



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



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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>EVERETT FOUNDATION FOR AGED PERSONS INC</b>		A Employer identification number <b>04-2062107</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>C/O ROBERT BOYNTON 581 BOYLSTON ST</b>	Room/suite <b>702</b>	B Telephone number <b>617 536-4868</b>
City or town, state, and ZIP code <b>BOSTON, MA 02116-3608</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 2,367,199.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		145.	145.		STATEMENT 1
4 Dividends and interest from securities		70,293.	70,293.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		29,214.			
b Gross sales price for all assets on line 6a		428,858.			
7 Capital gain net income (from Part IV, line 2)			29,214.		
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		99,652.	99,652.		
13 Compensation of officers, directors, trustees, etc.		8,400.	0.		8,400.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		9,000.	4,500.		4,500.
c Other professional fees					
17 Interest					
18 Taxes		1,222.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		29,748.	24,922.		4,826.
24 Total operating and administrative expenses. Add lines 13 through 23		48,370.	29,422.		17,726.
25 Contributions, gifts, grants paid		83,930.			83,930.
26 Total expenses and disbursements. Add lines 24 and 25		132,300.	29,422.		101,656.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<32,648.>			
b Net investment income (if negative, enter -0-)			70,230.		
c Adjusted net income (if negative, enter -0-)				N/A	

RECEIVED

MAY 15 2013

OCCIDENT, UT

IRS-CSC

248

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	1 Cash - non-interest-bearing	8,622.	20,245.	20,245.	
	2 Savings and temporary cash investments	78,131.	233,274.	233,274.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations <b>STMT 7</b>	263,388.	264,737.	357,098.	
	b Investments - corporate stock <b>STMT 8</b>	488,860.	509,004.	654,337.	
	c Investments - corporate bonds <b>STMT 9</b>	903,274.	705,096.	771,516.	
11 Investments - land, buildings, and equipment: basis ▶					
Less: accumulated depreciation ▶					
12 Investments - mortgage loans <b>STMT 10</b>	33,835.	22,253.	24,502.		
13 Investments - other <b>STMT 11</b>	260,854.	249,707.	306,227.		
14 Land, buildings, and equipment: basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶)					
<b>16 Total assets (to be completed by all filers)</b>	<b>2,036,964.</b>	<b>2,004,316.</b>	<b>2,367,199.</b>		
<b>Liabilities</b>	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>			
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24 Unrestricted	2,036,964.	2,004,316.		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b>	<b>2,036,964.</b>	<b>2,004,316.</b>			
<b>31 Total liabilities and net assets/fund balances</b>	<b>2,036,964.</b>	<b>2,004,316.</b>			

**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	2,036,964.
2 Enter amount from Part I, line 27a	2	<32,648.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,004,316.
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	2,004,316.

**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.)
<b>1a LONG TERM CAPITAL GAINS - SCHEDULE ATTACHED</b>			<b>P</b>		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 428,858.		399,644.	29,214.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>			29,214.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }			<b>2</b>	29,214.	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			<b>3</b>	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

**1** Enter the appropriate amount in each column for each year; see 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))
2011	93,750.	2,331,970.	.040202
2010	128,934.	2,332,019.	.055289
2009	154,872.	2,257,431.	.068605
2008	133,557.	2,509,237.	.053226
2007	126,237.	2,706,723.	.046638
<b>2</b> Total of line 1, column (d)			<b>2</b> .263960
<b>3</b> 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			<b>3</b> .052792
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 2,006,000.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 105,901.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 702.
<b>7</b> Add lines 5 and 6			<b>7</b> 106,603.
<b>8</b> Enter qualifying distributions from Part XII, line 4 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.			<b>8</b> 101,656.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,405.
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	1,405.
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	1,405.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	971.
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	971.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	2.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	436.
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 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2012)

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **▶ N/A**

14 The books are in care of **▶ NANCY GIARDINO, TREASURER** Telephone no. **▶ 617 536-4868**  
 Located at **▶ 57 BLAINE ST, MALDEN, MA** ZIP+4 **▶ 02147**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year **▶ 15** **N/A**

16 At any time during calendar year 2012, 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? **Yes** **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 **▶** **X**

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>N/A</b> <b>▶</b> <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b> _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <b>N/A</b>	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. <b>▶</b> _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.) <b>N/A</b>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If "Yes" to 6b, file Form 8870.

X

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

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		8,400.	0.	0.

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

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

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

0

Form 990-PF (2012)

**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

0

**Part IX-A****Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B****Summary of Program-Related Investments**

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

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

Form 990-PF (2012)



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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,819,645.
b	Average of monthly cash balances	1b	216,903.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	2,036,548.
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	2,036,548.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	30,548.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,006,000.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	100,300.

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

1	Minimum investment return from Part X, line 6	1	100,300.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,405.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,405.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	98,895.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	98,895.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	98,895.

**Part XII** Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	101,656.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	101,656.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	101,656.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				98,895.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			87,509.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 101,656.				
<b>a</b> Applied to 2011, but not more than line 2a			87,509.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				14,147.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				84,748.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

(a) 2012

(b) 2011

Prior 3 years

(c) 2010

(d) 2009

(e) Total

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)****1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
COUNCIL OF AGING			HELP FOR EVERETT SENIORS	9,800.
CAMBRIDGE HEALTH ALLIANCE			NURSES ACTIVITIES WITHIN EVERETT	60,000.
COMMUNITY FAMILY			HELP FOR EVERETT SENIORS	2,000.
EVERETT REHAB			HELP FOR EVERETT SENIORS	
HALLMARK HOSPICE			HELP FOR EVERETT SENIORS	2,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>83,930.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>





<b>Part XV</b>	<b>Supplementary Information</b>
----------------	----------------------------------

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient	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
Name and address (home or business)				
MYSTIC VALLEY HEALTH			HELP FOR EVERETT SENIORS	4,000.
WOODLAWN NURSING HOMES			HOLIDAY ACTIVITIES & AMBULANCE TOURS FOR RESIDENTS	5,430.
FRIENDS OF THE EVERETT LIBRARY			HELP FOR EVERETT SENIORS	700.
Total from continuation sheets				10,130.

---



---

**FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1**


---

SOURCE	AMOUNT
MONEY MARKET	145.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	145.

---



---



---



---

**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2**


---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORP BONDS	35,615.	0.	35,615.
STOCKS	19,892.	0.	19,892.
US TREASURY	14,786.	0.	14,786.
TOTAL TO FM 990-PF, PART I, LN 4	70,293.	0.	70,293.

---



---



---



---

**FORM 990-PF ACCOUNTING FEES STATEMENT 3**


---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	9,000.	4,500.		4,500.
TO FORM 990-PF, PG 1, LN 16B	9,000.	4,500.		4,500.

---



---



---



---

**FORM 990-PF TAXES STATEMENT 4**


---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	1,222.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,222.	0.		0.

---



---



FORM 990-PF	OTHER EXPENSES	STATEMENT	5
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	501.	0.		501.
INSURANCE	3,450.	0.		3,450.
TRUSTEE MEETING EXPENSE	825.	0.		825.
MA FILING FEE	50.	0.		50.
BANK MANAGEMENT FEE	24,922.	24,922.		0.
TO FORM 990-PF, PG 1, LN 23	29,748.	24,922.		4,826.

FOOTNOTES

STATEMENT 6

---



---

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
-------------	--	-----------	---

---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT - LIST ATTACHED	X		264,737.	357,098.
TOTAL U.S. GOVERNMENT OBLIGATIONS			264,737.	357,098.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			264,737.	357,098.

---



---

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
-------------	-----------------	-----------	---

---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP STOCK - LIST ATTACHED	509,004.	654,337.
TOTAL TO FORM 990-PF, PART II, LINE 10B	509,004.	654,337.

---



---

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
-------------	-----------------	-----------	---

---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP BONDS - LIST ATTACHED	705,096.	771,516.
TOTAL TO FORM 990-PF, PART II, LINE 10C	705,096.	771,516.

---



---

FORM 990-PF	MORTGAGE LOANS	STATEMENT	10
-------------	----------------	-----------	----

---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE LOANS - LIST ATTACHED	22,253.	24,502.
TOTAL TO FORM 990-PF, PART II, LINE 12	22,253.	24,502.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
-------------	-------------------	--------------

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - LIST ATTACHED	FMV	249,707.	306,227.
TOTAL TO FORM 990-PF, PART II, LINE 13		249,707.	306,227.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
-------------	---	--------------

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE AHLIN 21 TRENTON STREET MELROSE, MA 02176	PRESIDENT, DIRECTOR 4.00	2,400.	0.	0.
MARJORIE L. DACKO 7 FOSTER STREET EVERETT, MA 02149	CLERK, DIRECTOR 2.00	2,400.	0.	0.
ROSEMARIE IMPRESCIA 3 CARDIGAN ROAD PEABODY, MA 01960	DIRECTOR 1.00	400.	0.	0.
ALFRED SEAWARD 12 HAVERHILL ROAD ATKINSON, NH 03811	DIRECTOR 1.00	0.	0.	0.
LAURA WHITE 109 CLEVELAND AVENUE EVERETT, MA 02149	DIRECTOR 1.00	400.	0.	0.
NANCY GIARDINO 57 BLAINE STREET MALDEN, MA 02148	TREASURER, DIRECTOR 3.00	2,400.	0.	0.
ANN AHLIN 21 TRENTON STREET MALDEN, MA 02176	DIRECTOR 1.00	400.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		8,400.	0.	0.

EVERETT FOUNDATION FOR AGED PERSONS INC  
FORM 990-PF PART II  
FOR THE YEAR ENDED 12-31-12

STOCK	BOOK VALUE 01/01/12	BOOK VALUE 12/31/12	MKT VALUE 12/31/12
ABBOTT LABS	5,149	5,149	6,550
ADT CORP	0	3,548	6,369
AIR PRODS & CHEMS INC	4,564	4,564	4,201
ALLERGAN INC	7,938	7,938	11,466
AMAZON COM INC	4,733	4,733	10,035
AMERICAN WTR WKS INC	6,015	6,015	7,426
ANADARKO PETE CORP	3,674	11,041	10,403
APACHE CORP	3,978	0	0
APPLE INC	18,602	16,895	37,252
AT&T INC	6,424	6,424	6,742
BAXTER INTL INC	4,834	4,834	6,666
BECTON DICKINSON	0	5,799	5,864
CELANESE CORP	4,021	0	0
CELGENE CORP	8,663	0	0
CHEVRON CORP	10,007	10,007	10,814
CIGNA CORP	5,056	5,056	5,346
CITIGROUP INC	0	9,535	9,890
COCA COLA CO	6,993	6,993	10,875
COSTCO WHSL CORP	11,234	11,234	14,810
DISNEY WALT CO	9,438	9,438	14,937
DOVER CORP	4,203	0	0
DOW CHEM CO	0	9,608	9,699
EMC CORP	8,737	10,915	14,548
EMERSON ELEC CO	5,398	5,398	6,620
EXELON CORP	4,783	0	0
EXXON MOBIL CORP	7,094	7,094	8,655
FAIRCHILD SEMICONDUCTOR	4,809	4,809	4,320
GENERAL DYNAMICS CORP	0	7,281	6,927
GILEAD SCIENCES INC	6,254	6,254	11,018
GOLDMAN SACHS GROUP INC	14,006	14,006	12,756
GOOGLE INC	14,225	14,225	16,977
HESS CORP	3,980	0	0
HONEYWELL INTL INC	0	10,759	11,107
IBM	4,085	4,085	19,155
INTERCONTINENTAL EXCHANGE	5,677	5,677	6,191
JOHNSON & JOHNSON	0	14,155	14,020
JP MORGAN CHASE & CO	14,948	14,948	17,588
LOWES COS INC	0	7,047	7,104
MCKESSON CORP	6,015	6,015	12,120
MEDCO HLTH SOLUTIONS	6,019	0	0
MICROSOFT CORP	16,162	16,162	14,691
NATIONAL OILWELL VARCO INC	3,826	7,784	6,835
NESTLE SA	5,457	5,457	6,511
NORDSTROM INC	4,981	4,981	6,688
OCEANEERING INTL INC	5,181	0	0
OCCIDENTAL PETE CORP	8,242	8,242	9,576
PARKER HANNIFIN CORP	7,788	7,788	10,633
PENTAIR LTD	0	0	0
PEPSICO INC	11,119	11,119	17,108
PNC FINL SVCS GROUP INC	7,991	7,991	8,747
POTASH CORP SASK INC	2,720	2,720	2,035
PRICE T ROWE GROUP INC	12,911	12,911	14,651
PROCTER & GAMBLE CO	19,144	19,144	20,367
PRUDENTIAL FINL INC	12,506	0	0
QUALCOMM INC	5,344	11,739	12,372
QUESTAR CORP	5,419	5,419	6,916
RIO TINTO PLC	6,626	6,626	7,261
ROYAL DUTCH SHELL PLC	12,684	12,684	12,066
SCHLUMBERGER LTD	7,553	9,370	8,662
SEMPRA ENERGY	8,237	8,237	10,641
TJX COS	13,439	10,667	21,225
TARGET CORP	16,592	16,592	17,751
TE CONNECTIVITY LTD	5,600	5,600	7,424
TEXAS INSTRS INC	6,055	0	0
THERMO FISHER SCIENTIFIC	7,596	7,596	9,567
TYCO INTL LTD	10,961	5,449	8,044
UNITED PARCEL SVC INC	9,187	0	0
UNITED TECHNOLOGIES CORP	3,485	3,485	20,503
VERIZON COMMUNICATIONS	6,440	6,440	7,572
VF CORP	0	7,527	7,549
WAL MART STORES INC	5,202	5,202	6,823
WELLS FARGO & CO	8,860	10,597	13,672
<b>LINE 10b</b>	<b>\$488,860</b>	<b>\$509,004</b>	<b>\$654,337</b>
AMERICAN TOWER CORP	4,587	4,587	7,727
ARTISAN INTERNATIONAL FUND	25,000	25,000	32,441
COLUMBIA DIVIDEND INCOME FUND	45,000	45,000	51,734
ISHARES TR MSCI EAFE INDEX	46,765	37,600	45,488
ISHARES MSCI EMERGING MARKETS	7,440	7,440	8,693
ISHARES S&P SMALLCAP 600	34,648	34,648	49,281
LAZARD FUNDS INC	46,500	46,500	49,010
CREDIT SUISSE COMMODITY	30,000	30,000	26,383
MIDCAP SPDR TR	20,914	18,932	35,471
<b>LINE 13</b>	<b>\$260,854</b>	<b>\$249,707</b>	<b>\$306,226</b>

**EVERETT FOUNDATION FOR AGED PERSONS INC**  
**FORM 990-PF PART II**  
**FOR THE YEAR ENDED 12-31-12**

INVESTMENT	BOOK VALUE 01/01/12	BOOK VALUE 12/31/12	MKT VALUE 12/31/12
US TREASURY 6.25% DUE 8-15-23	190,018	190,018	272,413
US TREASURY SEC STRIPPED 2-15-18	21,782	23,131	33,593
US TREASURY 3.125% 09-30-13	51,588	51,588	51,092
<b>LINE 10a</b>	<b>\$263,388</b>	<b>\$264,737</b>	<b>\$357,098</b>
ABBOTT LABS 5.875% 05-15-16	50,253	0	0
BURLINGTON NORTHN SANTA FE 5.65%	49,238	49,238	58,856
CATERPILLAR FINL SVCS 4.7% 03/15/12	24,922	0	0
CISCO SYS INC 4.45% 01/15/20	51,521	51,521	57,979
CITIGROUP INC 6.375% 08/12/14	53,141	53,141	54,033
COCA COLA 1.8% 09/01/16	0	25,751	25,821
COCA COLA 1.65% 03/14/18	0	25,697	25,608
CREDIT SUISSE 5.3% 08-13-19	50,440	50,440	59,332
DTE ENERGY CO 5.2% 10-15-12	50,430	0	0
FEDERAL HOME LN MTG 2.125% 03-23-12	74,980	0	0
FNMA 2.75% 02-05-14	74,815	74,815	77,148
FEDERAL HOME LN 2.250% 04-13-12	50,747	0	0
FEDERAL HOME LN MTG 2.500% 04-23-14	49,631	49,631	51,507
FNMA 2.000% 01-09-12	50,566	0	0
GENERAL ELECTRIC 5.0% 02-01-13	25,700	25,700	25,095
GEORGIA PWR CO 5.7% 06/01/17	49,890	49,890	59,982
HEWLETT PACKARD CO 2.125% 09-13-15	50,375	50,375	49,966
JP MORGAN CHASE & CO 3.15% 07-05-16	74,405	74,405	79,459
MCDONALDS 2.625% 01/15/22	0	25,774	25,668
MERCK & CO INC 6.4% 03-01-28	22,762	22,762	34,608
UNITED TECHNOLOGIES 5.375% 12-15-17	49,461	49,461	59,431
WELLS FARGO 3.676% 06/15/16	0	26,498	27,028
<b>LINE 10c</b>	<b>\$903,274</b>	<b>\$705,097</b>	<b>\$771,517</b>
FHLMC #250608 6.5% 7-01-26	440	355	419
FHLMC #E20271 7.0% 11-01-11	0	0	0
FNMA #433230 6.0% 07-01-28	511	417	473
FHLMC #C00647 6.50% 09-01-28	975	774	899
FHLMC GOLD POOL #C21764 6% 02-01-2	2,096	1,422	1,600
FNMA #909695 5.4% 03/02/12	29,814	19,285	21,112
<b>LINE 12</b>	<b>\$33,835</b>	<b>\$22,253</b>	<b>\$24,502</b>

**EVERETT FOUNDATION FOR AGED PERSONS INC**  
**FORM 990-PF PART IV CAPITAL GAINS AND LOSSES**  
**FOR THE YEAR ENDED 12-31-12**

STOCK	PURCHASE DATE	DATE	S L	SHS	-----SALES-----		GAIN/(LOSS)
					PROCEEDS	COST	
ABBOTT LABS 5 875% 05/15/16	07-06-07	12-10-12	L	50000	59,047	50,253	8,795
ADT CORP	10-03-12	10-30-12	L	0.5	21	16	5
APACHE CORP	05-29-09	03-02-12	L	50	5,559	3,978	1,581
APPLE INC	11-30-09	12-27-12	L	5	2,563	1,708	856
CATERPILLAR FINL SVCS 4.7% 03/15/12	12-13-07	03-15-12	L	25000	25,000	24,922	78
CELANESE CORP	12-31-09	12-27-12	L	125	5,588	4,021	1,567
CELGENE CORP	12-17-10	12-27-12	L	150	11,914	8,663	3,251
DOVER CORP	12-31-09	12-27-12	L	100	6,401	4,203	2,199
DTE ENERGY CO 5 2% 10-15-12	09-09-03	07-23-12	L	50000	50,551	50,430	121
EXELON CORP	05-29-09	12-27-12	L	100	2,967	4,783	(1,815)
FEDERAL HOME LN 2.250% 04-13-12	05-27-09	04-13-12	L	50000	50,000	50,747	(747)
FEDERAL HOME LN MTG 2 125% 03-21-09	03-02-09	03-23-12	L	75000	75,000	74,980	20
FHLMC #250608 6 5% 7-01-26	09-12-96	01-25-12	L	3.34	3	3	0
FHLMC #250608 6 5% 7-01-26	09-12-96	02-27-12	L	3.69	4	4	0
FHLMC #250608 6 5% 7-01-26	09-12-96	03-26-12	L	3.34	3	3	0
FHLMC #250608 6 5% 7-01-26	09-12-96	04-25-12	L	3.11	3	3	0
FHLMC #250608 6 5% 7-01-26	09-12-96	05-25-12	L	3.53	4	3	0
FHLMC #250608 6 5% 7-01-26	09-12-96	06-25-12	L	4.27	4	4	0
FHLMC #250608 6 5% 7-01-26	09-12-96	07-25-12	L	3.5	4	3	0
FHLMC #250608 6.5% 7-01-26	09-12-96	08-27-12	L	9	9	9	0
FHLMC #250608 6 5% 7-01-26	09-12-96	09-25-12	L	17.31	17	17	1
FHLMC #250608 6 5% 7-01-26	09-12-96	10-25-12	L	30.85	31	30	1
FHLMC #250608 6.5% 7-01-26	09-12-96	11-26-12	L	3.43	3	3	0
FHLMC #250608 6.5% 7-01-26	09-12-96	12-26-12	L	2.5	3	2	0
FHLMC #C00647 6.50% 09-01-28	09-14-98	01-17-12	L	9.67	10	10	(0)
FHLMC #C00647 6 50% 09-01-28	09-14-98	02-15-12	L	20.61	21	21	(0)
FHLMC #C00647 6 50% 09-01-28	09-14-98	03-15-12	L	13.06	13	13	(0)
FHLMC #C00647 6 50% 09-01-28	09-14-98	04-16-12	L	14.5	15	15	(0)
FHLMC #C00647 6 50% 09-01-28	09-14-98	05-15-12	L	15.8	16	16	(0)
FHLMC #C00647 6 50% 09-01-28	09-14-98	06-15-12	L	18.3	18	19	(0)
FHLMC #C00647 6 50% 09-01-28	09-14-98	07-16-12	L	18.92	19	19	(0)
FHLMC #C00647 6 50% 09-01-28	09-14-98	08-15-12	L	15.38	15	16	(0)
FHLMC #C00647 6.50% 09-01-28	09-14-98	09-17-12	L	14.67	15	15	(0)
FHLMC #C00647 6.50% 09-01-28	09-14-98	10-15-12	L	25.26	25	26	(0)
FHLMC #C00647 6.50% 09-01-28	09-14-98	11-15-12	L	19.45	19	20	(0)
FHLMC #C00647 6.50% 09-01-28	09-14-98	12-17-12	L	12.86	13	13	(0)
FHLMC #E20271 7 0% 11-01-11	11-14-96	01-01-12	L	0.03		0	(0)
FHLMC GOLD POOL #C21764 6% 02-C 02-11-99		01-17-12	L	6.08	6	6	0
FHLMC GOLD POOL #C21764 6% 02-C 02-11-99		02-15-12	L	6.11	6	6	0
FHLMC GOLD POOL #C21764 6% 02-C 02-11-99		03-15-12	L	6.14	6	6	0
FHLMC GOLD POOL #C21764 6% 02-C 02-11-99		04-16-12	L	6.18	6	6	0
FHLMC GOLD POOL #C21764 6% 02-C 02-11-99		05-15-12	L	6.21	6	6	0
FHLMC GOLD POOL #C21764 6% 02-C 02-11-99		06-15-12	L	6.25	6	6	0
FHLMC GOLD POOL #C21764 6% 02-C 02-11-99		07-16-12	L	6.28	6	6	0
FHLMC GOLD POOL #C21764 6% 02-C 02-11-99		08-15-12	L	6.32	6	6	0
FHLMC GOLD POOL #C21764 6% 02-C 02-11-99		09-17-12	L	6.36	6	6	0
FHLMC GOLD POOL #C21764 6% 02-C 02-11-99		10-15-12	L	6.39	6	6	0
FHLMC GOLD POOL #C21764 6% 02-C 02-11-99		11-15-12	L	426.53	427	422	5
FHLMC GOLD POOL #C21764 6% 02-C 02-11-99		12-17-12	L	192.16	192	190	2
FNMA #433230 6.0% 07-01-28	07-14-98	01-25-12	L	1.68	2	2	0
FNMA #433230 6.0% 07-01-28	07-14-98	02-27-12	L	1.68	2	2	0
FNMA #433230 6.0% 07-01-28	07-14-98	03-26-12	L	1.69	2	2	0
FNMA #433230 6.0% 07-01-28	07-14-98	04-25-12	L	1.7	2	2	0
FNMA #433230 6.0% 07-01-28	07-14-98	05-25-12	L	1.71	2	2	0
FNMA #433230 6.0% 07-01-28	07-14-98	06-25-12	L	1.72	2	2	0
FNMA #433230 6.0% 07-01-28	07-14-98	07-25-12	L	1.73	2	2	0
FNMA #433230 6.0% 07-01-28	07-14-98	08-27-12	L	78.1	78	76	2
FNMA #433230 6.0% 07-01-28	07-14-98	09-25-12	L	1.53	2	1	0
FNMA #433230 6 0% 07-01-28	07-14-98	10-25-12	L	1.54	2	2	0
FNMA #433230 6 0% 07-01-28	07-14-98	11-26-12	L	1.55	2	2	0

FNMA #433230 6 0% 07-01-28	07-14-98	12-26-12	L	1.56	2	2	0
FNMA #909695 5 4% 03/02/12	03-29-07	01-25-12	L	369.74	370	367	3
FNMA #909695 5 4% 03/02/12	03-29-07	02-27-12	L	761.63	762	756	6
FNMA #909695 5 4% 03/02/12	03-29-07	03-26-12	L	774.36	774	769	6
FNMA #909695 5 4% 03/02/12	03-29-07	04-25-12	L	376.5	377	374	3
FNMA #909695 5.4% 03/02/12	03-29-07	05-25-12	L	784.74	785	779	6
FNMA #909695 5.4% 03/02/12	03-29-07	06-25-12	L	1081.44	1,081	1,073	8
FNMA #909695 5 4% 03/02/12	03-29-07	07-25-12	L	1040.82	1,041	1,033	8
FNMA #909695 5 4% 03/02/12	03-29-07	08-27-12	L	889.62	890	883	7
FNMA #909695 5 4% 03/02/12	03-29-07	09-25-12	L	941.45	941	935	7
FNMA #909695 5.4% 03/02/12	03-29-07	10-25-12	L	419.9	420	417	3
FNMA #909695 5 4% 03/02/12	03-29-07	11-26-12	L	1850.61	1,851	1,837	14
FNMA #909695 5 4% 03/02/12	03-29-07	12-26-12	L	1316.65	1,317	1,307	10
FNMA 2.000% 01-09-12	05-27-09	01-09-12	L	50000	50,000	50,566	(566)
HESS CORP	03-15-11	03-27-11	L	50	2,985	3,980	(996)
ISHARES TR MSCI EAFE INDEX FD	09-15-06	12-27-12	L	195	10,930	9,165	1,765
LAZARD FUNDS INC	03-02-10	12-27-12	L	LTCG	1,603		1,603
MEDCO HLTH SOLUTIONS	12-31-09	03-02-12	L	100	6,732	6,019	713
MIDCAP SPDR TR	03-21-02	08-08-12	L	20	3,444	1,982	1,462
OCEANEERING INTL INC	12-17-10	08-08-12	L	140	7,581	5,180	2,401
PENTAIR LTD	10-03-12	10-30-12	L	0.985	40	35	5
PENTAIR LTD	10-03-12	12-27-12	L	65	3,133	1,913	1,219
PRUDENTIAL FINL INC	03-02-10	12-27-12	L	225	12,131	12,506	(375)
TEXAS INSTRS INC	12-31-09	03-27-12	L	250	8,296	6,055	2,242
TJX COS	08-18-10	12-27-12	L	100	4,197	2,771	1,426
UNITED PARCEL SVC INC	12-31-09	03-02-12	L	150	11,503	9,187	2,315

<b>\$428,858</b>	<b>\$399,644</b>	<b>\$29,214</b>
------------------	------------------	-----------------