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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 10-01-2011 , and ending 09-30-2012

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

Name of foundation
GEORGE H & JANE A MIFFLIN MEMORIAL FUND 15005012

A Employer identification number
04-6384983

Number and street (or P O box number if mail is not delivered to street address)
LWC 230 CONGRESS STREET 12FL

Room/suite

B Telephone number (see page 10 of the instructions)
(617) 523-6531

City or town, state, and ZIP code
BOSTON, MA 02110

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 32,132,948

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,218	1,279		
	4	Dividends and interest from securities.	636,803	636,803		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	1,310,694			
	b	Gross sales price for all assets on line 6a 6,583,667				
	7	Capital gain net income (from Part IV, line 2) . . .		1,324,859		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	13,767	0		
	12	**Total.** Add lines 1 through 11	1,962,482	1,962,941		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	62,354	43,648		18,706
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).				
	b	Accounting fees (attach schedule).	31,855	31,855		0
	c	Other professional fees (attach schedule)	72,927	45,152		27,775
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	63,940	30,586		0
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule).	3,459	2,414		1,045
	24	**Total operating and administrative expenses.** Add lines 13 through 23	234,535	153,655		47,526
	25	Contributions, gifts, grants paid.	1,437,500			1,437,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,672,035	153,655		1,485,026
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	290,447			
	b	**Net investment income** (if negative, enter -0-)		1,809,286		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	501	728	728
	2 Savings and temporary cash investments	249,000	308,000	308,000
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	371,536	270,613	272,988
	b Investments—corporate stock (attach schedule)	20,729,406	21,061,549	31,551,232
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	21,350,443	21,640,890	32,132,948
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	21,296,056	22,499,239	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	54,387	-858,349	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	21,350,443	21,640,890	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	21,350,443	21,640,890	

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	21,350,443
2	Enter amount from Part I, line 27a	2	290,447
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	21,640,890
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	21,640,890

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAINS DIVIDENDS	P		
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	6,583,662		5,258,808	1,324,854
b	5			5
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				1,324,854
b				5
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,324,859
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,222,316	30,018,840	0 040718
2009	1,249,748	27,063,173	0 046179
2008	1,654,205	23,043,789	0 071785
2007	1,686,791	34,770,228	0 048513
2006	1,565,591	35,520,279	0 044076

2	**Total** of line 1, column (d).	2	0 251271
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 050254
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	30,644,874
5	Multiply line 4 by line 3.	5	1,540,027
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	18,093
7	Add lines 5 and 6.	7	1,558,120
8	Enter qualifying distributions from Part XII, line 4.	8	1,485,026

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	36,186
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	36,186
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	36,186
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	33,354		
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	33,354
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	93
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	2,925
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ 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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶HTTP //MIFFLINMEMORIALFUND ORG

14 The books are in care of ▶LORING WOLCOTT COOLIDGE TRUST LLC Telephone no ▶(617) 523-6531

Located at ▶230 CONGRESS STREET BOSTON MA ZIP+4 ▶02110

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 | 0

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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 page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
LAWRENCE COOLIDGE 230 CONGRESS STREET BOSTON, MA 02110	TRUSTEE 1 00	20,781	0	0
C-F DAVID BOIT 230 CONGRESS STREET BOSTON, MA 02110	TRUSTEE 1 00	20,781	0	0
THOMAS R APPLETON 230 CONGRESS STREET BOSTON, MA 02110	TRUSTEE 1 00	20,792	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	30,249,625
b	Average of monthly cash balances	1b	861,922
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	31,111,547
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	31,111,547
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	466,673
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	30,644,874
6	**Minimum investment return.** Enter 5% of line 5	6	1,532,244

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,532,244
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 36,186		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	36,186
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,496,058
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,496,058
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,496,058

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,485,026
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	1,485,026
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,485,026

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,496,058
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			1,436,651	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1,485,026				
a Applied to 2010, but not more than line 2a			1,436,651	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				48,375
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				1,447,683
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . .				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

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

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

LAWRENCE COOLIDGE
C/OLORINGWOLCOTT COOLIDGE 230
CONGRESS ST
BOSTON, MA 02110
(617) 523-6531

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

WHEN APPLYING SEND THE FOLLOWING PROPOSAL OF ORGANIZATION, FUNDING FOR, AMOUNT, PROJECT BUDGET, RECENT FINACIAL STATEMENTS, IRS EXEMPT STATUS LETTER, ACCURATE FINANCIAL DATA WHICH MEASURE THE SUCCESS OF THE PROGRAM, AND LAST 2 YEARS OF INCOME STATEMENT AND BALANCE SHEET

c Any submission deadlines

DEADLINES FOR APPLICATION AND SUBSEQUENT REPORTING OCTOBER 1ST THROUGH APRIL 15TH

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

FOR CHARITABLE PURPOSES

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,437,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	1,218	
4 Dividends and interest from securities. . . .			14	636,803	
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	1,310,694	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a FEDERAL EST EXCISE O/P FROM 2011 TO 2012			01	7,610	
b IRS 990PF REFUND FOR 2011			01	6,157	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		1,962,482	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,962,482

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2013-02-04	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature MARY-JEAN MOUGHAN	Date	Check if self-employed ☐	PTIN P00133963
Firm's name LORING WOLCOTT & COOLIDGE TRUST LLC		Firm's EIN 27-3396508	
Firm's address 230 CONGRESS STREET BOSTON, MA 021102437		Phone no (617) 523-6531	

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

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALASKA CONSERVATION FOUNDATION441 WEST 5TH AVENUE ANCHORAGE, AK 99501	NONE	PUBLIC	ACF COMMUNITY CAPACITY	45,000
ALASKA MARINE CONSERVATION COUNCILBOX 101145 ANCHORAGE, AK 99510	NONE	PUBLIC	FISHIERIES CONSERVATION PROGRAM	10,000
ALMA DEL MAR CHARTER SCHOOL 26 MADEIRA AVE NEW BEDFORD, MA 02746	NONE	PUBLIC	ANNUAL HIGH BAR MEMBERSHIP	5,000
ALMA DEL MAR CHARTER SCHOOL 26 MADEIRA AVE NEW BEDFORD, MA 02746	NONE	PUBLIC	2012-2013 SCHOOL YEAR	25,000
BAYSTATE ACADEMY CHARTER PUBLIC SCHOOL140 HIGH STREET 1ST FLOOR SPRINGFIELD, MA 01105	NONE	PUBLIC	TECHNOLOGY PLAN	25,000
BELLESINI OSA ACADEMY94 BRADFORD STREET LAWRENCE, MA 01840	NONE	PUBLIC	PROGRAM SUPPORT	10,000
BEYOND SOCCER INC60 ISLAND STREET SUITE 508E LAWRENCE, MA 01840	NONE	PUBLIC	PROGRAM SUPPORT	5,000
BOSTON LATIN SCHOOL78 AVENUE LOUIS PASTEUR BOSTON, MA 02115	NONE	PUBLIC	PROGRAM SUPPORT	20,000
BOSTON PREPARATORY CHARTER PUBLIC SCHOOL1286 HYDE PARK AVE HYDE PARK, MA 02136	NONE	PUBLIC	GRADE 13 PROGRAM	25,000
BOTTOM LINE555 ARMORY STREET JAMAICA PLAIN, MA 02130	NONE	PUBLIC	MASS OPERATIONS	60,000
BREAKTHROUGH CAMBRIDGEPO BOX 381486 CAMBRIDGE, MA 02238	NONE	PUBLIC	PROGRAM SUPPORT	15,000
BRIDGE BOSTON CHARTER SCHOOL633 CENTRE STREET JAMAICA PLAIN, MA 02130	NONE	PUBLIC	OPERATING EXPENSES	25,000
CAREER COLLABORATIVE INC77 SUMMER STREET 11TH FLOOR BOSTON, MA 02110	NONE	PUBLIC	PROGRAM SUPPORT	5,000
CASA MYRNA VAZQUEZ INCPO BOX 180019 BOSTON, MA 02118	NONE	PUBLIC	PROGRAM SUPPORT	10,000
CASA PROJECT INC100 GROVE STREET WORCESTER, MA 01605	NONE	PUBLIC	CHILD COURT ADVOCACY PROGRAM	10,000
CHELSEA NEIGHBORHOOD DEVELOPERS4 GERRISH AVENUE CHELSEA, MA 02150	NONE	PUBLIC	PROGRAM SUPPORT	25,000
COMMON GROUND COMMUNITIES INC14 E 28TH STREET TOP FLOOR NEW YORK, NY 10016	NONE	PUBLIC	COMMUNITY SOLUTIONS	15,000
COMMUNITY CHARTER SCHOOL OF CAMBRIDGE245 BENT STREET CAMBRIDGE, MA 02141	NONE	PUBLIC	GENERAL	25,000
COMMUNITY EDUCATION CENTERPO BOX 544 119 LONDON STREET EAST BOSTON, MA 02128	NONE	PUBLIC	EDUCATION FOR NEW AMERICANS PROGRAM	20,000
COMMUNITY LEGAL SERVICES AND COUNSELING CENTER INC ONE WEST STREET CAMBRIDGE, MA 02139	NONE	PUBLIC	GENERAL	25,000
COOK INLETKEEPER3734 BEN WALTERS LANE HOMER, AK 99603	NONE	PUBLIC	THE SALMON SANCTUARY PROJECT	15,000
CRADLES TO CRAYONS82 MYRTLE STREET QUINCY, MA 02171	NONE	PUBLIC	FOR EVERYDAY ESSENTIALS PROGRAM	10,000
CRISTO REY HIGH SCHOOL100 SAVIN HILL AVENUE BOSTON, MA 02125	NONE	PUBLIC	PROGRAM SUPPORT	10,000
DISMAS HOUSE OF MASSACHUSETTSPO BOX 30125 WORCESTER, MA 01603	NONE	PUBLIC	RELESE PROGRAM	67,500
ESSEX COUNTY GREENBELT ASSOCIATION82 EASTERN AVENUE ESSEX, MA 01929	NONE	PUBLIC	CONSERVATION INITIATIVE IN NEWBURY MA	25,000
FOOD FOR THE WORLD INC447 ESSEX STREET LAWRENCE, MA 01841	NONE	PUBLIC	ADVANCING FAMILIES	5,000
GLOBAL LEARNING CHARTER PUBLIC SCHOOL190 ASHLEY BOULEVARD NEW BEDFORD, MA 02746	NONE	PUBLIC	STEM PROGRAM	5,000
GREATER BOSTON LEGAL SERVICES197 FRIEND STREET BOSTON, MA 02114	NONE	PUBLIC	COMMUNICATION INFRA STRUCTURE IMPROVEMENT PROJECT	75,000
HOME START INC105 CHAUNCY STREET BOSTON, MA 02111	NONE	PUBLIC	THE HOMELESSNESS PREVENTION PROGRAM	15,000
HOUSEHOLD GOODS RECYCLING OF MASSACHUSETTS530 MAIN STREET ACTON, MA 01720	NONE	PUBLIC	ONGOING OPERATIONS	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
JAMAICA PLAIN NEIGHBORHOOD DEVELOPMENT CORPORATION31 GERMANIA STREET JAMAICA PLAIN,MA 02130	NONE	PUBLIC	PROJECT SUPPORT	25,000
JFY NETWORKS125 TREMONT STREET BOSTON,MA 02108	NONE	PUBLIC	PROGRAM SUPPORT	20,000
JOURNEYS OF HOPEPO BOX 244 LYNN,MA 01903	NONE	PUBLIC	PROGRAM SUPPORT	5,000
JUST A START CORPORATION 1035 CAMBRIDGE STREET CAMBRIDGE,MA 02141	NONE	PUBLIC	TO SUPPORT PROGRAMS AND SERVICES	50,000
LAWYERS CLEARINGHOUSE ON AFFORDABLE HOUSING AND HOMELESSNESS INC16 BEACON STREET BOSTON,MA 02108	NONE	PUBLIC	THE MA LEGAL CLINIC FOR THE HOMELESS	10,000
LAZARUS HOUSE MINISTRIESPO BOX 408 LAWRENCE,MA 01842	NONE	PUBLIC	EDUCATION/WORK PROGRAMS	25,000
LEGAL ADVOCACY & RESOURCE CENTER INC197 FRIEND STREET BOSTON,MA 02114	NONE	PUBLIC	SUPPORT PROGRAMS	30,000
MARBLHEAD COMMUNITY CHARTER PUBLIC SCHOOL17 LIME STREET MARBLHEAD,MA 01945	NONE	PUBLIC	THE HIGH BAR MEMBERSHIP	5,000
MASSACHUSETTS BUSINESS ALLIANCE FOR EDUCATION400 ATLANTIC AVE BOSTON,MA 02110	NONE	PUBLIC	GENERAL	25,000
MASSACHUSETTS CHARTER PUBLIC SCHOOL ASSOCIATION 132 MAIN STREET HAYDENVILLE,MA 01039	NONE	PUBLIC	ASSOCIATIONS ADVOCACY EFFORTS	75,000
MASSACHUSETTS LAW REFORM INSTITUTE99 CHAUNCY STREET SUITE 500 BOSTON,MA 02111	NONE	PUBLIC	EQUAL AND FAIR ACCESS TO PUBLIC HOUSING PROJECT	5,000
MASSACHUSETTS LAND TRUST COALITION18 WOLBACH ROAD SUDBURY,MA 01776	NONE	PUBLIC	PROGRAM SUPPORT	5,000
MATCH EDUCATION1001 COMMONWEALTH AVENUE BOSTON,MA 02215	NONE	PUBLIC	PROGRAM SUPPORT	100,000
MERRIMACK VALLEY FOOD BANKINC735 BROADWAY STREET LOWELL,MA 01854	NONE	PUBLIC	THE FOOD RESCUE PROGRAM	5,000
PHOENIX CHARTER ACADEMY59 NICHOLS STREET CHELSEA,MA 02150	NONE	PUBLIC	PROGRAM SUPPORT	75,000
PHOENIX CHARTER ACADEMY59 NICHOLS STREET CHELSEA,MA 02150	NONE	PUBLIC	HIGH BAR PROGRAM	5,000
PRESENTATION OF MARY ACADEMY209 LAWRENCE STREET METHUEN,MA 01844	NONE	PUBLIC	TUITION ASSISTANCE PROGRAM	5,000
REMINERALIZE THE EARTH67 WOODLAWN AVENUE NORTHAMPTON,MA 01060	NONE	PUBLIC	PAULO FREIRE SOCIAL JUSTICE CHARTER SCHOOL	25,000
RAW ART WORKS37 CENTRAL SQUARE LYNN,MA 01901	NONE	PUBLIC	FREE ART PROGRAMS FOR AT RISK YOUTH	5,000
RESPOND INCPO BOX 555 SOMERVILLE,MA 02143	NONE	PUBLIC	SUPPORT PROGRAMS	5,000
ROCA INC101 PARK STREET CHELSEA,MA 02151	NONE	PUBLIC	ALTERNATIVE EDUCATION AND WORKFORCE READINESS PROGRAM	20,000
ROGERSON COMMUNITIESONE FLORENCE STREET BOSTON,MA 02131	NONE	PUBLIC	FURNITURE FIXTURES AND EQUIPMENT FOR NEW HONG LOK HOUSE	15,000
SALEM ACADEMY CHARTER SCHOOL45 CONGRESS STREET SHETLAND PARK SALEM,MA 01907	NONE	PUBLIC	PLANNING GRANT IN SUPPPORT OF NEW FACILITIES PROJECT	10,000
SCHOOL ON WHEELS OF MASSACHUSETTS INC790 WEST CHESTNUT STREET BROCKTON,MA 02301	NONE	PUBLIC	CUSTOMIZE ACADEMIC SUPPORT TUTORING POST SHELTER SUPPORT AND HIGH SCHOOL PLUS	5,000
SCIENCE CLUB FOR GIRLSPO BOX 390544 CAMBRIDGE,MA 02139	NONE	PUBLIC	PROGRAM SUPPORT	5,000
SITKA CONSERVATION SOCIETY PO BOX 6533 SITKA,AK 99835	NONE	PUBLIC	GENERAL	30,000
SMITH LEADERSHIP ACADEMY PUBLIC SCHOOL23 LEONARD STREET BOSTON,MA 02122	NONE	PUBLIC	FUNDING THE HIGH BAR MEMBERSHIP	5,000
SOUTHEAST ALASKA CONSERVATION COUNCIL419 6TH STREET SUITE 200 JUNEAU,AK 99801	NONE	PUBLIC	GENERAL SUPPORT	15,000
TECHMISSION INC31 TORREY STREET BOSTON,MA 02124	NONE	PUBLIC	2012-2013 PROGRAM SUPPORT	5,000
TEACH FOR AMERICA60 CANAL STREET 5TH FLOOR BOSTON,MA 02114	NONE	PUBLIC	CAPITAL CAMPAIGN	50,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
STRAIGHT AHEAD MINISTRIES INC791 MAIN STREET WORCESTER,MA 01605	NONE	PUBLIC	YOUTH REENTRY PROJECT	20,000
STRIVE BOSTON EMPLOYMENT SERVICES INC651 WASHINGTON STREET DORCHESTER,MA 02124	NONE	PUBLIC	GENERAL	25,000
TUTORING PLUS CAMBRIDGE INC 225 WINDSOR STREET CAMBRIDGE,MA 02139	NONE	PUBLIC	FOR TUTORING PROGRAMS	15,000
VERITAS PREPARATORY CHARTER SCHOOLPO BOX 3553 SPRINGFIELD,MA 01101	NONE	PUBLIC	CREATING A CULTURE OF ACHIEVMENT	25,000
VOLUNTEER LAWYERES PROJECT OF THE BOSTON BAR ASSOCIATION99 CHAUNCY STREET SUITE 400 BOSTON,MA 02111	NONE	PUBLIC	PROGRAM SUPPORT	25,000
WEB OF BENEFIT INCPO BOX 81925 WELLESLEY,MA 02481	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000
WELLSPRING HOUSE INC302 ESSEX AVENUE GLOUCESTER,MA 01930	NONE	PUBLIC	MEDICLERK PROGRAM	10,000
Total . . . . ▶ **3a**				1,437,500

TY 2011 Accounting Fees Schedule

Name: GEORGE H & JANE A MIFFLIN MEMORIAL FUND 15005012

EIN: 04-6384983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LORING WOLCOTT & COOLIDGE TRUST LLC	31,855	31,855		0

TY 2011 General Explanation Attachment

Name: GEORGE H & JANE A MIFFLIN MEMORIAL FUND 15005012

EIN: 04-6384983

Identifier	Return Reference	Explanation
		990PF STATEMENTPART VIII OFFICERS, DIRECTORS, TRUSTEES, FOUNDATION MANAGERSAND THEIR COMPENSATION AND HOURS SPENT PER WEEK HOURS SPENT THE TIME SPENT BY THE TRUSTEE/S MANAGING THE AFFAIRS OF THEFOUNDATION VARIES FROM WEEK TO WEEK AND YEAR TO YEAR FOR990PF REPORTING PURPOSES, AN ESTIMATE OF 5 TO 1 HOURS PERWEEK HAS BEEN INDICATED THE TRUSTEE/S ARE PROFESSIONALFIDUCIARIES WHO MANAGE A NUMBER OF TRUST/FOUNDATIONRELATIONSHIPS AND WHO EMPLOY ACCOUNTING, SUPPORT AND TAXCOMPLIANCE STAFF TO ASSIST WITH THE ADMINISTRATION OF SAIDRELATIONSHIPS THE 5 TO 1 HOUR TIME NOTED REFLECTS ANESTIMATE OF THE TIME SPENT BY THE NAMED TRUSTEE/S AS WELL ASTHEIR AGENTS OR EMPLOYS THE ACTUAL TIME SPENT MAY DIFFERFROM THE ESTIMATE IN ANY GIVEN WEEK/YEAR THE TRUSTEES FEES NOTED ALSO INCLUDES AN INVESTMENT ADVISORYCOMPONENT WHICH IS BASED IN PART ON THE FOUNDATION INVESTMENTASSETS AND WHICH VARIES FROM QUARTER TO QUARTER BASED ONFAIR MARKET VALUE

TY 2011 Investments Corporate Stock Schedule

Name: GEORGE H & JANE A MIFFLIN MEMORIAL FUND 15005012

EIN: 04-6384983

Name of Stock	End of Year Book Value	End of Year Fair Market Value
9,096 SHS ABBOTT LABORATORIES	103,183	623,621
11,221 SHS AUTOMATIC DATA PROCESSING	48,515	658,223
7,823 SHS CISCO SYSTEMS	19,557	149,380
14,475 SHS LINEAR TECHNOLOGY CORP	107,600	460,594
1,200 SHS LINEAR TECHNOLOGY CORP	10,200	38,184
12,050 SHS STRYKER CORP	40,292	670,703
4,400 SHS STRYKER CORP	26,469	244,904
14,200 SHS MICROSOFT CORP	273,392	422,592
16,825 SHS QUALCOMM INC	490,635	1,051,057
8,975 SHS PEPSICO INC	432,588	635,161
23,600 SHS GENERAL ELECTRIC CO	801,877	535,956
13,000 SHS UNITED TECHNOLOGIES	781,403	1,017,770
24,875 SHS ENCANA CORP	525,451	545,260
23,775 SHS STANDARD CHARTERED PLC	413,177	537,489
19,400 SHS NESTLE SA SPONS ADR FOR REG	673,954	1,224,101
25,200 SHS SABMILLER PLC	705,862	1,106,852
3,500 SHS CORE LABORATORIES	201,315	425,180
16,550 SHS HEINEKEN HOLDING NV	806,867	804,717
14,725.788 SHS DODGE & COX INTERNATIONAL STOCK FUND	555,059	477,852
18,825 SHS DANAHER CORP SHS BEN INT	798,765	1,038,199
10,875 SHS CANADIAN NATIONAL RAILWAY	587,926	959,501
5,550 SHS L'OREAL	603,302	687,306
23,200 SHS JARDINE MATHESON HOLDINGS LTD	580,431	1,320,080
7,500 SHS BERKSHIRE HATHAWAY INC CL B	438,098	661,500
4,225 SHS DEERE & CO	154,917	348,436
6,225 SHS EMERSON ELECTRIC CO	197,929	300,481
13,000 SHS PHILIP MORRIS INTERNATIONAL	601,563	1,169,220
52,535 SHS DAIRY FARM INTL HOLDINGS LTD	303,267	583,664
6,975 SHS RECKITT BENCKISER GROUP PLC	306,415	401,535
14,050 SHS CHURCH & DWIGHT CO	452,984	758,560

Name of Stock	End of Year Book Value	End of Year Fair Market Value
10,675 SHS COGNIZANT TECHNOLOGY SOLUTIONS CLASS A	708,985	746,076
7,625 SHS COLGATE PALMOLIVE CO	601,195	817,553
11,650 SHS FISERV INC	652,704	862,450
3,550 SHS MASTERCARD INC	803,577	1,602,754
5,500 SHS MCDONALDS CORP	351,147	504,625
7,750 SHS PRAXAIR	646,764	805,070
27,575 SHS TJX COMPANIES	657,113	1,235,084
10,550 SHS EOG RESOURCES	898,405	1,182,128
6,175 SHS EXXON MOBIL CORP	451,061	564,704
5,175 SHS NASPERS LIMITED	299,755	322,982
4,500 SHS ECOLAB INC	299,206	291,645
3,381 SHS EXPRESS SCRIPTS HOLDINGS	190,029	211,752
13,675 SHS INTUIT	805,504	805,184
6,475 SHS OCCIDENTAL PETROLEUM CORP	601,200	557,239
3,575 SHS NOVO-NORDISK A/S ADR	501,301	564,171
14,175 SHS UNILEVER PLC SPONSORED ADR	450,610	517,671
9,389.67 SHS VANGUARD SHORT-TERM INVESTMENT GRADE ADM	100,000	102,066

TY 2011 Investments Government Obligations Schedule

Name:	GEORGE H & JANE A MIFFLIN MEMORIAL FUND 15005012
EIN:	04-6384983
US Government Securities - End of Year Book Value:	270,613
US Government Securities - End of Year Fair Market Value:	272,988
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2011 Other Expenses Schedule

Name: GEORGE H & JANE A MIFFLIN MEMORIAL FUND 15005012

EIN: 04-6384983

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEE - COMM OF MA FORM PC ANNUAL REPORT	250	0		250
SUFFOLK PROBATE 45TH ACCOUNT	400	0		400
SABMILLER PLC AGENT FEE	451	451		0
ABB LTD AGENT FEE	297	297		0
NESTLE SA SPONS AGENT FEE	388	388		0
MIFFLIN WEBSITE	395	0		395
CONVERSION COST FOR SABMILLER CONVERTED SHARES	1,278	1,278		0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491035000553

TY 2011 Other Income Schedule

Name: GEORGE H & JANE A MIFFLIN MEMORIAL FUND 15005012

EIN: 04-6384983

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FEDERAL EST EXCISE O/P FROM 2011 TO 2012	7,610		7,610
IRS 990PF REFUND FOR 2011	6,157		6,157

TY 2011 Other Professional Fees Schedule

Name: GEORGE H & JANE A MIFFLIN MEMORIAL FUND 15005012

EIN: 04-6384983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LWC TAX PREPARATION	2,775	0		2,775
LWC FIDUCIARY ADVISORS FEES	45,152	45,152		0
LORING WOLCOTT & COOLIDGE ADMINISTRATIVE SERVICES	25,000	0		25,000

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TY 2011 Taxes Schedule

Name: GEORGE H & JANE A MIFFLIN MEMORIAL FUND 15005012

EIN: 04-6384983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ESTIMATED FEDERAL EXCISE TAXES FOR 9/30/12	25,744	0		0
FOREIGN TAXES WITHHELD	30,586	30,586		0
FEDERAL EXCISE O/P 2011 TO 2012 ESTIMATE	7,610	0		0

Additional Data

Software ID:	
Software Version:	
EIN:	04-6384983
Name:	GEORGE H & JANE A MIFFLIN MEMORIAL FUND 15005012

Form 990PF - Special Condition Description:

Special Condition Description