> </u>	<del></del> -	.052933
	2008		- 17	0.			322,4				.000000
	2007		·		<del></del>		J22,7	05.			.000000
	2006				···				<u> </u>		
	2000								-		
2 Total of	line 1, column (d)								2		.098709
	distribution ratio for the	5-vear base	period - divide the total o	on line 2 by 5	or by the number	of vear	c				.030703
	dation has been in existe				o. o,	or you.			3		.032903
			•								
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5					4	1	0,640,019.				
5 Multiply line 4 by line 3					5		350,089.				
<b>6</b> Enter 1%	6 of net investment incon	ne (1% of Pa	art I, line 27b) .						6		1,339.
7 Add lines	s 5 and 6								7		351,428.
8 Enter qu	alifying distributions fron	n Part XII, lin	ne 4						8		1,201,000.
If line 8 i	s equal to or greater than Part VI instructions	line 7, chec	k the box in Part VI, line	1b, and comp	lete that part using	g a 1%	tax rate				

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see	7 <u>134</u> instru		Page 4 ns)
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 X and enter 1%		1,3	39.
of Part I, line 27b			
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-)			0.
3 Add lines 1 and 2		1,3	39.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-		1,3	39.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011 6a 3,000.			
b Exempt foreign organizations - tax withheld at source 6b			
c Tax paid with application for extension of time to file (Form 8868)			
d Backup withholding erroneously withheld 6d			
7 Total credits and payments Add lines 6a through 6d		3,0	00.
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		·	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid   10		1,6	61.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 1,661. Refunded 11			0.
Part VII-A Statements Regarding Activities	· ,		
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in		Yes	No
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)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or			
distributed by the foundation in connection with the activities			
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
(1) On the foundation ► \$ (2) On foundation managers ► \$			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation			
managers ► \$O .			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or			
bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		Х
b If "Yes," has it filed a tax return on Form 990-T for this year?  N/A	4b		ļ <u>.</u>
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T			
Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
By language in the governing instrument, or      By state language that effectively among to the annual state of the			
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	<u> X</u>	
7 Did the foundation have at least \$5,000 in assets at any time during the year?	7	Х	,,,,
If "Yes," complete Part II, col. (c), and Part XV			
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	Х	
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	•	Х
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-B   Statements Regarding Activities (continued)	orm	990-PF(2011) TWO SISTERS AND A WIFE FOUNDATION, INC. 26-460	7134	1	Page 5
section \$12(0)(13)? If "res", attach schedule (see instructions)  If "Yes", attach statement (see instructions)  If "Yes", attach statement (see instructions)  To the foundation amake a distribution to a dinor advised fund over which the feundation or a disqualified person had advisory privileges?*  If "Yes", attach statement (see instructions)  To the foundation amake a distribution to a dinor advised fund over which the feundation or the foundation amake and instructions of the foundation amake and instructions of the foundation amake and instructions of the foundation amake and instructions of the foundation amake and instructions of the foundation have an interest incress of caused during the year  16. At any time during calendar year 2011, and the foundation have an interest in or a signature of officer authority over a bank, security, or the foundation have an interest in or a signature of officer authority over a bank, security. See the instructions for exceptions and filling requirements for Form TDF 90-22 1 if "Yes", enter the name of the formation of exceptions and filling requirements for Form TDF 90-22 1 if "Yes", enter the name of the formation of the foundation have an interest in or a signature of officer authority over a bank, security. See the instructions for exceptions and filling requirements for Form TDF 90-22 1 if "Yes", enter the name of the formation of the foundation in a foregroup output.  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  File Form 4720 if any item is checked in the "Yes" column, unless and exception applies.  File Form 4720 if any item is ch	Pa	rt VII-A Statements Regarding Activities (continued)			
12 Dot the foundation make a distribution to a disort advested fund over which the freindation or a disqualified person had advestey privileges?  13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?  Washes address ► N/A  13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?  Washes address ► N/A  15 Debost are care of ► NORTHSTAR ASSET MANAGEMENT  To be looks are care of ► NORTHSTAR ASSET MANAGEMENT  To be looks are care of ► NORTHSTAR ASSET MANAGEMENT  To be looks are care of ► NORTHSTAR ASSET MANAGEMENT  To be looks are care of ► NORTHSTAR ASSET MANAGEMENT  To be looks are care of ► NORTHSTAR ASSET MANAGEMENT  To be looks are care of ► NORTHSTAR ASSET MANAGEMENT  To be looks are care of ► NORTHSTAR ASSET MANAGEMENT  To be looks are care of ► NORTHSTAR ASSET MANAGEMENT  To be looks are care of ► NORTHSTAR ASSET MANAGEMENT  To be looks are care of ► NORTHSTAR ASSET MANAGEMENT  To be look are care of ► NORTHSTAR ASSET MANAGEMENT  To be looks are care of ► NORTHSTAR ASSET MANAGEMENT  To be look are care of ► NORTHSTAR ASSET MANAGEMENT  To be look are care of ► NORTHSTAR ASSET MANAGEMENT  To be look are care of ► NORTHSTAR ASSET MANAGEMENT  To be look are care of ▶ NORTHSTAR ASSET MANAGEMENT  To be look and the second of the look and the care was a second to or the form of the look and the looks and the second of the look and the looks and the looks are care to be asset on the look of the look and the looks and the looks and the looks and the looks and the looks and the looks are carefully asset of the looks and the looks are carefully asset of the looks and the looks and the looks are carefully asset to a department of the looks are carefully asset to a department of the looks are carefully asset to a department of the looks are carefully asset to a department of the looks are carefully asset to a department of the looks are carefully asset to a look and the looks are carefully asse	11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
If "Yes" affacts a fastwered (see instructions)  If Did the formulation comply with the public inspection requirements for its annual returns and exemption applications?  Website address > N/A  If The books are in care of > NORTHSTAR ASSET MANAGEMENT  Section 497(a)(1) nonexempt characteristic time form 950-FP in lieu of Farm 1941 - Check here and returns and or international trains time form 950-FP in lieu of Farm 1941 - Check here and returns and or international trains times form 950-FP in lieu of Farm 1941 - Check here and returns the amount of train-exempt interest received or accused during the year  15. Section 497(a)(1) nonexempt characteristic times form 950-FP in lieu of Farm 1941 - Check here and returns the amount of train-exempt interest received or accused during the year  16. At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank.  See the instructions for exceptions and filing requirements for Form 10F 90-22.1 if "Yes," enter the name of the formation of the second of the instructions for exception and filing requirements for Form 10F 90-22.1 if "Yes," enter the name of the formation of the instructions for exceptions and filing requirements for Form 10F 90-22.1 if "Yes," enter the name of the formation of the instructions for exception and filing requirements for Form 10F 90-22.1 if "Yes," enter the name of the formation of the formation of the instructions for exception and the "Yes" of the formation of the formation of the formation of the formation of the formation of the formation of the formation of the formation of the formation of the formation of the formation of the formation of the formation of the formation of the formation of the formation of the formation of the formation of property with a dequalited person?  (1) First form 4720 if any the case of a dequalited person of the formation agreed to make a grant to or to employ the official for a pendid after termination of government formation of the formation of the		section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		_X_
3 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?	1 1		
Website address ► M/A  1 The books are in care of ► NORTHSTAR ASSET MANACEMENT  1 Telephone no ► 617-522-2635  1 The books are in care of ► NORTHSTAR ASSET MANACEMENT  1 Section 4947(a)(1) nonsempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and earlier the amount of tax-exempt interest reavered accraced during the year  1 At any bried during calendar year 2011, dot the foundation have an interest in or a signature of other authority over a bank, society in the foundation have an interest in or a signature of other authority over a bank, society in the foundation have an interest in or a signature of other authority over a bank, society in the foundation have an interest in or a signature of other authority over a bank, society in the foundation have an interest in or a signature of other authority over a bank, society in the foundation have an interest in or a signature of other authority over a bank, society in the foundation have an interest in or a signature of other authority over a bank, society in the foundation and the foundation (self-order) or foundation for the foundation have an interest in or a signature of other authority over a bank, society in the foundation and the foundation (self-order) or foundation and the foundation (self-order) or foundation and the foundation (self-order) or foundation and the foundation (self-order) or foundation (self-order) or foundation (self-order) or foundation and the foundation (self-order) or foundation and the foundation and of self-order) or foundation and the foundation and of self-order) or foundation and an a grant for or to employ the foundation of self-order or self-order or self-order or self-order or self-order or self-order or self-order or self-order order or		If "Yes," attach statement (see instructions)	12		X
14. The books are in crare of ▶ NORTHSTAR ASSET MANACEMENT   Located at ▶ P. O. BOX 301840, BOSTON, MA   Security   Secu	13		13	X	
Located at P.P. O. BOX 301840 p. BOSTON, MA  ZIP44 \$02130-0016  Section 4947(a)(1) nonexempt chartable trusts filing Form 990-Pr in leu of Form 1041 - Check hers and an effect the amount of bux-exampt interest noiseway or accred during the year and effect the amount of bux-exampt interest noiseway or accred during the year and effect the amount of bux-exampt interest noiseway or accred during the year and effect the amount of bux-exampt interest noiseway or accred during the year of the name of the foreign country. Proceedings of the instructions for exceptions and filing requirements for Form 10F 50-221 if "Yes," either the name of the foreign country. Proceedings of the instructions for exception and filing requirements for Form 10F 50-221 if "Yes," either the name of the foreign country. Proceedings of the instructions for exception and filing requirements for Form 10F 50-221 if "Yes," either the name of the foreign country. Proceedings of the foreign of the forei					
15 Section 4947(a)(1) nonexampt charaltable trusts filing form 990-PF in the of Form 1941 - Check here and enter the amount of tax-exempt interest received or accrued during the year and enter the amount of tax-exempt interest received or accrued during the year 15 At any time during calendar year 2011, did the foundation have an interest for a signature of other authority over a bank.  15 At any time during calendar year 2011, did the foundation have an interest for Form 10F 90-22 1 if Yes," enter the name of the foreign country.  16 A Yes No securities, or other financial account in a foreign country.  18 Peart VIII-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.  10 During the year did the foundation (either directly or indirectly).  11 Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnans goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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)?  (5) Agree to pay money or property to a government official? (Exception Check No* of the foundation agree of to make a grant to or to employ the official for a penied after termination of government service, if terminating within 90 days.)  15 If any answer is "Yes" to 11(1)(5), did any of this acts a to qualify under the exceptions described in 12 and 12	14				1.
and enter the amount of tar-exempt interest received or accrued during the year  8 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank,  9 Yes No 8 Securities, or other financial account in a foreign country?  8 See the instructions for exceptions and filling requirements for Form TD F 90-22 1 if "Yes," enter the name of the foreign country.  9 Part VII-B.   Statements Regarding Activities for Which Form 4720   May Be Required  FILE Form 4720 if any litem is checked in the "Yes" column, unless an exception applies.  1 During the year of the foundation (either directly or indirectly)  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Brown money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, all disqualified person?  (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 (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available or property to a government official? (Exception Check No*  If the foundation area of the foundation and person and the creation of the foundation of the acceptance of the foundation			2130-	-00	10
16 At any time during calendary year 2011, did the foundation have an interest in or a signature of other authority over a bank, securities, or other financial account in a foreign country?  ■ Part VII-B   Statements Regarding Activities for Which Form 4720 May Be Required  File Form 4720 if any time is checked in the "Yes" column, unless an exception applies.  1 a During the year did the foundation (either directly or molicetly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation (i.o. or pay or reimbruse the expenses of, a disqualified person?  (5) Furnish any immore or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  (6) Agree to pay money or property to a government official? (Exception Check *No* of the toundation agreed to make a grant to or to employ the official for a penod after termination of government service, if terminating which are subject to the first day of the tax year beginning in 2011?  10) If the foundation engage in a prior year in any of the acts described in 1s, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?  11) Art the end of tax year 2011, did the foundation have any undistributed mome (times 6d and 6e) Part XIII) for tax year(s) beginning before 2011?  11) If Yes, if the years is tested in 2a for which the foundation have any undistributed mome (times 6d and 6e) Part XIII) for tax year(s) beginning before 2011?  11) If Yes, if the theorem of the second of the second of the second se	15		NT.	/ 7\	
security. 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.  1 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?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept them) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or remburse the expenses of, a disqualified person?  (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)?  (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, it terminating within 90 dusy?  (b) If any answer is "Yes" to 14(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 444(10)/3 or in a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  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(1)(3) or 14942(1)(3)	16	· · · · · · · · · · · · · · · · · · ·			NI.
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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 )  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 (see instructions)?  Organizations relying on a current notice regarding disaster assistance check here  b 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?  7 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(i)(3) or 4942(i)(5))  a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?  If "Yes," list the years  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)  If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  Are during the year?  If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  Are during the year?  If yes, X No  If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  Are during the year?  If yes, X No  If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  Are during the year?  If yes, X No  If yes,				1	
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had not been removed from jeopardy before the first day of the tax year beginning in 2011?  4b X			4a		
	-	had not been removed from jeopardy before the first day of the tax year heringing in 20112	1	1	Y
				<b>PF</b> /2	

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)	
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."	
(a) Name and address of each person paid more than \$50,000 (b) Type of service	(c) Compensation
NONE	
Total number of others receiving over \$50,000 for professional services	<b>D</b> 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	Expenses
number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Схрепзез
1N/A	
2	
3	
4	
D IN D	
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	Amount
SEE STATEMENT 11	100,000.
2 SUN INITIATIVE PROVIDES FORECLOSED HOMEOWNERS WITH A FIXED	
RATE MORTGAGE AND HELP TO BUILD UP RESERVES.	100.000
All other program-related investments See instructions	100,000.
3	
Total. Add lines 1 through 3	<b>≥</b> 200,000.
	Form <b>990-PF</b> (2011)

Page 8 Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions.) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes 8,984,653. a Average monthly fair market value of securities 1a  $\overline{1,817,397}$ . Average of monthly cash balances 1b b Fair market value of all other assets 10 10,802,050. 1d d Total (add lines 1a, b, and c) Reduction claimed for blockage or other factors reported on lines 1a and 0. 1c (attach detailed explanation) 1e Acquisition indebtedness applicable to line 1 assets 10,802,050. 3 3 Subtract line 2 from line 1d 162,031. Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 10,640,019. Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4 5 532,001. Minimum investment return Enter 5% of line 5 Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain Part XI foreign organizations check here 

and do not complete this part ) 532,001. Minimum investment return from Part X, line 6 Tax on investment income for 2011 from Part VI, line 5 Income tax for 2011 (This does not include the tax from Part VI) 1,339 Add lines 2a and 2b 20 C 530,662 3 Distributable amount before adjustments. Subtract line 2c from line 1 3 Recoveries of amounts treated as qualifying distributions 4 530,662 5 Add lines 3 and 4 5 Deduction from distributable amount (see instructions) 6 Б 530,662 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1. 7 Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes 1,001,000. 200,000. Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 1a Program-related investments - total from Part IX-B 16 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 Amounts set aside for specific charitable projects that satisfy the Suitability test (prior IRS approval required) 3a Cash distribution test (attach the required schedule) 3ь Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 1,201,000. 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b 1,339. 5 Adjusted qualifying distributions Subtract line 5 from line 4 6

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

Form **990-PF** (2011)

4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

,	(a)	(b)	(c)	(d)
	Corpus	Years prior to 2010	2010	2011
1 Distributable amount for 2011 from Part XI,	·	······		· · · · · · · · · · · · · · · · · · ·
line 7		1		530,662.
2 Undistributed income, if any, as of the end of 2011				······································
a Enter amount for 2010 only			58,947.	
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				
8 From 2010	0			
f Total of lines 3a through e	0.			·
4 Qualifying distributions for 2011 from				•
Part XII, line 4 ▶ \$ 1,201,000.			50.047	
a Applied to 2010, but not more than line 2a			58,947.	
b Applied to undistributed income of prior				
years (Election required - see instructions)		0.		<del></del>
c Treated as distributions out of corpus	0			
(Election required - see instructions)	0.			F 20 660
d Applied to 2011 distributable amount	611,391.			530,662.
e Remaining amount distributed out of corpus	011,391.			· · · · · · · · · · · · · · · · · · ·
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.	,	I		
2 Corpus Add lines 3f, 4c, and 4e Subtract line 5	611,391.			
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		i	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		<b>{</b>		
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.		1		
Subtract lines 7 and 8 from line 6a	611,391.			
O Analysis of line 9				
a Excess from 2007				
b Excess from 2008		*	1	
c Excess from 2009	1	***************************************	1	
d Excess from 2010 e Excess from 2011 611,391.		•		
e Excess from 2011 611, 391.				

		WIFE FOUNDA		26-46	U/134 Page IU
Part XIV Private Operating F			I-A, question 9)	N/A	
1 a If the foundation has received a ruling of					
foundation, and the ruling is effective fo			▶ ∟		
b Check box to indicate whether the found		ng foundation described		4942(j)(3) or 49	42(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years	L	
income from Part I or the minimum	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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					1
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 Info	rmation (Comple	ete this part only	if the foundation	had \$5,000 or mo	ore in assets
at any time during t	he year-see inst	ructions.)			
1 Information Regarding Foundation	n Managers:				
a List any managers of the foundation wh	o have contributed more	than 2% of the total con	tributions received by the	foundation before the clos	se of any tax
year (but only if they have contributed in	nore than \$5,000) (See s	section 507(d)(2) )			
NONE	·				
b List any managers of the foundation wh			(or an equally large ports	on of the ownership of a pa	artnership or
other entity) of which the foundation ha	s a 10% or greater intere	est			
NONE					
2 Information Regarding Contribut					
Check here 🕨 🗓 if the foundation of	nly makes contributions	to preselected charitable	organizations and does r	not accept unsolicited requ	ests for funds If
the foundation makes gifts, grants, etc	(see instructions) to indi	viduals or organizations	under other conditions, co	omplete items 2a, b, c, and	! <b>d</b>
a The name, address, and telephone num	ber of the person to who	m applications should be	e addressed		
b The form in which applications should b	ne submitted and inform:	ation and materials they s	hould include		
c Any submission deadlines					
d Any restrictions or limitations on awards	s, such as by geographic	al areas, charitable fields	, kinds of institutions, or (	other factors	
123601 12-02-11					Form <b>990-PF</b> (2011)

Part XVI-A	Analysis of Income-Produci	na Activities
	Allalysis of moonic i roddon	ing riournities

Enter gross amounts unless otherwise indicated	Unrelated	business income		by section 512, 513, or 514	(e)
•	(a)	(b)	(c) Exclu-	(d)	Related or exempt
1 Program service revenue	Business code	Amount	sion	Amount	function income
a					
b					
	T				
d	1 1				
e	1 1				
1					
q Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
4 Dividends and interest from securities			14	259,735.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal					
property					
7 Other investment income					
8 Gain or (loss) from sales of assets other					
than inventory			18	-271,148.	
9 Net income or (loss) from special events					
O Gross profit or (loss) from sales of inventory					
1 Other revenue					-
a	_			_	
b		<u> </u>			
C					
d	1 1				
e					
2 Subtotal Add columns (b), (d), and (e)		(	0.	-11,413.	
3 Total. Add line 12, columns (b), (d), and (e)				13	4 4 4 4
See worksheet in line 13 instructions to verify calculations	)				

Part XVI-B	Relationship of A	Activities to the A	Accomplishment o	f Exempt Puri	oses
------------	-------------------	---------------------	------------------	---------------	------

<b>▼</b>	the foundation's exempt purposes (other than by providing funds for such purposes)						

		Exempt Organ		_	- <del></del>		<del></del>			
					g with any other organization		on 501(c) of		Yes	No
					7, relating to political organ	iizations?				
<b>a</b> Tra	ınsfers 1	from the reporting founda	ation to a noncharita	ible exempt org	janization of					.,,
(1)	Cash							1a(1)		X
٠,	Other							1a(2)		X
-		sactions						4		v
٠,		of assets to a noncharital	· -					1b(1)		X
٠,		ases of assets from a nor		organization				1b(2)		X
٠.		I of facilities, equipment,						1b(3)		X
٠,		oursement arrangements						1b(4)		X
		or loan guarantees						1b(5)		X
٠,		rmance of services or me		-				1b(6)		X
	_	facilities, equipment, ma	-			waya ahaw tha fare a	and the second	1c		
					dule Column <b>(b)</b> should al ed less than fair market valu				ets,	
		) the value of the goods,			eu 1655 tilali tali filatket valt	ie ili aliy transaction	or snamy arrangement,	2110W III		
(a) Line r		(b) Amount involved			exempt organization	(d) Description	of transfers, transactions, and	d shanno an	rangeme	ents
(4) 21110 1		(b) / middle mivojvod	(6)	N/A		(4) 3000 11511011	or dansion, dansagrans, or			
		<del></del>	<del></del>	- 11/ 11		<del></del>				
	_					<del></del>				
	_							<del></del>		
	+									
	+	<del></del>	<u> </u>							
										_
		· · · · · · · · · · · · · · · · · · ·								•
2a is 1	the four	idation directly or indirect	tly affiliated with, or	related to, one	or more tax-exempt organi	zations described				
ın :	section	501(c) of the Code (othe	r than section 501(c	:)(3)) or in sect	ion 527?			Yes	X	] No
b If"	Yes," co	implete the following sch								
		(a) Name of org	janization		(b) Type of organization		(c) Description of relation	ship		
		N/A								
						<u> </u>	<del></del>			
	T	<del></del>	<del></del>			<u> </u>				
					g accompanying schedules and n taxpayer) is based on all inform		has any knowledge	lay the IRS		
Sign		AX MIL	- do	A.	1		, , , , , , , , , , , , , , , , , , ,	eturn with th hown below	(see ins	
Here	· -	Je Will	0000	7.6				X Yes	L	_l No ∣
	Sign	ature of officer or trustee	<del></del>	Branarar'a a	Date	Title	Chook Tit DTIN			
		Print/Type preparer's na	21116	Preparer's si	ignature ✓	Date	Check if PTIN self- employed	1		
Paid		LISA G. BE	יווא א נווי	11/20	U Sollan	10/2/2011		10622	676	
Prep	arer	Firm's name ► OWE		7	I MAMIC	Firm's EIN ▶ 06-1	0633			
Use		Finn shame FOWE	IND & COM	יראי דור	C		FIRM'S EIN POOD	.3122	70	
U36 1	<b>∵</b>	Firm's address ▶ 69	5 BLOOME	TETD AV	ENUE	<u> </u>	<del> </del>			<u> </u>
			OOMFIELD,				060	-769-	<b>۵</b> ۵ -	Λ
				, 01 00	002		<del></del>			
							F	orm <b>990</b>	1-PF (	2011)

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, show any relationship to any foundation manager Recipient Foundation Purpose of grant or Amount status of contribution Name and address (home or business) recipient or substantial contributor MASS EQUALITY EDUCATION GENERAL PURPOSE 262 WASHINGTON STREET BOSTON, MA 02108 150,000. NATIONAL GAY & LESBIAN TASK FORCE GENERAL PURPOSE 1325 MASS. AVENUE, NW WASHINGTON, DC 20005 25,000. GILL FOUNDATION GENERAL PURPOSE 2215 MARKET STREET DENVER, CO 80205 25,000. CITY ON A HILL GENERAL PURPOSE 58 CIRCUIT STREET ROXBURY, MA 02119 1,000. ARTS ENGINE GENERAL PURPOSE 145 WEST 24TH STREET NEW YORK, NY 10011 25,000. CAMP ARANU'TIO GENERAL PURPOSE P. O. BOX 620141 NEWTON LOWER FALLS, MA 02462 5,000. EQUALITY MAINE GENERAL PURPOSE 550 FOREST AVENUE PORTLAND ME 04101 50,000. CHELSEA COLLABORATIVE GENERAL PURPOSE 318 BROADWAY CHELSEA, MA 02150 40,000. Total from continuation sheets 321,000.

FORM 990-PF DIVIDEND	S AND	INTER	EST FROM	SECUF	RITIES	STATEMENT	1
SOURCE		GROSS	AMOUNT		TAL GAINS	COLUMN (A) AMOUNT	
MORGAN STANLEY-DIVIDENDS MORGAN STANLEY-INTEREST MORGAN STANLEY-MUNI INTEREST	•		111,826. 126,957. 18,532.		0. 0. 0.	111,826. 126,957. 18,532.	
PRI INTEREST  TOTAL TO FM 990-PF, PART I, L	N 4		2,420. 259,735.		0.	2,42	
	:						
FORM 990-PF		LEGAL	FEES			STATEMENT	2
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INV MENT IN		(C) ADJUSTED NET INCOM		
LEGAL FEES		2,500.	2	,500.			0.
TO FM 990-PF, PG 1, LN 16A =		2,500.	2	,500.			0.
FORM 990-PF	AC	COUNTI	NG FEES			STATEMENT	3
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INV MENT IN		(C) ADJUSTED NET INCOM		
OWENS & COMPANY, LLC		2,760.	1	,380.	•		0.
TO FORM 990-PF, PG 1, LN 16B		2,760.	1	,380.			0.
FORM 990-PF C	THER	PROFES	SIONAL F	EES		STATEMENT	4
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INV MENT IN		(C) ADJUSTED NET INCOM		
INVESTMENT CUSTODIAN FEES	2:	2,333.	20	,741.			0.
TO FORM 990-PF, PG 1, LN 16C	2	2,333.	20	,741.			0.

FORM 990-PF	TAX1	ES 			STATEMENT	5 ——
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(C) ADJUSTED NET INCOM		
FOREIGN TAXES PAID TAXES PAID - 2010 TAXES PAID - 2011	4,592. 1,371. 3,000.	4,!	592. 0. 0.			0. 0. 0.
TO FORM 990-PF, PG 1, LN 18	8,963.	4,	592.			0.
FORM 990-PF	OTHER E	XPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVE MENT INC		(C) ADJUSTED NET INCOM		
MISC. FEES MASS. FILING FEE INVESTMENT ADVISOR FEES	197. 500. 83,325.	!	197. 500. 384.			0.
ro FORM 990-PF, PG 1, LN 23	84,022.	78,	081.		C	
FORM 990-PF U.S. AND 8	STATE/CITY GO	OVERNMENT	OBLI	GATIONS	STATEMENT	
DESCRIPTION	U.S GOV'		ВОС	K VALUE	FAIR MARKE VALUE	Т
	X	Х	1	289,609. 368,907.	1,712,0 282,4 374,1	56.
TOTAL U.S. GOVERNMENT OBLIGATION	rions		1	,950,550.	1,994,5	41.
TOTAL STATE AND MUNICIPAL GOV		IGATIONS	·	368,907.	374,1	
FOTAL TO FORM 990-PF, PART I	I, LINE 10A	_	2	319,457.	2,368,6	87.

FORM 990-PF C	ORPORATE STOCK		STATEMENT	8
DESCRIPTION		BOOK VALUE	FAIR MARKE	Г
		4,581,159.	6,392,5	68.
TOTAL TO FORM 990-PF, PART II, LI	NE 10B	4,581,159.	6,392,5	68.
FORM 990-PF C	ORPORATE BONDS		STATEMENT	9
DESCRIPTION		BOOK VALUE	FAIR MARKE' VALUE	T
		730,099.	738,6	44.
TOTAL TO FORM 990-PF, PART II, LI	NE 10C	730,099.	738,6	44.
FORM 990-PF	OTHER ASSETS		STATEMENT	10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKE' VALUE	${f T}$
PRI - BOSTON COMMUNITY LOAN FUND PRI - SUN FINANCING	0.	100,000.	100,0	
TO FORM 990-PF, PART II, LINE 15	0.	200,000.	200,0	00.
FORM 990-PF SUMMARY OF PRO	GRAM-RELATED INV	ESTMENTS	STATEMENT	11
DESCRIPTION				
BOSTON COMMUNITY LOAN FUND PROVID ORGANIZATIONS, COMMUNITY DEVELOPM DEVELOPERS THAT BUILD AFFORDABLE AND COMMUNITY SERVICES FOR UNDERS	ENT CORPORATIONS HOUSING AND PROV	S AND LOCAL VIDE SOCIAL		
			AMOUNT	

FORM 990-PF

# OPERATING AND ADMINISTRATIVE EXPENSES

ATTACHMENT

## DESCRIPTION

OTHER PROFESSIONAL FEE AND EXPENSES

	EXPENSE PER BOOKS	NET INVESTMENT INCOME
MORGANSTANLEY SMITHBARNEY - CUSTODIAL FEE	22,333	20,741
TO FORM 990-PF, PG 1, LN 16C	22,333	20,741
NORTHSTAR ASSET MANAGEMENT FEE	83,325	77,384
MISCELLANEOUS FEES MASSACHUSETTS FILING FEE	197 500	197 500
TO FORM 990-PF, PG 1, LN 23	84,022	78,081

THE PORTION OF THE ASSET MANAGEMENT FEE AND CUSTODIAL FEE APPLICABLE TO THE RECEIPT OF NON-TAXABLE MUNICIPAL/STATE INTEREST HAS BEEN DEDUCTED TO DETERMINE NET ALLOCABLE EXPENSE

NorthStar Asset Management, Inc.

## REALIZED GAINS AND LOSSES

## 473-040602-083: Two Sisters and a Wife Foundation

From 07-01-11 Through 06-30-12

0	Close			Cost		Gain O	Loss
Open 	Dute	Quantity	Security	Basis	Proceeds	Short Term	Long Term
02-03-11	07-06-11	150.00	Greenmountain Coffce Inc.	5,665 28	13,887.60	8,222,32	
07-23-09	07-06-11		Staples	2,835.95	2,061.15	-,	-774.80
02-03-11	07-08-11	56 00	Greenmountain Coffee Inc.	2,115 04	5,373.83	3,258,79	
07-23-09	07-15-11		Automatic Data Processing	541 35	791.53		250 18
07-01-09	07-15-11		Canadian National Railway	2,214.87	3,951,70		1,736 83
07-16-09	07-15-11		IBM	216.25	349.54		133 29
07-01-09	07-15-11	44.00	IBM	4,621,52	7,690.02		3,068 50
07-16-09	07-15-11	5.00	Novo Nordisk	277.84	624 87		347.03
07-24-09	07-15-11	1.290.00	Tomra Systems	5,095 50	10.913 19		5,817.69
05-03-10	07-15-11		UEPS 'Cech	12,057.90	6,313.45		-5,744,45
07-06-11	07-15-11	17.00	Whole Foods Market	1,090.57	1,089.84	-0 73	24
05-17-11	08-24-11	100,000	Federal Home Loan Bank 3.95% due 7/7/20 3.950% Due 07-07-20	99,975 00	100,000 00	25.00	
10-28-10	09 <del>-</del> 20-11	100,000	FHLB 2 45% due 11/10/17 2.450% Due 11-10-17	99,600.00	100,000.00	400 00	
09-15-10	09-29-11		Federal Natl Mtg Assn Mtn 2.500% Due 09-29-20	99,500.00	100,000 00		500 00
09-15-10	09-29-11	100,000	Federal Natl Mtg Assn Mtn 2 375% Due 09-29-20	99,950 00	100,000 00		50.00
02-03-11	10-19-11	378.00	Greenmountain Coffee Inc.	14,276,49	27,184.13	12,907 64	
07-16 <del>-</del> 09	10-19-11	447.00	Greenmountain Coffee Inc.	9,124,46	32,146.32	·	23,021 86
07-01-09	10-19-11	439.00	Greenmountain Coffee Inc.	8,835,97	31,571,00		22,735 03
04-21-11	10-27-11	961.00	First Solar, Inc.	131,559,36	48,590 78	-82,968,58	,
07-06-11	10-27-11	68.00	First Solar, Inc	9,002,52	3,438.26	-5,564.26	
07-08-11	10-27-11	69,00	First Solar, Inc.	9 112,83	3,488 83	-5,624 00	
06-20-11	10-27-11	87 00	First Solar, Inc	10,911 83	4,398.95	-6,512 88	
06-02-10	10-27-11		First Solar, Inc	26,430.70	12,286 74		-14,143.96
10-28-10	11-09-11	000,001	Fod Farm Credit 2,62% due 11/1/18 2.620% Due 11-01-18	99,500.00	100,000 00		500 00
07-22-10	12-19-11	727 00	itron, Inc.	42,150 66	25,045 02		-17,105 64
10-27-11	12-19-11		ltron, Inc.	4,375 27	3,996.18	-379 09	-17,105 04
07-08-11	12-19-11		Illinois Tool Wks Inc	16.618.43	13,052,83	-3.565.60	
02-03-11	12-19-11		Teva Pharmoceuticals	16,684,93	12,772,28	-3,912,65	
07-01 <b>-</b> 09	12-21-11		Vestas Wind Systems	11,712,00	1,747,06	0,712,00	-9,964 94
07-16-09	12-21-11		Vestas Wind Systems	58,241 75	8,789.95		-49,45I 80
07-23-09	12-21-11		Vestas Wind Systems	51,909.00	7,927 32		-43,981 68
10-06-09	12-21-11		Vestas Wind Systems	15,582 70	2,467.73		-13,114 97
10-21-09	12-21-11		Vestas Wind Systems	8,211 60	1,310.30		-6,901.30
07-08-09	12-21-11		Vestas Wind Systems	43,244.60	7,031.95		-36,212.65
12-10-09	12-21-11		Vestas Wind Systems	2,244.60	393.09		-1,851,51
06-02-10	12-21-11		Vestas Wind Systems	25,916.80	6,114,74		-19,802,06
07-14-10	12-21-11		Vestas Wind Systems	679.80	163 78		-516,02
11-23-10	12-21-11		Vestas Wind Systems	6,480,34	2,303.94		-4,176,40
11-23-10	12-23-11		Vestas Wind Systems	87,592.05	29,655.95		-57,936,10
07-06-11	12-23-11	•	Vestas Wind Systems	13,787.20	5,823.04	-7,964.16	-01,5044110
07-08-11	12-23-11		Vestas Wind Systems	7,395 57	3,129.88	-4,265.69	
06-30-09	01-27-12		US Treasury Note 4 750% Due 01-31-12	328,047.50	302,000.00	.,20105	-26,047.50

Quarterly fees are deducted from your brokerage account. These prices are from sources deemed reliable. Check your brokerage statement for accuracy.

#### NorthStar Asset Management, Inc.

## REALIZED GAINS AND LOSSES

#### 473-040602-083: Two Sisters and a Wife Foundation

From 07-01-11 Through 06-30-12

	<b>~</b>			<b>a</b>		Gain O	r Loss
Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
10 30 10	01 70 12	100.000	TNINAA 71 5TM A 10/00/00	00.750.00	100 000 00		350.00
10-28-10	01-30-12	100,000	FNMA 2 5% due 10/28/20 2.500% Due 10-28-20	99,750.00	100,000.00		250.00
10-27-11	02-01-12	1,695.00	Itron, Inc.	63,931.67	65,619.65	1,687.98	
07-23-09	02-02-12		Automatic Data Processing	11,368.26	17,281.57		5,913 31
07-23-09	02-02-12	226.00	Chubb Corp	9,593 29	15,343 65		5,750.36
07-16-09	02-02-12	98,00	Chubb Corp	4,033.19	6,653 44		2,620,25
07-01-09	02-02-12	120,00	Canadian National Rulway	5.211 46	9,269 00		4,057 54
07-16-09	02-02-12	404,00	CVS Corp	12,902 91	17,268 07		4,365.16
07-01-09	02-02-12		CVS Corp	2,889.98	3,889.59		999.61
07-06-11	02-02-12		Google	8,574 08	9,327.98	753.90	2,2,0.
07-06-11	02-02-12		Flome Depot Inc	10,264 77	12,449.57	2,184 80	
07-08-11	02-02-12		Home Depot Inc	6,408 16	7,825.43	1,417,27	
07-01-09	02-02-12	84 00	•	8,822 91	16,119.89	,,TI7,27	7,296.98
07-06-11	02-02-12		IDEX Corp	1,724.85	1,541.02	-183 83	7,290.90
07-08-11	02-02-12		Intel Corp	4,132.03	4,774.19	642 16	
07-06-11	02-02-12		Intel Corp	7,164.86			
07-06-11	02-02-12		Intel Corp		8,354.83	1,189 97	
	02-02-12		•	4 094.21	4,774 19	679 98	
02-03-11			Intel Corp	5,806.39	7,134 77	1,328 38	
02-03-11	02-02-12		Intel Corp	3,885.32	4,774 18	888 86	
07-08-11	02-02-12		Illinois Tool Wks Inc	5,090.86	4,775 64	-315.22	
07-08-09	02-02-12		Johnson & Johnson	7,918 82	9,110.38		1,191.56
07-23-09	02-02-12		Staples	11,365,46	7 587.30		-3,778 16
07-16-09	02-02-12		Staples	666,90	476.92		-189 98
07-16-09	02-02-12		Staples	10,609.72	7,587.31		-3,022 41
07-23-09	02-02-12		TJX Companies	10,068.63	18,915.75		8,847.12
07-16-09	02-02-12	264.00	T.IX Companies	8,954 43	17,963.16		9,008.73
07-06-11	02-02-12	157.00	Whole Foods Market	10,071.77	11 888 81	1,817.04	
08-11-11	02-14-12	250,000	FHLB 4.37% due 8/5/30 4.370% Due 08-05-30	249,875,00	250,000.00	125.00	
11-03-11	04-03-12	90.00	Nove Nordisk	9,798,41	13,504,40	3,705.99	
07-16-09	04-03-12	209 00	Novo Nordisk	11,613.71	31,360.22	0,705.33	19,746 51
07-06-11	04-03-12		EMC Corp MA	4,491.55	4,802.44	310 89	12,740 31
07-08-11	04-03-12		EMC Corp MA	5,754,44	6,156.10	411 66	
02-03-11	04-03-12		EMC Corp MA	2,626,00	•	411 00	427 41
11-03-11	04-03-12		EMC Corp MA	4,393 88	3,053.41	003 FO	42741
07-08-11	04-03-12		Home Depot Inc	2,585 I1	5,217,47	823.59	
07-14-10	04-03-12		Home Depot Inc		3,533 35	948.24	
07-01-09	05-15-12		Federal Home Loan Bank	3,271.19	5,772 80		2,501.61
07-01-09	V2-13-12	130,000	5.750% Due 05-15-12	144,665.30	130,000 00		-14,665.30
03-26-12	06-04-12	500,000	FHLB 1.00% due 4/4/22 1 000% Due 04-04-22	498,500 00	500,000.00	1,500.00	
03-26-12	06-28-12	500,000	FHLB 2.00% due 3/28/22 2 000% Due 03-28-22	496,875 00	. 500,000.00	3,125.00	
TOTAL G		vs. 4 1		3,265,140.54	- I Jackson Loon (* - 1	48,354,46 -121,256.69 -72,902,22	131,136.57 -329,381.64 -198.24507

TOTAL REALIZED GAIN/LOSS -271,147,29 NO CAPITAL GAINSDISTRIBUTIONS

Quarterly fees are deducted from your brokerage account. Check your brokerage statement for accuracy.

cost Proceeds 1845,592.68 1,772,690 45 1419,547.86 1221,302 80