



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



Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation STEPHEN D AND SUSAN W PAINE FOUNDATION		A Employer identification number 04-6013050	
Number and street (or P O box number if mail is not delivered to street address) 45 SCHOOL ST 5TH FLOOR		B Telephone number (see instructions) (617) 523-1635	
City or town, state, and ZIP code BOSTON, MA 021083204		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 813,672		J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <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.	24,675	24,675		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	745,840			
	b Gross sales price for all assets on line 6a <u>1,003,826</u>				
	7 Capital gain net income (from Part IV , line 2)		745,840		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	770,515	770,515		
	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)	6,566	4,925	0	1,642
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	5,223	3,917		1,306
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	949	949		0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	12,738	9,791	0	2,948
	25 Contributions, gifts, grants paid	193,095			193,095
	26 Total expenses and disbursements. Add lines 24 and 25	205,833	9,791	0	196,043
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	564,682			
	b Net investment income (if negative, enter -0-)		760,724		
	c Adjusted net income (if negative, enter -0-) . . .			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		177	177
	2	Savings and temporary cash investments	26,712	24,223	24,223
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	195,524	512,138	530,922
	c	Investments—corporate bonds (attach schedule).		250,380	258,350
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	222,236	786,918	813,672
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	757,290	786,918	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-535,054		
	30	Total net assets or fund balances (see page 17 of the instructions)	222,236	786,918	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	222,236	786,918	

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	222,236
2	Enter amount from Part I, line 27a	2	564,682
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	786,918
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	786,918

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	745,840
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	264,630	1,073,026	0 24662
2010	115,656	1,005,291	0 115047
2009	66,385	900,317	0 073735
2008	103,939	1,086,125	0 095697
2007	13,039	1,317,680	0 009895

2 Total of line 1, column (d).	2	0 540994
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 108199
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	858,504
5 Multiply line 4 by line 3.	5	92,889
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	7,607
7 Add lines 5 and 6.	7	100,496
8 Enter qualifying distributions from Part XII, line 4.	8	196,043

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	7,607
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	7,607
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	7,607
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	15	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	0	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	15
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	7
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	7,599
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/>	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____			
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"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see 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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of WELCH & FORBES LLC Telephone no (617) 523-1635 Located at 45 SCHOOL STREET BOSTON MA ZIP+4 02108			
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		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSAN W PAINE	TRUSTEE	0		
90 BRATTLE STREET CAMBRIDGE, MA 02138	1			
ROGER B HUNT	TRUSTEE	0		
ONE POST OFFICE SQUARE BOSTON, MA 02109	1			
W NICHOLAS THORNDIKE	TRUSTEE	0		
10 WALNUT PLACE BROOKLINE, MA 02445	1			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

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	871,578
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	871,578
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	871,578
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	13,074
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	858,504
6	Minimum investment return. Enter 5% of line 5.	6	42,925

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	42,925
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	7,607
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,607
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	35,318
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	35,318
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	35,318

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	196,043
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	196,043
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	7,607
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	188,436
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				35,318
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				0
b From 2008.				50,325
c From 2009.				21,737
d From 2010.				65,743
e From 2011.				211,274
f Total of lines 3a through e.	349,079			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 196,043				
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.				35,318
e Remaining amount distributed out of corpus	160,725			
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	509,804			
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 instructions.			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) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	509,804			
10 Analysis of line 9				
a Excess from 2008.				50,325
b Excess from 2009.				21,737
c Excess from 2010.				65,743
d Excess from 2011.				211,274
e Excess from 2012.				160,725

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary Information (Complete this part only if the organization 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))

b

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

2

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

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

a

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

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 See Additional Data Table				
Total			3a	193,095
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	24,675	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	745,840	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).				770,515	
13 Total. Add line 12, columns (b), (d), and (e).					770,515

[illegible]

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

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
	JOHN D CRAVEN	JOHN D CRAVEN	2013-05-14		
	Firm's name <input type="checkbox"/>	WELCH & FORBES LLC			Firm's EIN <input type="checkbox"/>
		45 SCHOOL STREET			
	Firm's address <input type="checkbox"/>	BOSTON, MA 021083204			Phone no (617) 523-1635

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
315 BP AMOCO PLC ADR		2012-03-27	2012-05-17
50000 HEWLETT PACKARD CO GLBL NT DTD 03/12/201		2012-04-04	2012-10-16
930 INTERNATIONAL BUSINESS MACHS CORP		1901-01-01	2012-03-27
1775 JOHNSON & JOHNSON		1901-01-01	2012-03-27
4000 MICROSOFT CORP		1901-01-01	2012-03-27
2000 NOVARTIS AG BEARER		1991-01-01	2012-03-27
1500 PEPSICO INC		1901-01-01	2012-03-27
3400 STARBUCKS CORP		1901-01-01	2012-03-27
22 882 VANGUARD WINDSOR ADM		2011-12-01	2012-01-04
1369 228 VANGUARD WINDSOR ADM		2011-01-01	2012-01-04
7 375 VANGUARD 500 INDEX FUND - ADMIRAL SHARES		2011-12-01	2012-01-04
349 345 VANGUARD 500 INDEX FUND - ADMIRAL SHARES		2011-01-01	2012-01-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,885		14,216	-2,331
49,200		49,968	-768
192,756		5,431	187,325
115,959		10,366	105,593
129,918		23,360	106,558
110,618		11,680	98,938
98,908		8,760	90,148
191,378		19,856	171,522
1,007		1,247	-240
60,232		74,646	-14,414
868		795	73
41,097		37,661	3,436

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-2,331
			-768
			187,325
			105,593
			106,558
			98,938
			90,148
			171,522
			-240
			-14,414
			73
			3,436


Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BOSTON SYMPHONY ORCHESTRA 301 MASSACHUSETTS AVENUE BOSTON,MA 02115	NONE	EXEMPT	UNRESTRICTED FUND	105,495
AMERICAN ANTIQUARIAN SOCIETY 185 SALISBURY STREET WORCESTER,MA 01609	NONE	EXEMPT	ANNUAL APPEAL	1,000
THE BOSTON ATHENAEUM 10 1/2 BEACON STREET BOSTON,MA 02108	NONE	EXEMPT	ANNUAL APPEAL	10,000
BOSTON BALLET OFFICE OF INSTITUTIONAL ADVANCEMENT 19 CLANRENDON STREET BOSTON,MA 02116	NONE	EXEMPT	ANNUAL APPEAL	2,000
BOSTON PRESERVATION ALLIANCE 45 SCHOOL STREET BOSTON,MA 02108	NONE	EXEMPT	ANNUAL APPEAL	250
BRATTLE FILM FOUNDATION 40 BRATTLE STREET CAMBRIDGE,MA 02138	NONE	EXEMPT	ANNUAL APPEAL	500
BREAKTHROUGH GREATER BOSTON PO BOX 381486 CAMBRIDGE,MA 02138	NONE	EXEMPT	ANNUAL APPEAL	250
CAMBRIDGE COMMUNITY FOUNDATION 99 BISHOP ALLEN DRIVE CAMBRIDGE,MA 02139	NONE	EXEMPT	ANNUAL APPEAL	3,000
THE CAMBRIDGE HISTORICAL SOCIETY HOOPER LEE NICHOLS HOUSE 159 BRATTLE STREET CAMBRIDGE,MA 02138	NONE	EXEMPT	ANNUAL APPEAL	250
THE CLARK MEMBERSHIP OFFICE 225 SOUTH STREET WILLIAMSTOWN,MA 01267	NONE	EXEMPT	ANNUAL APPEAL	2,500
COTTING SCHOOL 453 CONCORD AVENUE LEXINGTON,MA 02421	NONE	EXEMPT	ANNUAL APPEAL	500
DANFORTH MUSEUM OF ART 123 UNION AVENUE FRAMINGHAM,MA 01702	NONE	EXEMPT	ANNUAL APPEAL	1,000
EMERALD NECKLACE CONSERVANCY 125 THE FENWAY BOSTON,MA 02115	NONE	EXEMPT	ANNUAL APPEAL	500
EPISCOPAL DIOCESE OF MASSACHUSETTS 138 TREMONT STREET BOSTON,MA 02111	NONE	EXEMPT	TOGETHER NOW CAMPAIGN	2,500
FAMILY TO FAMILY PROJECT 14 BEACON STREET SUITE 202 BOSTON,MA 02108	NONE	EXEMPT	ANNUAL APPEAL	500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
FRIENDS OF MOUNT AUBURN CEMETERY 580 MOUNT AUBURN STREET CAMBRIDGE,MA 02138	NONE	EXEMPT	ANNUAL FUND	2,500
FRIENDS OF THE PUBLIC GARDEN 69 BEACON STREET BOSTON,MA 02108	NONE	EXEMPT	ANNUAL APPEAL	250
GREAT DIXTER CHARITABLE TRUST GREATER DIXTER NORTHIAM RYE,EAST SUSSEX TN31 6PH UK	NONE	EXEMPT	ANNUAL SUPPORT	1,000
HARVARD ART MUSEUMS 32 QUINCY STREET CAMBRIDGE,MA 02138	NONE	EXEMPT	FELLOWS RENEWAL PATRONS	1,000
INSTITUTE OF CONTEMPORARY ART 100 NORTHERN AVENUE BOSTON,MA 02210	NONE	EXEMPT	ANNUAL APPEAL	2,000
ISABELLA STEWART GARDNER MUSEUM 280 THE FENWAY BOSTON,MA 02115	NONE	EXEMPT	ANNUAL APPEAL	500
MANOMET CENTER FOR CONSERVATION SCIENCES PO BOX 1770 MANOMET,MA 02345	NONE	EXEMPT	ANNUAL APPEAL	1,000
MASSACHUSETTS AUDUBON SOCIETY 208 SOUTH GREAT ROAD LINCOLN,MA 01773	NONE	EXEMPT	ANNUAL APPEAL	2,500
MASSACHUSETTS HISTORICAL SOCIETY 1154 BOYLSTON STREET BOSTON,MA 02215	NONE	EXEMPT	ANNUAL APPEAL	500
MASSART FOUNDATION 621 HUNTINGTON AVENUE BOSTON,MA 02115	NONE	EXEMPT	ANNUAL FUND	1,000
THE MEMORIAL CHURCH HARVARD UNIVERSITY ONE HARVARD YARD CAMBRIDGE,MA 02138	NONE	EXEMPT	ANNUAL SUPPORT	1,000
MUSEUM OF FINE ARTS BOSTON 465 HUNTINGTON AVENUE BOSTON,MA 02115	NONE	EXEMPT	DIRECTORS CIRCLE,	32,100
PEABODY ESSEX MUSEUM EAST INDIA SQUARE SALEM,MA 01970	NONE	EXEMPT	MARINE ASSOCIATES & LIBRARY	3,500
PINE STREET INN PO BOX 55945 BOSTON,MA 02205	NONE	EXEMPT	ANNUAL APPEAL	500
RALPH LOWELL SOCIETY WGBH ONE GUEST STREET BOSTON,MA 02135	NONE	EXEMPT	ANNUAL APPEAL	5,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SOCIETY OF ARTS & CRAFTS 175 NEWBURY STREET BOSTON,MA 02116	NONE	EXEMPT	ANNUAL SUPPORT	2,000
SOCIETY OF SAINT JOHN THE EVENGELIST PO BOX 382601 CAMBRIDGE,MA 02238	NONE	EXEMPT	ANNUAL FUND	500
THE CHARLES ELLIOT SOCIETY TRUSTEES OF RESERVATIONS 572 ESSEX STREET BEVERLY,MA 01915	NONE	EXEMPT	ANNUAL APPEAL	2,500
URBAN IMPROV 8 ST JOHN STREET JAMAICA PLAIN,MA 02130	NONE	EXEMPT	ANNUAL APPEAL	1,000
VNA CARE NETWORK & HOSPICE 5 FEDERAL STREET DANVERS,MA 01923	NONE	EXEMPT	ANNUAL APPEAL	500
909 WBUR BOSTON UNIVERSITY PO BOX 9235 CHELSEA,MA 02150	NONE	EXEMPT	ANNUAL APPEAL	250
WILLIAMS COLLEGE MUSEUM OF ART 15 LAWRENCE HALL DRIVE SUITE 2 WILIAMSTOWN,MA 01267	NONE	EXEMPT	STODDARD FELLOW	1,500
THE WOMEN'S LUNCH PLACE PO BOX 170900 BOSTON,MA 02117	NONE	EXEMPT	ANNUAL SUPPORT	250
Total  3a				193,095

**TY 2012 Investments Corporate
Bonds Schedule****Name:** STEPHEN D AND SUSAN W PAINE FOUNDATION**EIN:** 04-6013050

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PROCTER & GAMBLE DEB 1.45%	50,494	50,948
AT&T INC GLDB DEB 1.6%	49,917	50,587
MERCK & CO NEW NT 1.1%	50,405	49,961
AMGEN INC SENIOR NT 3.45%	50,408	53,521
WELLS FARGO CO 3.5%	49,156	53,333

**TY 2012 Investments Corporate
Stock Schedule**

Name: STEPHEN D AND SUSAN W PAINE FOUNDATION
EIN: 04-6013050

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VANGUARD 500 INDEX FUND		
WINDSOR FUND		
VANGUARD BROKERAGE SERVICES		
AFLAC INC	14,748	16,733
ABBOTT LABORATORIES	14,772	15,720
ANADARKO PETROLEUM CORP	14,541	13,747
APACHE CORP	14,741	11,383
APPLE INC	15,345	13,304
CVS CAREMARK CORPORATION	14,562	15,472
CARMAX INC	14,840	15,955
CATEPILLAR INC	14,653	12,097
CHEVRON CORP NEW	14,521	14,599
CISCO SYSTEMS INC	14,694	13,755
COLGATE PALMOLIVE CO	14,558	15,681
COSTCO WHOLESALE CORP NEW	14,660	15,797
EMERSON ELECTRIC CO	14,693	15,094
EXXON MOBIL CORP	14,777	14,714
GENERAL ELECTRIC CO	14,687	15,323
HOME DEPOT INC	14,582	17,937
INTEL CORP	14,704	10,722
IBM CORP	409	13,409
JPMORGAN CHASE & CO	14,738	14,070
JOHNSON & JOHNSON	1,314	15,773
LINEAR TECHNOLOGY CORP	14,622	14,921
PAYCHEX INC	14,481	13,995
PFIZER INC	14,940	16,552
PROCTER & GAMBLE CO	14,485	14,596
STAPLES INC	14,595	9,975
STRYKER CORP	14,726	14,527
TJX COS INC NEW	14,874	15,919

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	14,760	15,320
UNITED PARCEL SERVICE CLASS B	14,527	13,271
UNITED TECHNOLOGIES CORP	14,622	14,352
VERIZON COMMUNICATIONS INC	14,365	16,010
WELLS FARGO & CO NEW	14,508	14,527
BARRICK GOLD CORP	14,501	11,553
CENOVUS ENERGY INC	14,617	13,416
ENCANA CORP	11,836	11,856
SUNCOR ENERGY INC	14,570	14,511
TORONTO DOMINION BANK ONT NEW	14,570	14,336

TY 2012 Legal Fees Schedule

Name: STEPHEN D AND SUSAN W PAINE FOUNDATION

EIN: 04-6013050

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES - INCOME (ALLOCABLE	6,566	4,925		1,642

TY 2012 Other Professional Fees Schedule**Name:** STEPHEN D AND SUSAN W PAINE FOUNDATION**EIN:** 04-6013050

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT & ACCOUNTING FEES (ALLOC	2,500	1,875		625
INVESTMENT MGMT FEES- SUBJECT T	2,723	2,042		681

TY 2012 Taxes Schedule

Name: STEPHEN D AND SUSAN W PAINE FOUNDATION

EIN: 04-6013050

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	949	949		0