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

2012

Department 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 , and ending

Name of foundation Katharine L.W. and Winthrop M. Crane, 3d Charitable Foundation		A Employer identification number 04-3217038
Number and street (or P.O. box number if mail is not delivered to street address) c/o Taylor, Ganson & Perrin, 160 Federal		B Telephone number (617) 951-2777
City or town, state, and ZIP code Boston, MA 02110		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2287181.		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	40452.	40452.	40452.	Statement 1
	4 Dividends and interest from securities	38922.	38922.	38922.	Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4459.			
	b Gross sales price for all assets on line 6a	325203.			
	7 Capital gain net income (from Part IV, line 2)		4459.		
	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	83833.	83833.	79374.		
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				
	b Accounting fees Stmt 3	7775.	7775.	0.	0.
	c Other professional fees Stmt 4	17176.	17176.	0.	0.
	17 Interest				
	18 Taxes Stmt 5	498.	498.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	500.	0.	0.	0.
	22 Printing and publications				
	23 Other expenses Stmt 6	282.	282.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	26231.	25731.	0.	0.
	25 Contributions, gifts, grants paid	109942.			109942.
26 Total expenses and disbursements. Add lines 24 and 25	136173.	25731.	0.	109942.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-52340.				
b Net investment income (if negative, enter -0-)		58102.			
c Adjusted net income (if negative, enter -0-)			79374.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1* Cash - non-interest-bearing					
	2 Savings and temporary cash investments			21972.	257137.	257137.
	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 8			1369487.	1331039.	1471794.
	c Investments - corporate bonds Stmt 9			813136.	567568.	558250.
11 Investments - land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment: basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			2204595.	2155744.	2287181.	
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					
22 Other liabilities (describe ▶)						
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			2204595.	2155744.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds			0.	0.		
30 Total net assets or fund balances			2204595.	2155744.		
31 Total liabilities and net assets/fund balances			2204595.	2155744.		

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	2204595.
2 Enter amount from Part I, line 27a	2	-52340.
3 Other increases not included in line 2 (itemize) ▶ See Statement 7	3	3500.
4 Add lines 1, 2, and 3	4	2155755.
5 Decreases not included in line 2 (itemize) ▶ Book value adjustment	5	11.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2155744.

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 Statement			
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 325203.		320744.	4459.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			4459.

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	4459.
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	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	89727.	1727985.	.051926
2010	93165.	1636893.	.056916
2009	88325.	1589248.	.055577
2008	70682.	1513972.	.046686
2007	74410.	1474910.	.050451

2 Total of line 1, column (d)	2	.261556
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	.052311
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2277307.
5 Multiply line 4 by line 3	5	119128.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	581.
7 Add lines 5 and 6	7	119709.
8 Enter qualifying distributions from Part XII, line 4	8	109942.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1162.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1162.
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	1162.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1055.	
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	1055.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	107.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

N/A

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>Taylor, Ganson & Perrin, LLP</u> Telephone no. ► <u>(617) 951-2777</u> Located at ► <u>160 Federal Street, Boston, Massachusetts, MA</u> ZIP+4 ► <u>02110</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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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
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 ►	☐ Yes ☒ 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?	☐ Yes ☒ 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
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

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

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
Katherine A. Francis c/o Taylor, Ganson & Perrin, 160 Federal Street Boston, MA 02110	Executive Director, Trustee	0.00	0.	0.
John A. Leith c/o Taylor, Ganson & Perrin, 160 Federal Street Boston, MA 02110	Trustee	0.00	0.	0.
William F. Kehoe c/o Taylor, Ganson & Perrin, 160 Federal Street Boston, MA 02110	Trustee	0.00	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

Part VIII

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

(continued)

3

Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Part IX-A

Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B

Summary of Program-Related Investments

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

Amount

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

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	2264726.
b	Average of monthly cash balances	1b	47261.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2311987.
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	2311987.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34680.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2277307.
6	Minimum investment return. Enter 5% of line 5	6	113865.

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	113865.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1162.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1162.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	112703.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	112703.
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	112703.

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	109942.
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	109942.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	109942.

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				112703.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	924.			
b From 2008				
c From 2009	8863.			
d From 2010	11540.			
e From 2011	3798.			
f Total of lines 3a through e	25125.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	109942.			
a Applied to 2011, but not more than line 2a			0.	
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				109942.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	2761.			2761.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	22364.			
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	22364.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	7026.			
c Excess from 2010	11540.			
d Excess from 2011	3798.			
e Excess from 2012				

N/A

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

☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

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				
Alliance for Children Foundation, 464 Hillside Ave, Ste 300, Needham, MA	None	Charitable	For general purpose	2500.
Alzheimer's Disease & Related Disorders, 264 Cottage St., Springfield, MA	None	Charitable	Respite Program	2000.
Andover Historical Society, Three Hebron Road, Andover, CT	None	Charitable	Charity	500.
Andover Volunteer Fire Department, 11 School Road, Andover, CT	None	Charitable	For Purchase of two Kenwood Radio and Repeater Units	6796.
Ashoka, 1700 North Moore Street, Suite 2000, Arlington, VA	None	Charitable	Educational-1/2 abroad and 1/2 in United States in Memory of William F. Kehoe.	3500.
Total	See continuation sheet(s)			109942.
b Approved for future payment				
None				
Total				0.

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

- | | | Yes | No |
|----------|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee *J. A. Lutz* **Date** 4-26-13 **Title** Trustee

May the IRS discuss this return with the preparer shown below (see Instr. 7)?
☒ **Yes** ☐ **No**

Paid Preparer Use Only	Print/Type preparer's name <i>Edward R. Martin</i>	Preparer's signature <i>Edward R. Martin</i>	Date <i>4/26/13</i>	Check ☐ if self-employed	PTIN P00449787
	Firm's name ▶ Taylor, Ganson & Perrin, LLP			Firm's EIN ▶ 04-1894190	
	Firm's address ▶ 160 Federal Street, 20th Floor Boston, MA 02110			Phone no. 617-951-2777	

Form **990-PF** (2012)

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 sale of 100 shs Pepsico Inc		P	02/17/10	02/22/12
b sale of 100 shs Northern Trust Corp		P	02/17/10	02/22/12
c sale of 200 shs Verizon Communications Inc		P	02/17/10	11/09/12
d sale of 85.75 shs Procter & Gamble Co		P	11/24/99	12/10/12
e sale of 107.25 shs Procter & Gamble Co.		P	11/24/99	12/10/12
f sale of 185 shs Wal Mart Stores Inc		P	05/10/00	12/10/12
g sale of 380 shs CVS Corp		P	10/30/00	12/10/12
h sale of 200 shs CVS Corp		P	05/10/00	12/10/12
i sale of 25,000 shs Verizon Communications Inc		P	10/27/10	12/11/12
j sale of 25,000 shs Verizon Communications Inc		P	04/26/10	12/11/12
k 200,000 shs Verizon Communications Inc		P	10/27/10	12/11/12
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 6308.		6189.	119.
b 4301.		5132.	-831.
c 8604.		5456.	3148.
d 6015.		3501.	2514.
e 7523.		4379.	3144.
f 13296.		10534.	2762.
g 17936.		9871.	8065.
h 9440.		4344.	5096.
i 25178.		27158.	-1980.
j 25178.		26920.	-1742.
k 201424.		217260.	-15836.
l			
m			
n			
o			

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			119.
b			-831.
c			3148.
d			2514.
e			3144.
f			2762.
g			8065.
h			5096.
i			-1980.
j			-1742.
k			-15836.
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	4459.
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	0.

Katharine L.W. and Winthrop M. Crane, 3d
Charitable Foundation

04-3217038

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
Berkshire Grown Fund, Post Office Box 983, Great Barrington, MA	None	Charitable	Charity	2000.
Berkshire Museum, 39 South Street, Pittsfield, MA	None	Charitable	Charity (for student/youth programs)	3000.
Berkshire Natural Resources Council, Inc. 20 Bank Row, Pittsfield, MA	None	Charitable	Charity (Education program)	2000.
Berkshire Taconic Com. Foundation, Inc. 800 Main St., Sheffield, MA	None	Charitable	Charity (medical costs, fuel assistance and housing assistance for the needy)	15000.
Berkshire Taconic Com. Foundation, Inc. 800 Main St., Sheffield, MA	None	Charitable	Charity (for Holiday Brook Farm in Dalton, Massachusetts)	1200.
Berkshire Talking Chronicle, 208 West Street, Pittsfield, MA	None	Charitable	Charity	2400.
Boston Symphony Orchestra, Symphony Hall, Boston, MA	None	Charitable	Charity (For Days in the Arts Program at Tanglewood)	3000.
Camp Allen, Inc., 56 Camp Allen Road, Bedford, New Hampshire	None	Charitable	Charity	3500.
Christian Center of Pittsfield, Inc., 193 Robbins Avenue, Pittsfield, MA	None	Charitable	Charity (assistance for battered women and at-risk youths)	4000.
Clark School for the Deaf, 47 Round Hill Road, Northampton, MA	None	Charitable	Charity	2000.
Total from continuation sheets				94646.

Katharine L.W. and Winthrop M. Crane, 3d
Charitable Foundation

04-3217038

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
Collaborative for Educational Services, 97 Hawley Street, Northampton, MA	None	Charitable	Charity (for after school programs of the Cummington Family Center)	1200.
Columbia School System, Horace W. Porter School, PO Box 166, Columbia, CT	none	charitable	Charity (for Needy Student Fund)	400.
Columbia School System, Horace W. Porter School, PO Box 166, Columbia, CT	none	charitable	Charity (for fog machine for Drama Club at Horace W. Porter School)	500.
Conn. Assoc. of Foster & Adoptive Parents, 2189 Silas Deane Hwy, Rocky Hill, CT	None	Charitable	Charity (after school arts programs)	500.
Connecticut Canine Search and Rescue, Inc., 19 Sunset Terr., W. Hartford, CT	None	Charitable	Charity	500.
Connecticut Eastern Railway Museum, Box 665, Willimantic, CT	None	Charitable	Charity	500.
Dalton Community Recreation Association, 400 Main Street, Dalton, MA	None	Charitable	Charity (for construction of solar pool)	5000.
Dalton Community Recreation Association, 400 Main Street, Dalton, MA	None	Charitable	Charity (for Sugar Hill Folk Festival in memory of William F. Kehoe)	1500.
Dalton Fire Department, 20 Flansburg Avenue, Dalton, MA	None	Charitable	Charity	
Dalton Free Public Library, 462 Main Street, Dalton, MA	None	Charitable	Charity (for on-line courses program)	1500.
Total from continuation sheets				

Katharine L.W. and Winthrop M. Crane, 3d
Charitable Foundation

04-3217038

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
Elder Services of Berkshire County, Inc., 66 Wendell Ave., Pittsfield, MA	None	Charitable	Charity	4000.
Eye of the Storm Equine Rescue Center, P.O. Box 218, Stow, MA	None	Charitable	Charity	1700.
Foodshare, 450 Woodland Avenue, Bloomfield, CT	None	Charitable	Charity	400.
Fort Ticonderoga, P.O. Box 390, Ticonderoga, NY	None	Charitable	Charity (in honor of Eddie Pell)	500.
Friends for Tomorrow, Inc. 131 Weston Road, Lincoln, MA 01773	None	Charitable	Charity	1000.
Friends of Eleanor Sonsini Animal Shelter, 63 Downing Pkwy, Pittsfield, MA	None	Charitable	Charity	1500.
Friends of Lindenwald, Kinderhook, NY	None	Charitable	Charity	300.
Grace Community Boston, 28 Gould Street, Walpole, MA	None	Charitable	Charity	500.
Great Barrington Housatonic River Walk, P.O. Box 1018, Great Barrington, MA	None	Charitable	Charity (for educational programs)	2500.
Hartford Interval House Inc., P.O. Box 340207, Hartford, CT	None	Charitable	Charity	1500.
Total from continuation sheets				

Katharine L.W. and Winthrop M. Crane, 3d
Charitable Foundation

04-3217038

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
Hospice Care in the Berkshires, Inc., 877 South Street, Pittsfield, MA	None	Charitable	Charity	1000.
Housatonic River Initiative, Inc., P.O. Box 321 Lenoxdale, MA	None	Charitable	Charity	2500.
Instrumental Change, Inc., 301 Newbury Street, S-142, Danvers, MA	None	Charitable	Charity	1000.
Massachusetts Lions Youth Speech Committee, 18 Wellington, Ave, Pittsfield, MA	None	Charitable	Charity (for annual Youth Speech Competition)	250.
Noise Pollution Clearinghouse, P.O. Box 1137, Montpelier, VT	None	Charitable	Charity (in memory of William F. Kehoe)	1000.
Patriot Paws Service Dogs, 254 Ranch Trail, Rockwall, TX	none	charitable	Charity	500.
Performing Arts of Northeast Connecticut, P.O. Box 75, Pomfret, CT	None	Charitable	Charity	1000.
Pets For Vets, Inc., 409 Black Diamond Drive, Wilmington, NC	none	charitable	Charity (For New Hampshire Chapter)	500.
Pittsfield Boys and Girls Club, 16 Melville Street, Pittsfield, MA	None	Charitable	Charity	2000.
Project Native, 342 North Plain Road, Housatonic, MA	None	Charitable	Charity (for educational programs)	1000.
Total from continuation sheets				

Katharine L.W. and Winthrop M. Crane, 3d
Charitable Foundation

04-3217038

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
Railroad Street Youth Project, Inc., 60 Bridge Street, Great Barrington, MA	None	Charitable	Charity	2000.
Shriners Hospitals for Children, P.O. Box 31356, Tampa, FL	None	Charitable	Charity (\$1,000 for burns hospital in Boston, MA and \$1,000 for orthopedic hospital in	2000.
Sinfonietta Nova, 40 Honeyflower Lane, West Windsor, NJ	None	Charitable	Charity Charity	300.
Southern Berkshire Elderly Transport, 917 S. Main St. Great Barrington, MA	None	Charitable	Charity	2500.
St. Paul's Church, 220 Valley Street, Willimantic, CT	None	Charitable	Charity (\$1,000 for Covenant Soup Kitchen and \$1,000 for tooth fund)	2000.
Sugarfoot Farm Rescue, 860 Sparksville, Road, Columbia, KY	None	Charitable	Charity (for organizations animal adoption program)	1000.
The Last Green Valley, P.O.Box 29, Danielson, CT	None	Charitable	Charity	500.
Tolland Fire Department, P.O. Box 827, Tolland, CT	None	Charitable	Charity (for purchase of an 8.5 foot by 20 foot towable trailer)	7996.
Windsor Volunteer Fireman's Association, 2025 Route 9, Windsor, MA	None	Charitable	Charity	1000.
Women's Fund of Western Massachusetts, 116 Pleasant St., Easthampton, MA	None	Charitable	Charity	1000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

Name of Recipient - Shriners Hospitals for Children, P.O. Box 31356,
Tampa, FL

Charity (\$1,000 for burns hospital in Boston, MA and \$1,000 for
orthopedic hospital in Springfield, MA)

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Interest Income	40452.
Total to Form 990-PF, Part I, line 3, Column A	40452.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Corporate Dividends (Mellon Bank)	38701.	0.	38701.
Nondividend distributions	221.	0.	221.
Total to Fm 990-PF, Part I, ln 4	38922.	0.	38922.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax preparation and trust admin	7775.	7775.	0.	0.
To Form 990-PF, Pg 1, ln 16b	7775.	7775.	0.	0.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Taylor, Ganson & Perrin for trust management	15302.	15302.	0.	0.
Officers Liability inusurance	1874.	1874.	0.	0.
To Form 990-PF, Pg 1, ln 16c	17176.	17176.	0.	0.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign taxes withheld at source	498.	498.	0.	0.	
To Form 990-PF, Pg 1, ln 18	498.	498.	0.	0.	

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Filing fee for Annual Report Form PC	250.	250.	0.	0.	
ADR Fees	32.	32.	0.	0.	
To Form 990-PF, Pg 1, ln 23	282.	282.	0.	0.	

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	7
Description	Amount		
Reversal(Big BrotherBig Sister of \$1000 and S.Berkshire Elderly Trans\$3500)	3500.		
Total to Form 990-PF, Part III, line 3	3500.		

Form 990-PF	Corporate Stock		Statement	8
Description	Book Value	Fair Market Value		
750 shares EMC Corp Mass	40266.	18975.		
810 shares General Electric Co.	39977.	17002.		
1400 shares Microsoft Corp.	57312.	37394.		
1775 shares Oracle Corp.	43083.	59143.		
1,420 shares Coca-Cola Co.	42705.	51475.		
800 shares Johnson & Johnson	37776.	56080.		

940 shares Pfizer Inc.	38005.	23575.
790 shares Home Depot Inc.	39411.	48862.
800 shares JP Morgan Chase & Co.	38538.	35175.
90 shares Citigroup Inc.	37128.	3560.
1,750 shares Wells Fargo & Co. New	38744.	59815.
780 shares AT & T Inc.	39751.	26294.
878 shares Carmax Inc.	13395.	32960.
500 shares Honeywell Intl Inc.	15200.	31735.
350 shares Abbott Laboratories	14435.	22925.
400 shares Becton Dickinson & Co.	15515.	31276.
300 shares Royal Dutch Pete Co. NY Registry (RD)		
SH Par N GlDr 1.25	13587.	20685.
1,132 shs Bank of America	37128.	13143.
300 shs Novartis AG Sponsored ADR	17343.	18990.
400 shs Roche Holdings Ltd Sponsored ADR	17634.	20200.
657 shs Merck & Co. Inc.	32893.	26898.
482 shs Time Warner Inc.	53598.	23054.
121 shs Time Warner Cable Inc.	18955.	11760.
43 shs AOL Inc.	3580.	1273.
1,200 shares Intel Corp	46775.	24744.
500 shares Schlumberger LTD	14500.	34649.
75 shares Anadarko Petroleum Corp	5495.	5573.
80 shares Chevron Corporation	5820.	8651.
420 shares Conocophillips	18695.	24356.
445 shares Exxon Mobil Corp	29583.	38515.
80 shares Occidental Petroleum Corp	6412.	6129.
75 shares Bhp LTD	5612.	5882.
625 shares Ecolab Inc.	25020.	44938.
75 shares Monsanto Co. New	5855.	7099.
125 shares The Boeing Company	7707.	9420.
100 shares Deere & Co.	5654.	8642.
100 shares United Parcel Service CL B	6862.	7373.
75 shares United Technologies Corp.	5003.	6151.
325 shares Waste Management Inc.	11143.	10966.
200 shares The Walt Disney Company	6152.	9958.
150 shares McDonald's Corporation	9953.	13232.
135 shares Colgate-Palmolive Company	11111.	14113.
100 shares Kellogg Co.	5340.	5585.
125 shares Nestle S A Sponsored ADR	5940.	8146.
250 shares Chubb Corp.	12897.	18830.
150 shares Metlife Inc.	5256.	4941.
100 shares Toronto Dominion Bank	7662.	8433.
200 shares Analog Devices Inc.	5630.	8412.
40 shares Apple Inc.	8101.	21287.
20 shares Google Inc	10718.	14148.
50 shares International Business Machines	6319.	9577.
250 shares Vodafone Group PLC	5515.	6298.
125 shares Exelon Corp.	5526.	3718.
120 shares Nextera Energy Inc.	5514.	8303.
700 shares Southern Co.	21182.	29967.
120 shares Covidien PLC	6119.	6929.
400 shs Accenture PLC	24115.	26600.
400 shs Illinois Tool Wks Inc.	22532.	24324.
575 shs Qualcomm Inc.	28758.	35569.

730 St. Jude Medical Inc.	30098.	26382.
305 shs Ishares Tr	29747.	41852.
1,240 shs CVS Caremark Corporation	25363.	59954.
210 shs Phillips 66	5895.	11151.
75 shs T Rowe Price Group Inc.	4607.	4884.
685 shs Wal Mart Stores Inc.	35553.	46738.
100 shs Anheuser Busch Inbev Spn	6570.	8741.
860 shs The Procter & Gamble Company	32771.	58385.
Total to Form 990-PF, Part II, line 10b	1331039.	1471794.

Form 990-PF	Corporate Bonds	Statement	9
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Description	Book Value	Fair Market Value
50,000 Merrill Lynch & Co. 5/16/06 6.05% 5/16/16	52758.	55043.
50,000 Walgreen Con 1/13/09 5.25% 1/15/19	56473.	58646.
250,000 Hewlett Packard Co. 3/3/08 4.5% 3/1/13	271755.	251333.
150,000 Goldman Sachs Group Inc. 1/10/07 5.625% 1/15/17	160813.	164577.
25,000 Goldman Sachs Group, Inc.	25769.	28651.
Total to Form 990-PF, Part II, line 10c	567568.	558250.