



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

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

OMB No 1545-0052

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

, 2012, and ending

, 20

Name of foundation

CO-TTEE U/W OF EDWIN PHILLIPS

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

P O BOX 1802

City or town, state, and ZIP code

888- 866-3275

PROVIDENCE, RI 02901-1802

G Check all that apply:

Initial return	Initial return of a former public charity
Final return	Amended return
Address change	Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 11,942,728.

J Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input 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					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a	14,287,732.				
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
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	1,135,031.	1,134,187.			
13 Compensation of officers, directors, trustees, etc	176,929.	106,157.			70,771.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)	STMT. 3.				1,411.
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)	STMT. 4.	40,003.	4,138.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	STMT. 5.	1,625.	2,389.		1,625.
24 Total operating and administrative expenses.					
Add lines 13 through 23	219,968.	112,684.			73,807.
25 Contributions, gifts, grants paid		459,787.			459,787.
26 Total expenses and disbursements Add lines 24 and 25	679,755.	112,684.			533,594.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	455,276.				
b Net investment income (if negative, enter -0-)		1,021,503.			
c Adjusted net income (if negative, enter -0-)					

ENVELOPE APR 29 2013

SCANNED MAY 03 2013

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	1,547.	2,886.	2,886.
	2	Savings and temporary cash investments	180,453.	274,906.	274,906.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	STMT 6		
	c	Investments - corporate bonds (attach schedule)	STMT 7		
Liabilities	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation ► (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	STMT 8		
	14	Land, buildings, and equipment basis			
		Less accumulated depreciation ► (attach schedule)			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			
			11,279,810.	11,759,007.	11,942,728.
	17	Accounts payable and accrued expenses			
Net Assets or Fund Balances	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)			
		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			
Net Assets or Fund Balances		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► X			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,547.	2,886.	
	30	Total net assets or fund balances (see instructions)	11,279,810.	11,759,007.	
	31	Total liabilities and net assets/fund balances (see instructions)	11,279,810.	11,759,007.	
					STMT 9

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	11,279,810.
2	Enter amount from Part I, line 27a	2	455,276.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 10	3	26,579.
4	Add lines 1, 2, and 3	4	11,761,665.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 11	5	2,658.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,759,007.

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 PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
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 4,707,158.		4,488,406.	218,752.		
b 9,580,574.		8,952,626.	627,948.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any			
a			218,752.		
b			627,948.		
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		846,700.
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	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		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 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	521,050.	11,366,812.	0.045840
2010	456,997.	10,783,941.	0.042378
2009	614,723.	9,730,992.	0.063172
2008	635,113.	11,386,957.	0.055775
2007	577,128.	13,001,490.	0.044389

2 Total of line 1, column (d)	2	0.251554
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	0.050311
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,660,603.
5 Multiply line 4 by line 3	5	586,657.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,215.
7 Add lines 5 and 6	7	596,872.
8 Enter qualifying distributions from Part XII, line 4	8	533,594.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	(attach copy of letter if necessary - see instructions)	1	20,430.
Date of ruling or determination letter				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	2 3 4 5	20,430. NONE 20,430.	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments	6a 6b 6c 6d	28,150. NONE NONE 28,150.	
a	2012 estimated tax payments and 2011 overpayment credited to 2012			
b	Exempt foreign organizations - tax withheld at source			
c	Tax paid with application for extension of time to file (Form 8868)			
d	Backup withholding erroneously withheld			
7	Total credits and payments. Add lines 6a through 6d	7 8 9	28,150. 7,720.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 11	7,720. Refunded	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►			

Part VII-A Statements 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 1a	No X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		
<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?	1b 1c	X X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____	2	X
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		
<i>If "Yes," attach a detailed description of the activities</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>	3 4a 4b	X X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
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?	5	X
<i>If "Yes," attach the statement required by General Instruction T</i>			
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 7	X X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MA	8b	X
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? <i>If "No," attach explanation</i>		
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)? <i>If "Yes," complete Part XIV</i>	9 10	X X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► <u>N/A</u>				
14	The books are in care of ► <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no ► <u>(888) 866-3275</u> Located at ► <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 ► <u>02901-1802</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		X
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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
If "Yes," list the years ► <u> </u>		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u> </u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/>	<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"/>	<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"/>	<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"/>	<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"/>	<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)?	<input type="checkbox"/>		5b	
Organizations relying on a current notice regarding disaster assistance check here	<input 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"/>	<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"/>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/>			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?	<input type="checkbox"/>	<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?	<input type="checkbox"/>		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
SEE STATEMENT 14		176,929.	-0-	-0-

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

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

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

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		NONE

Total number of others receiving over \$50,000 for professional services ► **NONE**

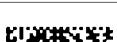
Part IX-A Summary of Direct Charitable Activities

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	NONE	
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 <u>NONE</u> ----- -----	
2 ----- -----	
All other program-related investments See instructions	
3 <u>NONE</u> ----- -----	
Total. Add lines 1 through 3 ►	

Form 990-PF (2012)


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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.	
a Average monthly fair market value of securities	1a 11,483,767.
b Average of monthly cash balances	1b 354,409.
c Fair market value of all other assets (see instructions)	1c NONE
d Total (add lines 1a, b, and c)	1d 11,838,176.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2 Acquisition indebtedness applicable to line 1 assets	2 NONE
3 Subtract line 2 from line 1d	3 11,838,176.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 177,573.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 11,660,603.
6 Minimum investment return. Enter 5% of line 5	6 583,030.

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	1 583,030.
2a Tax on investment income for 2012 from Part VI, line 5	2a 20,430.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b
c Add lines 2a and 2b	2c 20,430.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3 562,600.
4 Recoveries of amounts treated as qualifying distributions	4 1,656.
5 Add lines 3 and 4	5 564,256.
6 Deduction from distributable amount (see instructions)	6 NONE
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 564,256.

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 533,594.
b Program-related investments - total from Part IX-B	1b
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2 NONE
3 Amounts set aside for specific charitable projects that satisfy the:	
a Suitability test (prior IRS approval required)	3a NONE
b Cash distribution test (attach the required schedule)	3b NONE
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 533,594.
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 N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 533,594.

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				564,256.
2 Undistributed income, if any, as of the end of 2012			439,049.	
a Enter amount for 2011 only		NONE		
b Total for prior years 20 10,20 20				
3 Excess distributions carryover, if any, to 2012.				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 533,594.			439,049.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				94,545.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				469,711.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

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 foundation is a private operating foundation described in section					4942(j)(3) or	4942(j)(5)	
2a	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)(ii)							
	(3) Largest amount of support from an exempt organization							
	(4) Gross investment income							

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

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

N/A

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.

N/A

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

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

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

SEE STATEMENT 16

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 ATTACHED STATEMENTS	NONE	SEE ATTACH	SEE ATTACHED	459,787.
Total			► 3a	459,787.
b Approved for future payment				
NONE				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	288,175.	
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			18	846,700.	
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b	<u>SEE STATEMENT 17</u>				156.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				1,135,031.	

13 Total. Add line 12, columns (b), (d), and (e).
(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

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
		1a(1)	X
a	Transfers from the reporting foundation to a noncharitable exempt organization of:	1a(2)	X
	(1) Cash		
	(2) Other assets		
b	Other transactions:	1b(1)	X
	(1) Sales of assets to a noncharitable exempt organization	1b(2)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(3)	X
	(3) Rental of facilities, equipment, or other assets	1b(4)	X
	(4) Reimbursement arrangements	1b(5)	X
	(5) Loans or loan guarantees	1b(6)	X
	(6) Performance of services or membership or fundraising solicitations	1c	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		
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

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.

Sign correct, and complete Declaration of preparedness
Here 

04/12/2013

Date

SVP Tax

Title

May the IRS discuss this return
with the preparer shown below
(see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no.	

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
1/10/2012	-234.38	JENNIFER ENGLISH	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
2/9/2012	-320	HEMENWAY & BARNES LLP	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
3/29/2012	-945	HORRIGAN SCHOOL OF MUSIC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/7/2012	-16565	HOME SOURCE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/7/2012	-2000	RIDE-AWAY CORPORATION	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/7/2012	-16565	HOME SOURCE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-153.6	JOANNE RIOLUX	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-3091.24	CREATIVE PLAYTHINGS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-318.75	SCHOLASTIC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-99	CHARLOTTE SIMPSON	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-176.4	GLEASON FAMILY YMCA	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-990	THE BRIDGE CENTER	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-875	GAIL WHITING	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-1630	KAKE ELECTRIC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-3560	THE BRIDGE CENTER	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-787	BAMSI	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-9665	BUMP FENCE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-770	CAMP CLARK	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-346	YMCA SOUTH COAST	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-599.97	SLEEPYS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-4000	TOWN OF MARSHFIELD	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
5/9/2012	-1539.56	SOUTH SHORE CABINET & APPLIANCE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-4640	CERTIFIED SAFE ELECTRIC, INC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-3795	ECONOMY FENCE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-1450	ANGELA EARLE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-880	DELL	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-1809	ORIGIN INSTRUMENTS CORP	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-2601.77	APPLE, INC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-4166	CLARK BREWER, ARCHITECT	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-10740	JAMES O'LEARY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-899.99	E SPECIAL NEEDS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-999.45	ADCO HEARING PRODUCTS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-320	COLLEEN NORTH	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-7645.43	ARMSTRONG FENCE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-565	TOWN OF SCITUATE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-560	SEASIDE SWIM	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-75	C O R S E FOUNDATION	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-1009.57	APPLE, INC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-1381.25	AERUS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-686.29	ROCKLAND CYCLE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-1200	THE VILLAGE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-300	KAREN RODRIGUEZ	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-1617.07	APPLE, INC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-1078.75	APPLE, INC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-3500	CHRISTOPHER DONOVAN CENTER	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-750	BRENDA BROWN	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-976.85	E SPECIAL NEEDS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-1875	THE BRIDGE CENTER	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-189.99	APPLE, INC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-1880	THE BRIDGE CENTER	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-2880	CYNTHIA FIRTH	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-120	PLYMOUTH SOUTH PANTHER	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/9/2012	-4435	RIFTON	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/11/2012	-14078.5	JMC RENOVATIONS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A

5/11/2012	-14078 5	JMC RENOVATIONS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/11/2012	-14078 5	JMC RENOVATIONS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/11/2012	-148	TFH, LTD (USA)	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/11/2012	-2507 9	ADAPTIVEMAIL COM LLC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/11/2012	-14078 5	JMC RENOVATIONS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/15/2012	-22237 9	BERNIE & PHYLLIS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/17/2012	-1075	KEVIN DEOLIVEIRA	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/17/2012	-500	GAEI WHITING	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/25/2012	-447 24	RHONDA YOUNG	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
5/25/2012	-3248 94	MEREDITH MACLEOD	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
6/6/2012	-1686	BROAD STREET FLOORING	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
6/6/2012	-1078	GAEI WHITING	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
6/7/2012	-500	OLD COLONY YMCA	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
6/7/2012	-661	OLD COLONY YMCA	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
8/15/2012	-275 4	ACTSMART, INC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
8/17/2012	-125	DARLENE FERRANTE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
9/25/2012	-589	DARLENE FERRANTE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
11/30/2012	-1500	SOUTH SHORE YMCA	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
11/30/2012	-5000	THE APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/3/2012	-949 69	CHILDSCAPES	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/3/2012	-701 2	SCHOOL SPECIALTY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/3/2012	-926 44	THE APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/3/2012	-230	ABLENET, INC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/3/2012	-4334 14	CREATIVE PLAYTHINGS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/3/2012	-1089 16	SLEEPY'S	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/3/2012	-1669 7	ACHIEVEMENT PRODUCTS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/3/2012	-4036 5	HUDSON SEATING & MOBILITY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/3/2012	-134 36	DIGIT COMM	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/3/2012	-549 54	SPRINT	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/3/2012	-3430	SOUTH SHORE HEARING	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/3/2012	-25090	RIDE AWAY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/3/2012	-2125	BONNEY GLENN HOME	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/3/2012	-1448	TUMBLEFUN GYMNASTICS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/3/2012	-25400	RIDE AWAY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-131 81	THE APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-8 185 73	HYDRO TECH	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-8 185 73	HYDRO TECH	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-8 185 73	HYDRO TECH	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-943 47	CORE COMPUTERS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-743	THE APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-552 46	APOLLOS FURNITURE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-2960	PLYMOUTH FITNESS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-853 96	THE APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-875 51	THE APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-539 97	SLEEPY'S	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-423 94	THE APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-425	THE APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-489	ABLENET, INC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-696	PRC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-1051 62	THE APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-3397 5	MELIA FUEL	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-3397 5	MELIA FUEL	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-10000	MARSHFIELD POLICE DEPARTMENT	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
12/4/2012	-12000	MASSACHUSETTS ADVOCATES FOR	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY
12/4/2012	-1500	MONICA SHEA COZY HOME CARE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A

12/4/2012	-1150 MANOMET SCHOOL OF DANCE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-315 STARCREATIONS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-1040 JOHN CHEBATOR	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-2643 SOUTH SHORE CONSERVATORY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-1410 7TH REGIMENT DRUM & BUGLE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-780 SECOND NATURE SOCIAL SKILLS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-170 BRAINPOP	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-499 ROSETTA STONE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-447 CYCLEVILLE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-358 HIGLEY METALS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/4/2012	-601 14 THE APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/17/2012	-26400 RIDE-AWAY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/17/2012	-1200 APPLE, INC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/17/2012	-3375 RIFTON	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/17/2012	-2280 APPLE, INC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/17/2012	-1146 96 BANK OF AMERICA	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/17/2012	-5262 75 BANK OF AMERICA	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/24/2012	-3300 RUTA CONSTRUCTION	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/24/2012	-10000 RUTA CONSTRUCTION	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/24/2012	-3500 RUTA CONSTRUCTION	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/24/2012	-600 EMFIT	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/24/2012	-1440 LYNNIE BOPP	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/24/2012	-14078 5 JMC RENOVATIONS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/24/2012	-891 23 BOSTON MATTRESS COMPANY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/24/2012	-5000 TOWN OF MARSHFIELD	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/28/2012	-4000 KENNEDY-DONOVAN CENTER	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/28/2012	900 04 FLAG HOUSE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
12/28/2012	-5325 ARMSTRONG FENCE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	N/A
TOTAL	-459787.47			

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LARGE CAP CORE CTF	55,690.	55,690.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	598.	598.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	12,611.	12,611.
AGGREGATE BOND CTF	23,882.	23,882.
SMALL CAP GROWTH LEADERS CTF (FORMERLY S	302.	302.
EMERGING MARKETS STOCK COMMON TRUST FUND	2,186.	2,186.
MID CAP VALUE CTF	2,681.	2,681.
SMALL CAP VALUE CTF	1,941.	1,941.
MID CAP GROWTH CTF	1,317.	1,317.
DIVIDEND INCOME COMMON TRUST FUND	10,481.	10,481.
ISHARES MSCI EMERGING MKTS INDEX FUND	6,868.	6,868.
ISHARES RUSSELL MIDCAP VALUE INDEX FUND	1,336.	1,336.
ISHARES S&P MIDCAP 400 INDEX FUND	2,450.	2,450.
ISHARES RUSSELL 1000 GROWTH INDEX FUND	10,429.	10,429.
ISHARES TR RUSSELL 2000 INDEX FUND	3,450.	3,450.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	816.	816.
PIMCO HIGH YIELD FUND	14,149.	14,149.
PIMCO COMMODITY REALRETURN STRATEGY FUND	4,239.	4,239.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	2,117.	2,117.
VANGUARD MSCI EAFE ETF FUND	8,917.	8,917.
VANGUARD FTSE EMERGING MKTS ETF	12,210.	12,210.
VANGUARD REIT ETF	3,459.	2,380.
GOVERNMENT CREDIT CTF	90,371.	90,371.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	235.	235.
HIGH QUALITY CORE COMMON TRUST FUND	3,449.	3,449.
SMALL CAP GROWTH LEADERS COMMON TRUST FU	166.	166.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	3,505.	3,505.
REIT COMMON TRUST FUND	8,320.	8,320.
TOTAL	288,175.	287,096.

FORM 990PF, PART I - OTHER INCOME

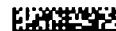
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SMALL CAP GROWTH LEADERS CTF (FORMERLY S EMERGING MARKETS STOCK COMMON TRUST FUND	271.	271.
SMALL CAP VALUE CTF	-197.	-197.
MID CAP GROWTH CTF	52.	52.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS POWERSHARES DB COMMODITY INDEX TRACKING	1.	1.
TOTALS	156.	391.



FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	1,411.			1,411.
TOTALS	1,411.	NONE	NONE	1,411.



FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,110.	1,110.
EXCISE TAX - PRIOR YEAR	7,715.	
EXCISE TAX ESTIMATES	28,150.	
FOREIGN TAXES ON QUALIFIED FOR	2,206.	2,206.
FOREIGN TAXES ON NONQUALIFIED	822.	822.
TOTALS	40,003.	4,138.



26- 1

CO-TEE U/W OF EDWIN PHILLIPS

04-6025549

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES PARTNERSHIP EXPENSES	1,625.	2,389.	1,625.
TOTALS	1,625.	2,389.	1,625.

2013

CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

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

DESCRIPTION

SEE ATTACHED STATEMENTS

TOTALS



FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
464287507 ISHARES CORE S&P MID	263,980.	276,624.
464287614 ISHARES RUSSELL 1000	1,023,480.	1,019,352.
464287655 ISHARES RUSSELL 2000	264,150.	274,876.
921943858 VANGUARD MSCI EAFFE E	264,297.	284,658.
922042858 VANGUARD MSCI EMERGI	449,473.	499,627.
693390841 PIMCO HIGH YIELD FD	600,000.	612,063.
202671913 AGGREGATE BOND CTF	3,313,827.	3,290,223.
207543877 SMALL CAP GROWTH LEA	200,142.	204,836.
29099J109 EMERGING MARKETS STO	452,242.	505,583.
302993993 MID CAP VALUE CTF	341,724.	352,812.
303995997 SMALL CAP VALUE CTF	203,471.	211,035.
323991307 MID CAP GROWTH CTF	333,330.	335,801.
45399C107 DIVIDEND INCOME COMM	1,027,027.	1,026,072.
99Z466163 HIGH QUALITY CORE CO	400,727.	405,528.
99Z466197 INTERNATIONAL FOCUSE	794,087.	845,434.
99Z466247 REIT COMMON TRUST FU	700,158.	694,790.
TOTALS	10,632,115.	10,839,314.

CO-TEE U/W OF EDWIN PHILLIPS

FORM 990PF, PART II - OTHER INVESTMENTS

04-6025549

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
73935S105 POWERSHARES DB COMMO	C	849,100.	825,622.
TOTALS		849,100.	825,622.

2013-04-12



CO-TEE U/W OF EDWIN PHILLIPS

04-6025549

FORM 990PF, PART II - OTHER FUNDS
=====DESCRIPTION

CHECKING ACCOUNT

TOTALS

STATEMENT 9



CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
CTF ADJUSTMENT	4,935.
RECOVERY ADJUSTMENT	1,656.
CHECKING INCOME ADJUSTMENT	1,339.
ROUNDING	3.
PARTNERSHIP TRANSACTION ADJUSTMENT	18,646.
 TOTAL	26,579.

CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
INCOME ADJUSTMENT	1,833.
YEAR END TRANSACTION ADJUSTMENT	825.
TOTAL	2,658.

STATEMENT 11

CO-TRUSTEE U/W OF EDWIN PHILLIPS
Schedule D Detail of Long-term Capital Gains and Losses

04-6025549

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
14481.212 LARGE CAP CORE CTF	12/15/1970	02/17/2012	957,876.00	954,924.00	2,952.00
742.664 LARGE CAP CORE CTF	10/31/1990	02/17/2012	49,124.00	48,273.00	851.00
33456.905 LARGE CAP CORE CTF	10/31/1990	08/31/2012	2,306,328.00	2,276,963.00	29,365.00
2385.28 LARGE CAP CORE CTF	08/02/1974	08/31/2012	164,428.00	161,289.00	3,139.00
27339.638 LARGE CAP CORE CTF	12/07/1987	08/31/2012	1,884,639.00	1,824,159.00	60,480.00
1556.909 GOVERNMENT CREDIT CTF	10/05/1982	02/17/2012	112,678.00	112,276.00	402.00
34056.502 GOVERNMENT CREDIT CTF	04/30/1996	02/17/2012	277,322.00	266,845.00	10,477.00
17522.341 GOVERNMENT CREDIT CTF	04/30/1996	08/31/2012	146,040.00	140,297.00	5,743.00
161033.098 GOVERNMENT CREDIT CTF	06/11/1999	08/31/2012	1,342,130.00	1,283,740.00	58,390.00
82849.594 GOVERNMENT CREDIT CTF	04/11/1997	08/31/2012	690,510.00	655,190.00	35,320.00
47124.849 GOVERNMENT CREDIT CTF	10/07/1988	08/31/2012	392,762.00	372,650.00	20,112.00
79880.265 GOVERNMENT CREDIT CTF	05/08/1985	08/31/2012	665,762.00	631,222.00	34,540.00
8550.078 GOVERNMENT CREDIT CTF	12/08/1988	08/31/2012	71,261.00	67,223.00	4,038.00
12553.371 GOVERNMENT CREDIT CTF	06/05/1987	08/31/2012	104,626.00	98,414.00	6,212.00
20400.884 GOVERNMENT CREDIT CTF	05/10/1988	08/31/2012	170,031.00	159,161.00	10,870.00
TOTAL OTHER GAINS AND LOSSES					
			9,235,517.00	8,952,626.00	282,891.00
Totals					
					9,235,517.00
					8,952,626.00
					282,891.00

CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

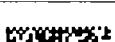
COMMON TRUST FUNDS	102,765.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)	102,765.00
	=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	260,938.00
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-18,646.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)	242,292.00
	=====



CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 FEDERAL STREET
BOSTON, MA 02110

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

113,908.

COMPENSATION

COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

OFFICER NAME:

ROBERT E GALVIN, ESQ

ADDRESS:

10 ENTERPRISE STREET
DUXBURY, MA 02332

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

200.

COMPENSATION

OFFICER NAME:

WILMA RAE GOODHUE

ADDRESS:

P.O. BOX 675
NOFRWELL, MA 02061

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

200.

COMPENSATION

CO-TEE U/W OF EDWIN PHILLIPS

04-6025549

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

OFFICER NAME:

KIM BOURESSA

ADDRESS:

188 PEREGRINE DRIVE
MARSHFIELD, MA 02050

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 200.

OFFICER NAME:

BEVERLY JOHNSTON

ADDRESS:

134 TILDEN RD
MARSHFIELD, MA 02050

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 200.

OFFICER NAME:

MELISSA DIPANFILO

ADDRESS:

56 COUNTRY CLUB CIR
PEMBROKE, MA 02360-3207

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 200.

OFFICER NAME:

SANDRA SHEIBER

ADDRESS:

PO BOX 610075
NEWTON HLDS, MA 02461-0075

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 62,021.

TOTAL COMPENSATION:

176,929.

=====

STATEMENT 15

CO-TTEE U/W OF EDWIN PHILLIPS
FORM 990PF, PART XV - LINES 2a - 2d
=====

04-6025549

RECIPIENT NAME:

SEE ATTACHMENT

FORM, INFORMATION AND MATERIALS:

SEE ATTACHMENT

SUBMISSION DEADLINES:

SEE ATTACHMENT

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE ATTACHMENT

STATEMENT 16

EDWIN PHILLIPS FOUNDATION
INSTITUTIONAL GRANT PROPOSAL COVERSHEET

Please provide us with the following information. This coversheet is intended as a summary only. We ask therefore that you restrict your answers to the space provided, and that any additional comments be made in the formal proposal you will submit with the coversheet.

1. NAME, ADDRESS, AND TEL. # OF ORGANIZATION AND NAME OF CONTACT PERSON:

2. FEDERAL TAX STATUS AND DATE OF IRS DETERMINATION RULING:

3. MISSION OF ORGANIZATION:

4. PLEASE CIRCLE THE SERVICES PROVIDED BY YOUR ORGANIZATION:
Education - Hospitalization - Convalescence - Family Services - Respite - General Social Services
5. AMOUNT OF FUNDS REQUESTED: \$

6. PURPOSE OF REQUEST:

7. TOTAL BUDGET OF ORGANIZATION: \$
Sources of operating funds. (% of total oper. budget from each source)

Federal	Corporations
State	Individuals
City	Endowment
Fees	Mkt. Val. of fund: \$
Foundations	United Way
	Other (Explain)

8. APPROXIMATE GEOGRAPHIC LOCATION AND SIZE AND DESCRIPTION OF POPULATION SERVED:

9. TOTAL BUDGET OF PROJECT, IF APPLICABLE: \$

10. ANTICIPATED SOURCES OF FUNDS FOR THIS PROJECT, IF APPLICABLE:
List amount anticipated from each source.

Federal	Corporations
State	Individuals
City	Endowment
Fees	United Way
Foundations	Other (Explain)

We encourage you to provide us with any letters of recommendation or other endorsements that have been received by your organization or any press reports about your programs

Please submit proposals on 8 1/2 x 11 inch paper without the use of binders or covers.

EDWIN PHILLIPS FOUNDATION
INDIVIDUAL GRANT PROPOSAL

Prior to completing this proposal, please review carefully the "General Information for Grant Application to Edwin Phillips Foundation."

Please provide us with the following information. Please attach additional sheets if additional explanation is necessary or if requested.

1. Child. (Please give the name, address, and telephone # of the child): _____

2. Parents. (Please give the name, address and telephone #, if different, occupation and annual income of parents): _____

4. Amount of funds requested. \$ _____.

5. Purpose of request. (Why are the funds needed? What will the funds be used for?)

6. Total resources available for child.

(Please attach a summary of all assets of the child and child's parents. Include copies of tax returns for prior two years. List all bank accounts, trusts, pensions, brokerage accounts and any other sources of funds available to the child or parents.)

(If you wish, please explain on a separate attached sheet any non-discretionary expenses or other reasons why you feel these assets do not properly reflect the child's need for the grant requested.)

(Please list all other funds, public or private, available to the child or for the child's care, including insurance and federal, state and local funding.)

7. Medical Certificate. (Please attach a letter from a doctor or nurse indicating the child's need for the apparatus requested.)

8. References. (Please list one or more references who are knowledgeable about the child's condition.)

9. Social Agencies. (Please give names, addresses and contact persons of any private or public social agencies with whom the child has worked or from whom the child has applied for benefits or assistance within the last two years.)

10. Cost Projections. (Please attach ² signed estimates from contractors or physicians or suppliers of services or products indicating the approximate cost of the items or services requested.)

11. Conflict of Interest. Does the child have any relationship with the Phillips Foundation Trustees, Mr. Phillips or his family or any other contributor to the organization or any other corporation controlled by any other contributor to the organization?

(If yes, please explain on a separate sheet.)

Statement of Applicant

I have read and completed this grant proposal and certify that the information contained in it is correct to the best of my knowledge and belief. I certify that I have made a diligent search for other sources of funding for this request and that to the best of my knowledge there are no other resources, public or private, available to fulfill this request.

Dated:

Status:

(Signature of child, parent, guardian, caregiver completing application)

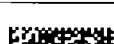
CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
SMALL CAP GROWTH L	1	271.
EMERGING MARKETS S	1	-197.
SMALL CAP VALUE CT	1	52.
MID CAP GROWTH CTF	1	1.
INTERNATIONAL FOCU	1	29.

EX-324



CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES

STATEMENT 18