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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 BOVERI-TRACKMAN FAMILY FOUNDATION, INC.		A Employer identification number 04-3189191
Number and street (or P O box number if mail is not delivered to street address) C/O WILDER & SHEA ONE HOLLIS STREET		B Telephone number (781) 235-3400
City or town, state, and ZIP code WELLESLEY, MA 02482		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> 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		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) \$ 1,631,585. (Part I, column (d) must be on cash basis)	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)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check <input checked="" 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	34,831.	34,831.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	107,932.			
	b Gross sales price for all assets on line 6a	538,841.			
	7 Capital gain net income (from Part IV, line 2)		107,932.		
	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	142,763.	142,763.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	918.	459.	0.	459.
	b Accounting fees STMT 3	10,029.	5,015.	0.	5,014.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	3,498.	682.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	5.	5.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	14,450.	6,161.	0.	5,473.
	25 Contributions, gifts, grants paid	112,840.			112,840.
26 Total expenses and disbursements. Add lines 24 and 25	127,290.	6,161.	0.	118,313.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	15,473.				
b Net investment income (if negative, enter -0-)		136,602.			
c Adjusted net income (if negative, enter -0-)			0.		

g14 2

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	149,960.	70,147.	70,147.
	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 Investments - corporate stock STMT 6	909,395.	1,104,025.	870,614.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	644,471.	545,127.	690,824.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,703,826.	1,719,299.	1,631,585.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,703,826.	1,719,299.	
	30 Total net assets or fund balances	1,703,826.	1,719,299.	
	31 Total liabilities and net assets/fund balances	1,703,826.	1,719,299.	

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	1,703,826.
2 Enter amount from Part I, line 27a	2	15,473.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,719,299.
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	1,719,299.

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			
b SEE ATTACHED STATEMENTS			
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 538,841.		430,909.	107,932.

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			107,932.

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	107,932.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	76,015.	1,601,125.	.047476
2010	68,168.	1,552,987.	.043895
2009	36,177.	1,358,939.	.026622
2008	24,114.	447,633.	.053870
2007	32,969.	628,790.	.052432

2 Total of line 1, column (d)	2	.224295
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	.044859
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,584,213.
5 Multiply line 4 by line 3	5	71,066.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,366.
7 Add lines 5 and 6	7	72,432.
8 Enter qualifying distributions from Part XII, line 4	8	118,313.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,366.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	1,366.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,366.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,520.	
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	2,520.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,152.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 1,152. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

SEE STATEMENT 8

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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>WILDER AND SHEA</u> Located at ► <u>1 HOLLIS STREET, WELLESLEY, MA</u> Telephone no. ► <u>617-235-3400</u> ZIP+4 ► <u>02181</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No 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 N/A	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? If "Yes," list the years ► _____, _____, _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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) N/A	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

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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)?

☐ 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

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PHILIP TRACKMAN	PRES, DIR			
12 ASH ST				
CAMBRIDGE, MA 02138	0.00	0.	0.	0.
KATHLEEN FOWLER	TREASURER, DIR, ASST CLERK			
ONE HOLLIS ST, STE 301				
WELLESEY, MA 02482	0.00	0.	0.	0.
LESLIE B SHEA	CLERK, DIR			
ONE HOLLIS ST, STE 410				
WELLESEY, MA 02482	0.00	0.	0.	0.
STEPHEN TRACKMAN	DIRECTOR			
124 DELISSA CT				
STATELINE, NV 89449	0.00	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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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	1,513,636.
b	Average of monthly cash balances	1b	94,702.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,608,338.
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	1,608,338.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,125.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,584,213.
6	Minimum investment return. Enter 5% of line 5	6	79,211.

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	79,211.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,366.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,366.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	77,845.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	77,845.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	77,845.

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	118,313.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	118,313.
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	1,366.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	116,947.

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				77,845.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,216.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 118,313.				
a Applied to 2011, but not more than line 2a			2,216.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				77,845.
e Remaining amount distributed out of corpus	38,252.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	38,252.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	38,252.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	38,252.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

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).)

PHILIP TRACKMAN

- 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	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)				
a Paid during the year				
AMERICA HEART ASSOCIATION			MEDICAL DONATIONS	
AMERICAN CANCER SOCIETY 350 PLANTATION ST. WORCESTER, MA 06104	N/A		HUMANITARIAN DONATION	4,125.
AMERICAN DIABETES ASSOCIATION 330 CONGRESS STREET BOSTON, MA 02210	N/A		MEDICAL DONATION	4,125.
AMERICAN RED CROSS 2025 E STREET, NW WASHINGTON, DC 20006	N/A		MEDICAL DONATION	8,250.
ART CORPS 240 COUNTY ROAD IPSWICH, MA 01938	N/A		ARTS DONATION	8,250.
Total			SEE CONTINUATION SHEET(S)	112,840.
b Approved for future payment				
NONE				
Total				0.

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	10 CALL MORGAN STANLEY 17.50	P	01/09/12	01/20/12
b	10 CALL UBS AG 15.00	P	VARIOUS	01/21/12
c	10 CALL COCA COLA 75.00	P	10/27/11	01/21/12
d	10 CALL CISCO SYSTEMS 20.00	P	10/11/11	01/21/12
e	1000 SHS POWERSHS QQQ TST SER 1	P	VARIOUS	03/15/12
f	5 CALL HALLIBURTON 45.00	P	10/14/11	01/21/12
g	1000 SHS DIREXION SHS EXCH	P	VARIOUS	04/20/12
h	20 CALL ISHRS MSCI JPN IDX 11.00	P	06/28/11	01/21/12
i	2000 SHS BANK OF AMERICA	P	VARIOUS	04/20/12
j	1 CALL SECT SPDR FINCL FND 16.00	P	09/20/11	01/21/12
k	800 SHS. MKT VECTORS PHARMA	P	VARIOUS	04/30/12
l	300 SHS YAMANA GOLD INC	P	10/04/11	06/15/12
m	1 CALL SECT SPDR FINCL FND 16.00	P	09/20/11	01/21/12
n	200 SHS MC DONALDS CORP	P	01/04/11	06/15/12
o	200 SHS YAMANA GOLD INC	P	08/27/09	06/15/12

(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 163.		547.	<384.>
b 433.			433.
c 123.			123.
d 203.			203.
e 64,022.		40,055.	23,967.
f 1,183.		167.	1,016.
g 71,973.		60,826.	11,147.
h 476.			476.
i 16,716.		29,215.	<12,499.>
j 7.			7.
k 31,190.		26,151.	5,039.
l 4,865.		3,792.	1,073.
m 7.			7.
n 18,062.		14,964.	3,098.
o 3,243.		1,779.	1,464.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<384.>
b			433.
c			123.
d			203.
e			23,967.
f			1,016.
g			11,147.
h			476.
i			<12,499.>
j			7.
k			5,039.
l			1,073.
m			7.
n			3,098.
o			1,464.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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	2 CALL SECT SPDR FINCL FND 16.00	P	09/20/11	01/21/12
b	100 SHS RACKSPACE HOSTING INC	P	06/18/12	08/17/12
c	4 CALL SECT SPDR FINCL FND 16.00	P	09/20/11	01/21/12
d	400 SHS RACKSPACE HOSTING INC	P	VARIOUS	08/17/12
e	500 SHS BANK OF AMERICA	P	01/25/12	09/21/12
f	5 CALL SECT SPDR FINCL FND 16.00	P	09/20/11	01/21/12
g	1000 SHS SPDR S&P ETF TR	P	VARIOUS	09/20/12
h	500 SHS BANK OF AMERICA	P	VARIOUS	09/21/12
i	500 SHS CISCO	P	VARIOUS	09/21/12
j	1000 SHS MKT VECTORS PHARMA	P	VARIOUS	10/19/12
k	1000 SHS NOVARTIS A G SPON ADR	P	VARIOUS	10/19/12
l	7 CALL SECT SPDR FINCL FND 16.00	P	09/20/11	01/21/12
m	1000 SHS SECTOR SPDR FINCL	P	VARIOUS	12/20/12
n	10 CALL SECT SPDR FINCL FND 16.00	P	09/20/11	01/21/12
o	10 CALL NOVARTIS AG ADRF 62.50	P	12/27/11	01/25/12

(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 14.			14.
b 5,086.		4,422.	664.
c 28.			28.
d 20,342.		13,366.	6,976.
e 4,057.		3,672.	385.
f 35.			35.
g 145,441.		109,024.	36,417.
h 4,057.		5,793.	<1,736.>
i 9,248.		8,578.	670.
j 40,474.		33,098.	7,376.
k 60,274.		54,649.	5,625.
l 49.			49.
m 16,304.		9,811.	6,493.
n 69.			69.
o 333.		67.	266.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			14.
b			664.
c			28.
d			6,976.
e			385.
f			35.
g			36,417.
h			<1,736.>
i			670.
j			7,376.
k			5,625.
l			49.
m			6,493.
n			69.
o			266.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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	10 CALL POWERSHARES QQQ 62.00	P	01/06/12	02/17/12
b	10 CALL MORGAN STANLEY 20.00	P	01/30/12	02/18/12
c	10 CALL RANGE RES CORP 70.00	P	01/23/12	02/18/12
d	7 CALL SPDR DJ INDST AVG 130.00	P	01/30/12	02/18/12
e	4 CALL GENERAL ELECTRIC CO 20.00	P	01/12/12	02/18/12
f	6 CALL GENERAL ELECTRIC CO 20.00	P	01/12/12	02/18/12
g	7 CALL HALLIBURTON CO 45.00	P	01/24/12	03/08/12
h	10 CALL RANGE RES CORP 70.00	P	02/27/12	03/17/12
i	10 CALL SPDR DJ INDST AVG 135.00	P	02/22/12	04/10/12
j	10 CALL RANGE RES CORP 70.00	P	03/21/12	04/21/12
k	4 CALL GENERAL ELECTRIC CO 20.00	P	02/29/12	04/21/12
l	6 CALL GENERAL ELECTRIC CO 20.00	P	02/29/12	04/21/12
m	10 CALL SPDR S&P 500 ETF TR 145.00	P	03/26/12	04/21/12
n	25 CALL BANK OF AMERICA CORP 12.00	P	04/03/12	04/25/12
o	2 CALL HESS CORP 70.00	P	03/26/12	04/26/12

(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 93.		1,317.	<1,224.>
b 183.			183.
c 433.			433.
d 161.			161.
e 65.			65.
f 98.			98.
g 224.		35.	189.
h 483.			483.
i 1,183.		167.	1,016.
j 333.			333.
k 73.			73.
l 110.			110.
m 393.			393.
n 197.		78.	119.
o 35.		10.	25.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1,224.>
b			183.
c			433.
d			161.
e			65.
f			98.
g			189.
h			483.
i			1,016.
j			333.
k			73.
l			110.
m			393.
n			119.
o			25.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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	3 CALL HESS CORP 70.00	P	03/26/12	04/26/12
b	10 CALL COCA COLA 75.00	P	01/23/12	05/17/12
c	10 CALL COCA COLA 75.00	P	05/17/12	05/18/12
d	10 CALL CISCO SYSTEMS 22.00	P	01/23/12	05/19/12
e	10 CALL HALLIBURTON CO 40.00	P	03/21/12	05/19/12
f	7 CALL SKYWORKS SOLUTION 32.00	P	03/13/12	05/19/12
g	3 CALL SPDR DJ INDST AVG 135.00	P	04/17/12	05/19/12
h	4 CALL SPDR DJ INDST AVG 135.00	P	04/17/12	05/19/12
i	10 CALL MCDONALDS CORP 90.00	P	06/07/12	06/15/12
j	4 CALL HESS CORP 62.50	P	04/26/12	06/16/12
k	6 CALL HESS CORP 62.50	P	04/26/12	06/16/12
l	10 CALL MORGAN STANLEY 25.00	P	02/23/12	06/16/12
m	10 CALL RANGE RES CORP 72.50	P	04/23/12	06/16/12
n	15 CALL SECT SPDR FINCL FND 16.00	P	01/23/12	06/16/12
o	2 CALL TRANSOCEAN INC 75.00	P	03/16/12	07/09/12

(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 52.		14.	38.
b 143.		567.	<424.>
c 1,442.		817.	625.
d 313.			313.
e 163.			163.
f 301.			301.
g 132.			132.
h 176.			176.
i 403.		467.	<64.>
j 45.			45.
k 68.			68.
l 133.			133.
m 333.			333.
n 250.			250.
o 113.		9.	104.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			38.
b			<424.>
c			625.
d			313.
e			163.
f			301.
g			132.
h			176.
i			<64.>
j			45.
k			68.
l			133.
m			333.
n			250.
o			104.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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	4 CALL TRANSOCEAN INC 75.00	P	03/16/12	07/09/12
b	4 CALL TRANSOCEAN INC 75.00	P	03/16/12	07/09/12
c	10 CALL MCDONALDS CORP 92.50	P	07/06/12	07/21/12
d	10 CALL NOVARTIS AG ADRF 60.00	P	02/23/12	07/21/12
e	10 CALL SKYWORKS SOLUTION 29.00	P	05/23/12	07/21/12
f	10 CALL GENERAL ELECTRIC CO 21.00	P	05/02/12	07/21/12
g	10 RANGE RES CORP 80.00	P	06/18/12	07/26/12
h	4 CALL GENERAL ELECTRIC CO 20.00	P	04/27/12	07/31/12
i	6 CALL BANK OF AMERICA COR 12.00	P	04/27/12	07/31/12
j	15 CALL BANK OF AMERICA COR 12.00	P	07/27/12	07/31/12
k	10 CALL MCDONALDS CORP 100.00	P	08/01/12	08/09/12
l	4 CALL COCA COLA 40.00	P	05/21/12	08/18/12
m	8 CALL COCA COLA 40.00	P	05/21/12	08/18/12
n	8 COCA COLA 40.00	P	05/21/12	08/18/12
o	4 CALL SKYWORKS SOLUTION 30.00	P	07/25/12	08/18/12

(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 225.		19.	206.
b 225.		19.	206.
c 133.			133.
d 733.			733.
e 983.			983.
f 173.			173.
g 483.		147.	336.
h 48.		16.	32.
i 71.		25.	46.
j 178.		62.	116.
k 403.		197.	206.
l 57.			57.
m 113.			113.
n 113.			113.
o 93.			93.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			206.
b			206.
c			133.
d			733.
e			983.
f			173.
g			336.
h			32.
i			46.
j			116.
k			206.
l			57.
m			113.
n			113.
o			93.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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	6 CALL SKYWORKS SOLUTION 30.00	P	07/25/12	08/18/12
b	10 CALL SPDR DJ INDST AVG 135.00	P	06/18/12	08/18/12
c	5 CALL CAESARS ENTERTNMNT 15.00	P	06/20/12	08/18/12
d	10 CALL SECT SPDR FINCL FND 16.00	P	04/30/12	08/18/12
e	4 CALL COCA COLA 41.25	P	08/20/12	08/28/12
f	10 CALL RANGE RES CORP 70.00	P	07/26/12	09/22/12
g	2 CALL SECT SPDR FINCL FND 16.00	P	06/19/12	09/22/12
h	2 CALL SECT SPDR FINCL FND 16.00	P	06/19/12	09/22/12
i	2 CALL SECT SPDR FINCL FND 16.00	P	06/19/12	09/22/12
j	4 CALL SECT SPDR FINCL FND 16.00	P	06/19/12	09/22/12
k	1 CALL SECT SPDR FINCL FND 16.00	P	07/02/12	10/11/12
l	2 CALL SECT SPDR FINCL FND 16.00	P	07/02/12	10/11/12
m	3 CALL SECT SPDR FINCL FND 16.00	P	07/02/12	10/11/12
n	4 CALL SECT SPDR FINCL FND 16.00	P	07/02/12	10/11/12
o	1 CALL SKYWORKS SOLUTION 33.00	P	08/20/12	10/12/12

(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 140.			140.
b 283.			283.
c 112.			112.
d 422.			422.
e 108.		48.	60.
f 772.			772.
g 27.			27.
h 27.			27.
i 27.			27.
j 53.			53.
k 17.		23.	<6.>
l 35.		45.	<10.>
m 52.		68.	<16.>
n 69.		91.	<22.>
o 128.		7.	121.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			140.
b			283.
c			112.
d			422.
e			60.
f			772.
g			27.
h			27.
i			27.
j			53.
k			<6.>
l			<10.>
m			<16.>
n			<22.>
o			121.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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	1 CALL SKYWORKS SOLUTION 33.00	P	08/20/12	10/12/12
b	2 CALL SKYWORKS SOLUTION 33.00	P	08/20/12	10/12/12
c	2 CALL SKYWORKS SOLUTION 33.00	P	08/20/12	10/12/12
d	4 CALL SKYWORKS SOLUTION 33.00	P	08/20/12	10/12/12
e	4 CALL GENERAL ELECTRIC CO 22.00	P	07/25/12	10/19/12
f	6 CALL GENERAL ELECTRIC CO 22.00	P	07/25/12	10/19/12
g	10 CALL HALLIBURTON CO 37.00	P	07/24/12	10/20/12
h	10 CALL RANGE RES CORP 72.50	P	09/24/12	10/20/12
i	1 CALL MCDONALDS CORP 95.00	P	08/10/12	10/25/12
j	9 CALL MCDONALDS CORP 95.00	P	08/10/12	10/25/12
k	10 CALL CISCO SYSTEM 22.00	P	11/13/12	11/13/12
l	10 CALL HESS CORP 62.50	P	08/31/12	11/17/12
m	10 CALL COCA COLA 41.25	P	09/18/12	11/17/12
n	10 CALL RANGE RES CORP 70.00	P	11/13/12	11/17/12
o	13 CALL CISCO SYSTEMS 18.00	P	11/19/12	11/19/12

(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 128.		7.	121.
b 257.		13.	244.
c 257.		13.	244.
d 513.		27.	486.
e 45.		99.	<54.>
f 68.		148.	<80.>
g 243.			243.
h 833.			833.
i 64.		13.	51.
j 570.		114.	456.
k 133.		27.	106.
l 193.			193.
m 143.			143.
n 353.			353.
o 228.		71.	157.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			121.
b			244.
c			244.
d			486.
e			<54.>
f			<80.>
g			243.
h			833.
i			51.
j			456.
k			106.
l			193.
m			143.
n			353.
o			157.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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	8 CALL BANK OF AMERICA COR 9.00	P	11/30/12	11/30/12
b	12 CALL BANK OF AMERICA COR 9.00	P	11/30/12	11/30/12
c	5 CALL UBS AG 14.00	P	12/04/12	12/04/12
d	20 CALL UBS AG 14.00	P	12/04/12	12/04/12
e	10 CALL MCDONALDS CORP 92.50	P	10/25/12	12/22/12
f	10 CALL RANGE RES CORP 75.00	P	11/20/12	12/22/12
g	5 CALL TRANSOCEAN INC 50.00	P	11/13/12	12/22/12
h	5 CALL TRANSOCEAN INC 50.00	P	11/13/12	12/22/12
i				
j				
k				
l				
m				
n				
o				

(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 182.		730.	<548.>
b 274.		1,095.	<821.>
c 69.		866.	<797.>
d 278.		3,462.	<3,184.>
e 262.			262.
f 283.			283.
g 277.			277.
h 277.			277.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<548.>
b			<821.>
c			<797.>
d			<3,184.>
e			262.
f			283.
g			277.
h			277.
i			
j			
k			
l			
m			
n			
o			

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	107,932.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DOCTORS WITHOUT BORDERS 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001	N/A		HUMANITARIAN DONATION	16,450.
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	N/A		HUMANITARIAN DONATION	4,125.
MARCH OF DIMES 1275 MAMARONECK AVENUE WHITE PLAINS, NY 10605	N/A		HUMANITARIAN DONATION	8,225.
PLANNED PARENTHOOD FEDERATION NATIONAL 434 WEST 33RD STREET NEW YORK, NY 10001	N/A		SOCIAL DONATION	8,230.
POUNDS HOUNDS P.O. BOX 212 BOSTON, MA 01740	N/A		ENVIRONMENTAL DONATION	8,250.
UNION OF CONCERNED SCIENTISTS TWO BRATTLE SQ. CAMBRIDGE, MA 02238	N/A		EDUCATIONAL DONATION	16,450.
US FUND FOR UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	N/A		HUMANITARIAN DONATION	9,050.
WBUR 890 COMMONWEALTH AVE BOSTON, MA 02215	N/A		ARTS DONATION	4,125.
WCRB 450 BROAD ST. CHURCH, VA 22046	N/A		ARTS DONATION	5,760.
WELLESLEY FRIENDLY AID ASSOCIATION 219 WASHINGTON ST. WELLSLEY, MA 02481	N/A		ARTS DONATION	4,125.
Total from continuation sheets				88,090.

Part.XV	Supplementary Information
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3 Grants and Contributions Paid During the Year (Continuation)

[illegible]

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB # 6186-4669	34,831.	0.	34,831.
TOTAL TO FM 990-PF, PART I, LN 4	34,831.	0.	34,831.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	918.	459.	0.	459.
TO FM 990-PF, PG 1, LN 16A	918.	459.	0.	459.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	10,029.	5,015.	0.	5,014.
TO FORM 990-PF, PG 1, LN 16B	10,029.	5,015.	0.	5,014.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	682.	682.	0.	0.
FEDERAL EXCISE TAX	2,816.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	3,498.	682.	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	
INVESTMENT FEE - ADR FEE	5.	5.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	5.	5.	0.	0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
2500 UBS AG NEW	153,854.	39,350.		
2500 MORGAN STANLEY	80,930.	47,800.		
500 UNITED STATES STEEL CORP	0.	0.		
1000 TRANSOCEAN INC NEW	0.	0.		
1000 UMPQUA HOLDINGS CORP	0.	0.		
2500 BANK OF AMERICA	0.	0.		
1000 GENERAL ELECTRIC COMPANY	15,442.	20,990.		
1000 NOVARTIS A G SPON ADR F	0.	0.		
2000 BLACKROCK BUILD AMERICA	39,682.	45,740.		
1500 CISCO SYSTEMS	0.	0.		
1400 COCA COLA	0.	0.		
500 FORD MOTOR NEW	0.	0.		
300 MCDONALDS CORP	0.	0.		
500 NOVARTIS A G ADR F	26,944.	31,650.		
400 RACKSPACE HOSTINGS	0.	0.		
700 RANGE RESOURCES CORP	0.	0.		
500 TRANSOCEAN INC	0.	0.		
700 SKYWORKS SOLUTIONS	0.	0.		
200 UMPQUA HOLDINGS CORP	0.	0.		
2000 UNITED STATES STEEL	0.	0.		
500 YAMANA GOLD INC	0.	0.		
2000 BANK OF AMERICA CORP	14,586.	23,220.		
1000 CAESARS ENTERTAINMENT	10,623.	6,920.		
1300 CISCO SYSTEMS	21,705.	25,544.		
3000 COCA COLA COMPANY	96,213.	108,750.		
1000 DU PONT E I DE NEMOUR & CO	46,481.	44,979.		
1000 FORD MOTOR COMPANY	11,002.	12,950.		
1200 HALLIBURTON CO HLDG	42,253.	41,628.		
1000 HESS CORP	59,363.	52,960.		
1500 MCDONALDS CORP	132,472.	132,315.		
1000 RANGE RESOURCES CORP	57,225.	62,830.		
1000 SKYWORKS SOLUTIONS	27,110.	20,300.		
1500 TRANSOCEAN INC	100,788.	66,990.		
1200 UMPQUA HOLDING CORP	28,037.	14,148.		

3000 UNITED STATES STEEL CORP	139,315.	71,550.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,104,025.	870,614.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
7000 ISHARES MSCI JPN IDX FUND	COST	75,980.	68,250.
CALL OPTIONS	COST	<6,854.>	<8,460.>
POWERSHS QQQ TRUST SER 1	COST	0.	0.
SECTOR SPDR FINCL SELECT	COST	0.	0.
1000 PHARMACEUTICAL HOLDRS	COST	0.	0.
SPDR S&P 500 ETF TR	COST	0.	0.
2700 SPDR DOW JONES INDL AVG	COST	238,241.	352,566.
400 VECTORS PHARMA ETF	COST	0.	0.
200 POWERSHARES QQQ TRUST SER1	COST	0.	0.
1000 DIREXION SHS.EXCH TRD FD	COST	0.	0.
800 SECTOR SPDR FINCL SELECT	COST	0.	0.
2000 ARMOUR RESIDENTIAL REIT	COST	14,708.	12,940.
1400 POWERSHS QQQ TRUST SER 1	COST	83,283.	91,182.
3000 SECTOR SPDR FINCL SELECT	COST	41,867.	49,170.
600 SPDR S&P 500 EFT TR	COST	65,547.	85,446.
1000 MKT VECTORS PHARMA	COST	32,355.	39,730.
TOTAL TO FORM 990-PF, PART II, LINE 13		545,127.	690,824.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT	8
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EXPLANATION

NOT REQUIRED

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB # 6186-4669	34,831.	0.	34,831.
TOTAL TO FM 990-PF, PART I, LN 4	34,831.	0.	34,831.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	918.	459.	0.	459.
TO FM 990-PF, PG 1, LN 16A	918.	459.	0.	459.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	10,029.	5,015.	0.	5,014.
TO FORM 990-PF, PG 1, LN 16B	10,029.	5,015.	0.	5,014.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	682.	682.	0.	0.
FEDERAL EXCISE TAX	2,816.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	3,498.	682.	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
INVESTMENT FEE - ADR FEE	5.	5.	0.	0.
TO FORM 990-PF, PG 1, LN 23	5.	5.	0.	0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2500 UBS AG NEW	153,854.	39,350.
2500 MORGAN STANLEY	80,930.	47,800.
500 UNITED STATES STEEL CORP	0.	0.
1000 TRANSOCEAN INC NEW	0.	0.
1000 UMPQUA HOLDINGS CORP	0.	0.
2500 BANK OF AMERICA	0.	0.
1000 GENERAL ELECTRIC COMPANY	15,442.	20,990.
1000 NOVARTIS A G SPON ADR F	0.	0.
2000 BLACKROCK BUILD AMERICA	39,682.	45,740.
1500 CISCO SYSTEMS	0.	0.
1400 COCA COLA	0.	0.
500 FORD MOTOR NEW	0.	0.
300 MCDONALDS CORP	0.	0.
500 NOVARTIS A G ADR F	26,944.	31,650.
400 RACKSPACE HOSTINGS	0.	0.
700 RANGE RESOURCES CORP	0.	0.
500 TRANSOCEAN INC	0.	0.
700 SKYWORKS SOLUTIONS	0.	0.
200 UMPQUA HOLDINGS CORP	0.	0.
2000 UNITED STATES STEEL	0.	0.
500 YAMANA GOLD INC	0.	0.
2000 BANK OF AMERICA CORP	14,586.	23,220.
1000 CAESARS ENTERTAINMENT	10,623.	6,920.
1300 CISCO SYSTEMS	21,705.	25,544.
3000 COCA COLA COMPANY	96,213.	108,750.
1000 DU PONT E I DE NEMOUR & CO	46,481.	44,979.
1000 FORD MOTOR COMPANY	11,002.	12,950.
1200 HALLIBURTON CO HLDG	42,253.	41,628.
1000 HESS CORP	59,363.	52,960.
1500 MCDONALDS CORP	132,472.	132,315.
1000 RANGE RESOURCES CORP	57,225.	62,830.
1000 SKYWORKS SOLUTIONS	27,110.	20,300.
1500 TRANSOCEAN INC	100,788.	66,990.
1200 UMPQUA HOLDING CORP	28,037.	14,148.

3000 UNITED STATES STEEL CORP	139,315.	71,550.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,104,025.	870,614.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
7000 ISHARES MSCI JPN IDX FUND	COST	75,980.	68,250.
CALL OPTIONS	COST	<6,854.>	<8,460.>
POWERSHS QQQ TRUST SER 1	COST	0.	0.
SECTOR SPDR FINCL SELECT	COST	0.	0.
1000 PHARMACEUTICAL HOLDRS	COST	0.	0.
SPDR S&P 500 ETF TR	COST	0.	0.
2700 SPDR DOW JONES INDL AVG	COST	238,241.	352,566.
400 VECTORS PHARMA ETF	COST	0.	0.
200 POWERSHARES QQQ TRUST SER1	COST	0.	0.
1000 DIREXION SHS.EXCH TRD FD	COST	0.	0.
800 SECTOR SPDR FINCL SELECT	COST	0.	0.
2000 ARMOUR RESIDENTIAL REIT	COST	14,708.	12,940.
1400 POWERSHS QQQ TRUST SER 1	COST	83,283.	91,182.
3000 SECTOR SPDR FINCL SELECT	COST	41,867.	49,170.
600 SPDR S&P 500 EFT TR	COST	65,547.	85,446.
1000 MKT VECTORS PHARMA	COST	32,355.	39,730.
TOTAL TO FORM 990-PF, PART II, LINE 13		545,127.	690,824.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT	8
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EXPLANATION

NOT REQUIRED