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Form **990-PF**

Return of Private Foundation

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

OMB No. 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

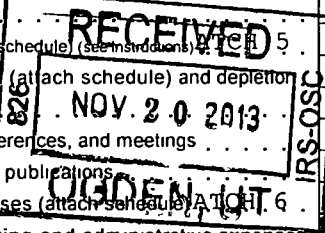
, 2012, and ending

, 20

Name of foundation THE A & A FUND		A Employer identification number 04-3127721
Number and street (or P O box number if mail is not delivered to street address) C/O BRINCK LOWERY, TRUSTEE 101 ARCH STREET, 18TH FLOOR		B Telephone number (see instructions) (617) 423-3900
City or town, state, and ZIP code BOSTON, MA 02110-1109		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	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) \$ 7,958,811.	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) (see instructions))		(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 (attach schedule)					
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		156,795.	156,773.		ATCH 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		386,135.			
b Gross sales price for all assets on line 6a 2,117,127.					
7 Capital gain net income (from Part IV, line 2)			386,135.		
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) ATCH 2		2,448.	-4,624.		
12 Total Add lines 1 through 11		545,378.	538,284.		
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) ATCH 3		8,950.	8,502.		448.
c Other professional fees (attach schedule) *		74,300.	59,440.		14,860.
17 Interest		4,622.	1,176.		
18 Taxes (attach schedule) (see instructions)					
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6		4,791.	4,775.		16.
24 Total operating and administrative expenses. Add lines 13 through 23		92,663.	73,893.		15,324.
25 Contributions, gifts, grants paid		372,500.			372,500.
26 Total expenses and disbursements Add lines 24 and 25		465,163.	73,893.	0	387,824.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		80,215.			
b Net investment income (if negative, enter -0-)			464,391.		
c Adjusted net income (if negative, enter -0-)					

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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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	226,786.	279,746.	279,746.	
	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 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				
	10 a	Investments - U.S. and state government obligations (attach schedule)	3,065,249.	2,875,684.	3,046,783.	
	b	Investments - corporate stock (attach schedule) ATCH 8	2,596,808.	2,879,715.	3,669,330.	
	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) ATCH 9	614,339.	548,466.	960,901.		
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ ATCH 10)	2,265.	2,051.	2,051.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	6,505,447.	6,585,662.	7,958,811.		
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 ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	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	6,505,447.	6,585,662.		
	30	Total net assets or fund balances (see instructions)	6,505,447.	6,585,662.		
31	Total liabilities and net assets/fund balances (see instructions)	6,505,447.	6,585,662.			

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	6,505,447.
2	Enter amount from Part I, line 27a	2	80,215.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,585,662.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,585,662.

**ATCH 7

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
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	386,135.	
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 instructions) If (loss), enter -0- in Part I, line 8			3	0	

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	393,755.	7,442,282.	0.052908
2010	387,601.	7,414,532.	0.052276
2009	380,999.	6,955,840.	0.054774
2008	452,716.	8,061,389.	0.056159
2007	436,613.	8,628,977.	0.050598
2 Total of line 1, column (d)			2 0.266715
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 0.053343
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 7,823,856.
5 Multiply line 4 by line 3			5 417,348.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,644.
7 Add lines 5 and 6			7 421,992.
8 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			8 387,824.

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	9,288.
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	
3	Add lines 1 and 2	3	9,288.
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	9,288.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,122.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	8,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	14,122.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,834.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 4,834. Refunded <input type="checkbox"/> 11	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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
c 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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?	X	
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) <input type="checkbox"/> 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	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

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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 <input type="checkbox"/> NONE				
14	The books are in care of <input type="checkbox"/> GARY POLICH, CPA Telephone no <input type="checkbox"/> 949-428-7400			
Located at <input type="checkbox"/> 1920 MAIN STREET, SUITE #950 IRVINE, CA ZIP+4 <input type="checkbox"/> 92614				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		<input type="checkbox"/>
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?	16	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 <input type="checkbox"/>				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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>			
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 <input type="checkbox"/>			
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)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input 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)	3b	X
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

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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 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 instructions)? ☐ Yes ☒ No

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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

6b

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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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 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
ATCH 11		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 ☐

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 12		74,300.
Total number of others receiving over \$50,000 for professional services ▶		

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 (see instructions)

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	7,671,453.
b	Average of monthly cash balances	1b	271,548.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	7,943,001.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,943,001.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	119,145.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,823,856.
6	Minimum investment return. Enter 5% of line 5	6	391,193.

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	391,193.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,288.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,288.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	381,905.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	381,905.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	381,905.

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	387,824.
b	Program-related investments - total from Part IX-B	1b	
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	387,824.
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 instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	387,824.

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
1 Distributable amount for 2012 from Part XI, line 7				381,905.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 18,484.				
b From 2008 57,737.				
c From 2009 35,267.				
d From 2010 25,644.				
e From 2011 27,749.				
f Total of lines 3a through e	164,881.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 387,824.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				381,905.
e Remaining amount distributed out of corpus	5,919.			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	170,800.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	18,484.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	152,316.			
10 Analysis of line 9				
a Excess from 2008 57,737.				
b Excess from 2009 35,267.				
c Excess from 2010 25,644.				
d Excess from 2011 27,749.				
e Excess from 2012 5,919.				

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

NOT APPLICABLE

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

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

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

NONE

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

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

a The name, address, and telephone number 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
a Paid during the year SEE ATTACHMENT 15				372,500.
Total			▶ 3a	372,500.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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					
4	Dividends and interest from securities			14	156,795.	
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	386,135.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	ATCH 13		-432.		2,880.	
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		-432.		545,810.	
13	Total Add line 12, columns (b), (d), and (e)					545,378.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
*Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					725.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					152,740.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					19,548.	
		500 SHS SPDR S&P 500 UNIT SER 1 PROPERTY TYPE: SECURITIES				P	09/22/2011	06/26/2012
65,804.		56,561.					9,243.	
		3,600 SHS STAPLES INC PROPERTY TYPE: SECURITIES				P	09/15/2011	09/05/2012
38,786.		53,771.					-14,985.	
		820 SHS VERIZON COMMUNICATIONS INC PROPERTY TYPE: SECURITIES				P	03/23/2011	01/20/2012
31,819.		30,361.					1,458.	
		1,390 SHS WILLIAMS COS INC PROPERTY TYPE: SECURITIES				P	10/06/2011	02/03/2012
41,161.		28,830.					12,331.	
		463.343 SHS WPX ENERGY INC PROPERTY TYPE: SECURITIES				P	10/06/2011	01/05/2012
8,134.		6,427.					1,707.	
		80,000 US TREASURY NOTE 3.625% 8/15/2019 PROPERTY TYPE: SECURITIES				P	02/01/2011	02/01/2012
93,025.		82,936.					10,089.	
		26,085.981 SHS VANGUARD SHORT TERM CORP PROPERTY TYPE: SECURITIES				P	11/02/2011	08/15/2012
281,468.		279,120.					2,348.	
		1,060 SHS AT&T INC PROPERTY TYPE: SECURITIES				P	03/23/2011	10/05/2012
40,144.		29,888.					10,256.	
		630 SHS ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES				P	03/23/2011	10/04/2012
44,524.		30,092.					14,432.	
		200 SHS INTERNATIONAL BUSINESS MACHINES				P	11/22/2011	12/14/2012

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
38,314.		PROPERTY TYPE: SECURITIES 36,347.					1,967.	
		400 SHS SPDR S&P 500 UNIT SER 1 PROPERTY TYPE: SECURITIES				P	09/22/2011	12/14/2012
56,743.		45,249.					11,494.	
		500 SHS CHEVRONTXACO CORP PROPERTY TYPE: SECURITIES				P	12/12/2008	06/26/2012
49,911.		39,747.					10,164.	
		250 SHS CHEVRONTXACO CORP PROPERTY TYPE: SECURITIES				P	12/12/2008	12/14/2012
26,897.		19,873.					7,024.	
		1,500 SHS CONOCO PHILLIPS PROPERTY TYPE: SECURITIES				P	04/06/2004	12/14/2012
86,420.		40,520.					45,900.	
		800 SHS EXXON MOBIL CORP PROPERTY TYPE: SECURITIES				P	07/15/2010	06/26/2012
65,272.		47,111.					18,161.	
		250 SHS EXXON MOBIL CORP					07/15/2010	12/14/2012
21,975.		14,722.					7,253.	
		731.529 SHS FAIRHOLME FUND PROPERTY TYPE: SECURITIES				P	04/06/2009	06/25/2012
20,000.		14,835.					5,165.	
		300 SHS ISHARES ISHARES MSCI EMERGING MR PROPERTY TYPE: SECURITIES				P	03/10/2009	06/26/2012
11,184.		6,686.					4,498.	
		2,500 SHS JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	06/29/2000	03/02/2012
161,468.		123,928.					37,540.	
		1,085.271 SHS MATTHEWS ASIA PACIFIC EQUI PROPERTY TYPE: SECURITIES				P	12/09/2010	06/25/2012
14,000.		15,014.					-1,014.	
		480 SHS SANOFI SPONSORED ADR PROPERTY TYPE: SECURITIES				P	07/28/2010	06/26/2012
17,090.		14,166.					2,924.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
350,000.		350,000 US TREASURY NOTES 4.875% 02/15/2 PROPERTY TYPE: SECURITIES 350,000.				P	11/17/2009	02/15/2012
150,000.		150,000 US TREASURY NOTE 4.375% 08/15/20 PROPERTY TYPE: SECURITIES 150,000.				P	03/29/2010	08/15/2012
218,532.		20,253.222 SHS VANGUARD SHORT TERM CORP PROPERTY TYPE: SECURITIES 214,808.				P	03/29/2010	08/15/2012
11,443.		CENTURY PARK CAPITAL PARTNERS, LP PROPERTY TYPE: SECURITIES				P	VARIOUS	12/31/2012
TOTAL GAIN(LOSS)							<u>386,135.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
U.S. TSY NOTE/BOND INTEREST	101,046.	101,046.
LESS: BOND PREMIUM AMORTIZATION	-28,124.	-28,124.
TIPS INFLATION ADJUSTMENT	13,600.	13,600.
ACCRETION	1,020.	1,020.
DIVIDENDS FROM SECURITIES	66,764.	66,766.
OTHER INTEREST	2,465.	2,465.
TAX EXEMPT INTEREST VIA PARTNERSHIPS	24.	
TOTAL	<u>156,795.</u>	<u>156,773.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME - FDC VENTURE PRNRS	-99.	-99.
PARTNERSHIP INCOME - CENTURY PARK, L.P.	-802.	-802.
PARTNERSHIP INCOME - EQUITY RESOURCE 22	2,995.	2,995.
PARTNERSHIP INCOME - EQUITY RESOURCE 23	3,745.	3,745.
PARTNERSHIP INCOME - CENTURY PARK II	4,054.	4,054.
PARTNERSHIP INCOME - MONTAUK TRIGUARD	-4,015.	-3,584.
PARTNERSHIP INCOME - ACI CAPITAL INV II	-458.	-458.
PARTNERSHIP INCOME - EQUITY RESOURCE 24	-240.	-240.
PARTNERSHIP INCOME - BEACON COMM. FD LP	-10,235.	-10,235.
NONDIVIDEND DISTRIBUTION	7,503.	
TOTALS	<u>2,448.</u>	<u>-4,624.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	8,950.	8,502.		448.
TOTALS	<u>8,950.</u>	<u>8,502.</u>		<u>448.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES	74,300.	59,440.	14,860.
TOTALS	<u>74,300.</u>	<u>59,440.</u>	<u>14,860.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES PAID			
FED. NET INV. INC. EXCISE TAX	1,176.	1,176.	
STATE INCOME TAXES WITHHELD	3,000.		
BY PARTNERSHIPS	446.		
TOTALS	<u>4,622.</u>	<u>1,176.</u>	

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAN FEES	4,721.	4,721.	16.
MASS. STATE FILING FEES	70.	54.	
TOTALS	<u>4,791.</u>	<u>4,775.</u>	<u>16.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSDESCRIPTION

<u>ATTACHMENT 7</u>	
<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
2,875,684.	3,046,783.
<u>2,875,684.</u>	<u>3,046,783.</u>

SEE ATTACHMENT 14

US OBLIGATIONS TOTAL

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8DESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 14	2,879,715.	3,669,330.
TOTALS	<u>2,879,715.</u>	<u>3,669,330.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 14	548,466.	960,901.
TOTALS	<u>548,466.</u>	<u>960,901.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIVIDENDS RECEIVABLE	2,051.	2,051.
TOTALS	<u>2,051.</u>	<u>2,051.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
BRINCK LOWERY 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	TRUSTEE 4.00	0	0	0
SHEILA K. HIXON 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	ADVISORY BOARD 1.00	0	0	0
ALEXANDRA H. BALLARD 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	ADVISORY BOARD 1.00	0	0	0
DYLAN H. HIXON 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	ADVISORY BOARD 1.00	0	0	0
SHANTI S. HIXON 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	ADVISORY BOARD 1.00	0	0	0
INDIA T. RADFAR 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	ADVISORY BOARD 1.00	0	0	0
GRAND TOTALS				

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FOSTER DYKEMA CABOT & CO. 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	INVESTMENT MGMT.	74,300.
TOTAL COMPENSATION		<u>74,300.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
PARTNERSHIP INCOME	531110	-432.	14	-4,623.	
NONDIVIDEND DISTRIBUTION			01	7,503.	
TOTALS		<u>-432.</u>		<u>2,880.</u>	

ATTACHMENT 14FORM 990PF, PART IIPART II - US OBLIGATIONS

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
100,000 US TREASURY NOTES 3.625% 05/15/13	100,888.	101,289.
150,000 US TREASURY NOTES 4.25% 08/15/13	150,025.	153,791.
100,000 US TREASURY NOTES 4.25% 11/15/13	100,000.	103,523.
100,000 US TREASURY NOTES 4.25% 08/15/14	104,249.	106,477.
250,000 US TREASURY NOTES 4.250% 11/15/14	253,817.	268,565.
350,000 US TREASURY NOTES 4.250% 08/15/15	366,404.	385,630.
279,028 US TIPS 2.625% 07/15/17	301,334.	334,353.
300,359 US TIPS 1.375% 07/15/18	318,496.	349,636.
250,000 US TREASURY NOTES 4.000% 08/15/18	276,513.	293,750.
150,000 US TREASURY NOTES 2.75% 02/15/19	145,940.	166,090.
150,000 US TREASURY NOTES 3.25% 07/31/16	151,074.	164,836.
350,000 US TREASURY NOTES 3.625% 02/15/20	403,528.	408,953.
200,000 US TREASURY NOTES 2.000% 01/31/16	203,416.	209,890.
 TOTAL	 <u>2,875,684.</u>	 <u>3,046,783.</u>

PART II - CORPORATE STOCK

46,104 VANGUARD ST INV GRADE FUND (ADM)	493,580.	499,304.
3,000 BANK OF AMERICA CORP OF AMERICA	23,054.	34,830.
2 BERKSHIRE HATHAWAY INC CLASS A	17,710.	268,120.
1,950 BERSHIRE HATHAWAY INC DEL CL B NEW	11,512.	174,915.
450 CHEVRONTXACO CORP	35,772.	48,663.
3,160 CISCO SYSTEMS	50,379.	62,092.
880 DEVON ENERGY CORP	48,028.	45,795.
1,500 DIRECTV COM	69,851.	75,240.
910 EXXON MOBIL CORPORATION	53,588.	78,761.
550 INTERNATIONAL BUSINESS MACHINES	99,954.	105,353.
1,800 JPMORGAN CHASE & CO	64,850.	79,144.
3,540 MICORSOFT CORP	87,256.	94,552.
850 NATIONAL OILWELL INC	55,224.	58,098.
750 PHILLIPS 66	12,040.	39,825.
500 PROCTER & GAMBLE CO	30,383.	33,945.
930 REPUBLIC SERVICES INC	27,606.	27,277.

ATTACHMENT 14FORM 990PF, PART IIPART II - CORPORATE STOCK CONTINUED

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
150,000 BERKSHIRE HATHAWAY INC 3.4% 01/31/2012	154,358.	161,581.
50,000 MOBIUS MOTORS LIMITED CONVERT NOTE 6%	50,000.	50,000.
2,000 ULTRA PETROLEUM	43,052.	36,260.
1,500 VALEANT PHARMACEUTICALS INTL INC	68,351.	89,655.
3,550 WELLS FARGO & CO NEW COM	86,147.	121,339.
1,400 VODAFONE GROUP PLC SPONS ADR	41,045.	35,266.
720 EATON CORP PLC SHS	33,240.	39,010.
29,400 ALPS ETF TR ALERIAN MLP	481,525.	468,930.
2,590 ISHARES ISHARE MSCI EMERGING MRKT INDEX	57,724.	114,867.
1,390 SPDR S&P 500 UNIT SER 1	157,240.	197,950.
1,380 VANGUARD TOTAL STK MRKT ETF	59,881.	101,126.
3,466 FAIRHOLME FUND	70,297.	108,981.
9,384 HUSSMAN STRATEGIC GROWTH	125,000.	100,507.
7,515 MATTHEWS ASIA PACIFIC EQUITY	103,870.	109,568.
8,966 TWEEDY BROWNE	140,720.	208,376.
ACI II HT, LLC	31,715.	-
ADJUSTMENT	(5,237.)	-
TOTAL	<u>2,879,715.</u>	<u>3,669,330.</u>

PART II - OTHER INVESTMENTS

112,500 ACI CAPITAL INV II (B), LP	21,146.	28,385.
0.50 EQUITY RESOURCE FUND 24 QP	68,522.	54,500.
26.67 FDC VENTURE PARTNERS MEMO ENTRY	40,711.	15,575.
300,000 MONTAUK TRIGUARD FUND III-A LP	81,227.	105,327.
1.00 BEACON COMMUNITIES FUND I LP	56,886.	247,142.
200,000 CENTURY PARK CAPITAL PARTNERS, II	120,786.	129,972.
1.50 EQUITY RESOURCE FUND 23	52,148.	264,000.
2.00 EQUITY RESOURCE FUND 22 QP	107,040.	116,000.
	<u>548,466.</u>	<u>960,901.</u>

ATTACHMENT 15FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME OF RECIPIENT	RELATIONSHIP TO FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOSTON BRIDGE CARRIER SCHOOL	N/A	PUBLIC	GENERAL PURPOSE	5,000.
BUDDHIST LITERARY HERITAGE PROJECT/KHYENTSE FOUNDATION	N/A	PUBLIC	GENERAL PURPOSE	5,000.
DUNGKAR GONPA SOCIETY	N/A	PUBLIC	GENERAL PURPOSE	150,000.
FAMILY LIFE ACADEMY CHARTER SCHOOL	N/A	PUBLIC	GENERAL PURPOSE	5,000.
GARRISON INSTITUTE	N/A	PUBLIC	GENERAL PURPOSE	5,000.
GLOBAL ACTION TO PREVENT WAR/LAWYERS COMMITTEE ON NUCLEAR POLICY	N/A	PUBLIC	GENERAL PURPOSE	10,000.
GLOBAL LEADERSHIP FOUNDATION (USA)	N/A	PUBLIC	GENERAL PURPOSE	10,000.
HEALTH CARE WITHOUT HARM/PAUL GORMAN PROJECT	N/A	PUBLIC	GENERAL PURPOSE	30,000.
JEWEL HEART CORPORATION	N/A	PUBLIC	GENERAL PURPOSE	10,000.
NYU/CENTER FOR THE STUDY OF TRANSFORMATIVE LIVES	N/A	PUBLIC	GENERAL PURPOSE	10,000.
OUTSTANDING RENEWAL ENTERPRISES INC.DBA LOWER EAST SIDE ECOLOGY	N/A	PUBLIC	GENERAL PURPOSE	10,000.
PATRISTIC SOCIETY	N/A	PUBLIC	GENERAL PURPOSE	5,000.
PEACEMAKER COMMUNITY	N/A	PUBLIC	GENERAL PURPOSE	40,000.
PESTICIDE ACTION NETWORK NORTH AMERICA	N/A	PUBLIC	GENERAL PURPOSE	10,000.
QUEST SCHOLARS PROGRAM	N/A	PUBLIC	GENERAL PURPOSE	15,000.
SMART BEGINNINGS/EASY PREVENTIONS	N/A	PUBLIC	GENERAL PURPOSE	17,500.
ST.VLADIMIR'S ORTHODOX THEOLOGICAL SEMINARY	N/A	PUBLIC	GENERAL PURPOSE	5,000.
THE LINEAGE PROJECT	N/A	PUBLIC	GENERAL PURPOSE	20,000.
TRICYCLE FOUNDATION (BUDDHIST RAY)	N/A	PUBLIC	GENERAL PURPOSE	10,000.
TOTAL				<u>372,500.</u>

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

THE A & A FUND

Employer identification number

04-3127721

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b 22,191.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3 725.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back					5 22,916.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 190,931.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8 152,740.
9 Capital gain distributions					9 19,548.
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back					12 363,219.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		22,916.
14	Net long-term gain or (loss):			
a	Total for year	14a		363,219.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		386,135.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	16	()
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Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23.	25	
26	Subtract line 25 from line 24.	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a

OMB No 1545-0092

2012

04-3127721

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 22,191.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2012

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
1,060 SHS AT&T INC	03/23/2011	10/05/2012	40,144.	29,888.	10,256.
630 SHS ABBOTT LABORATORIES	03/23/2011	10/04/2012	44,524.	30,092.	14,432.
200 SHS INTERNATIONAL BUSINESS MACHINES CORP	11/22/2011	12/14/2012	38,314.	36,347.	1,967.
400 SHS SPDR S&P 500 UNIT SER 1	09/22/2011	12/14/2012	56,743.	45,249.	11,494.
500 SHS CHEVRONTXACO CORP	12/12/2008	06/26/2012	49,911.	39,747.	10,164.
250 SHS CHEVRONTXACO CORP	12/12/2008	12/14/2012	26,897.	19,873.	7,024.
1,500 SHS CONOCO PHILLIPS	04/06/2004	12/14/2012	86,420.	40,520.	45,900.
800 SHS EXXON MOBIL CORP	07/15/2010	06/26/2012	65,272.	47,111.	18,161.
250 SHS EXXON MOBIL CORP	07/15/2010	12/14/2012	21,975.	14,722.	7,253.
731.529 SHS FAIRHOLME FUND	04/06/2009	06/25/2012	20,000.	14,835.	5,165.
300 SHS ISHARES ISHARES MSCI EMERGING MKRT INDEX	03/10/2009	06/26/2012	11,184.	6,686.	4,498.
2,500 SHS JOHNSON & JOHNSON	06/29/2000	03/02/2012	161,468.	123,928.	37,540.
1,085.271 SHS MATTHEWS ASIA PACIFIC EQUITY INCOM	12/09/2010	06/25/2012	14,000.	15,014.	-1,014.
480 SHS SANOFI SPONSORED ADR	07/28/2010	06/26/2012	17,090.	14,166.	2,924.
350,000 US TREASURY NOTES 4.875% 02/15/2012	11/17/2009	02/15/2012	350,000.	350,000.	
150,000 US TREASURY NOTE 4.375% 08/15/2012	03/29/2010	08/15/2012	150,000.	150,000.	
20,253.222 SHS VANGUARD SHORT TERM CORP ADM	03/29/2010	08/15/2012	218,532.	214,808.	3,724.
CENTURY PARK CAPITAL PARTNERS, LP	VARIOUS	12/31/2012	11,443.		11,443.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 190,931.

Schedule D-1 (Form 1041) 2012

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE A & A FUND	04-3127721
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	101 ARCH STREET, 18TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	BOSTON, MA 02110-1109	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► WILSONMORGAN, LLP

Telephone No. ► 949 428-7400FAX No ► 949 428-7401

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

► ☒ calendar year 2012 or

► ☐ tax year beginning 20 and ending 20.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	14,122.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	6,122.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	8,000.

Caution If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see Instructions	Enter filer's identifying number, see Instructions Employer Identification number (EIN) or
	THE A & A FUND	04-3127721
	Number, street, and room or suite no. If a P O box, see instructions 101 ARCH STREET, 18TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BOSTON, MA 02110-1109	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ► MARCUM, LLP
Telephone No. ► 949 236-5600 FAX No ► 949 236-5601
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until 11/15, 2013 .
- For calendar year 2012, or other tax year beginning . 20 . and ending . 20 .
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	14,122.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	14,122.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ►  Title ► CPA Date ► 08/02/2013

Form 8868 (Rev 1-2013)

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