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 , and ending

Name of foundation
Willard C. Tilson Foundation
c/o Bayard Waring

A Employer identification number 04-6036556

Number and street (or P O box number if mail is not delivered to street address) Room/suite
3 Sandaba Road

B Telephone number 9785467166

City or town, state, and ZIP code
Rockport, MA 01966

C If exemption application is pending, check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 4435706.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2430.	2430.	2430.	
	4 Dividends and interest from securities	118258.	118258.	118258.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	428694.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		428694.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	56663.	56663.	56663.	Statement 1
	12 **Total.** Add lines 1 through 11	606045.	606045.	177351.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	20000.	10000.	1000.	10000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 2	6950.	6255.	6255.	695.
	c Other professional fees Stmt 3	6320.	5737.	5737.	583.
	17 Interest				
	18 Taxes Stmt 4	846.	846.	846.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 5	361.	291.	291.	70.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	34477.	23129.	14129.	11348.
	25 Contributions, gifts, grants paid	380000.			380000.
	26 **Total expenses and disbursements** Add lines 24 and 25	414477.	23129.	14129.	391348.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	191568.			
	b **Net investment income** (if negative, enter -0-)		582916.		
	c **Adjusted net income** (if negative, enter -0-)			163222.	

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223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	583335.	634819.	634819.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 7	3114376.	3259290.	3800887.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3697711.	3894109.	4435706.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	3697711.	3894109.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	3697711.	3894109.	
	31 **Total liabilities and net assets/fund balances**	3697711.	3894109.	

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	3697711.
2 Enter amount from Part I, line 27a	2	191568.
3 Other increases not included in line 2 (itemize) ▶ See Statement 6	3	4830.
4 Add lines 1, 2, and 3	4	3894109.
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	3894109.

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 attached listing			
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				534092.
b				-105398.
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				534092.
b				-105398.
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	428694.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	-105398.

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	328430.	4526462.	.072558
2010	309269.	4352575.	.071054
2009	212341.	3871096.	.054853
2008	231379.	4869429.	.047517
2007	318585.	5651101.	.056376

2	Total of line 1, column (d)	2	.302358
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	.060472
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4410520.
5	Multiply line 4 by line 3	5	266713.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5829.
7	Add lines 5 and 6	7	272542.
8	Enter qualifying distributions from Part XII, line 4	8	391348.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	5829.
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	5829.
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	5829.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2038.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	4000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	6038.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	209.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 209. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A | Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ N/A

14 The books are in care of ▶ Fiduciary Trust Telephone no. ▶6174825270

Located at ▶175 Federal Street, Boston, MA ZIP+4 ▶12110

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		X
	See the 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A — 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b: X (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? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Bayard Waring 3 Sandaba Road Rockport, MA 01966	Trustee 10.00	10000.	0.	0.
Philip Waring 3 Evans Road Marblehead, MA 01945	Trustee 10.00	10000.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3973867.
b	Average of monthly cash balances	1b	503818.
c	Fair market value of all other assets	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	4477685.
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	4477685.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	67165.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4410520.
6	**Minimum investment return.** Enter 5% of line 5	6	220526.

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	220526.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5829.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5829.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	214697.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	214697.
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	214697.

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	391348.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	391348.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	5829.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	385519.

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				214697.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 38302.				
b From 2008				
c From 2009 20911.				
d From 2010 95814.				
e From 2011 106941.				
f Total of lines 3a through e	261968.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 391348.				
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				214697.
e Remaining amount distributed out of corpus	176651.			
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	438619.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	38302.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	400317.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009 20911.				
c Excess from 2010 95814.				
d Excess from 2011 106941.				
e Excess from 2012 176651.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶ 12/31/56

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

Bayard Waring, 9782830643
30 Western Avenue, Gloucester, MA 01930

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

Letter-consult above.

c Any submission deadlines:

None

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

Qualifying organizations that operate in Massachusetts.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Gloucester YMCA 71 Middle Street GLoucester, MA 01930		501(c)(3)	On going operations	5000.
Gloucester Maritime Heritage Museum 23 Harbor Loop Gloucester, MA 01930		501(c)(3)	On going operations	100000.
The Waring School 35 Standley St. Beverly, MA 01915		501(c)(3)	On going operations	50000.
Gloucester Stage Co 267 East Main Street Gloucester, MA 01930		501(c)(3)	On going operations	225000.
Total			▶ 3a	380000.
b *Approved for future payment* None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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			14	2430.	
4 Dividends and interest from securities			14	118258.	
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			14	4682.	
8 Gain or (loss) from sales of assets other than inventory			18	428694.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Other income			14	51981.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		606045.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 606045.

(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).
11a	on going operations

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Bayard O Waring | 2/23/13 | Co-Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Walter V. Gordon, Jr., CPA	WVG	07/11/13		P01384541
Firm's name ▶ Walter V. Gordon, Jr., CPA			Firm's EIN ▶ 04-2627884	
Firm's address ▶ 56 North Main Street Fall River, MA 02720			Phone no. 508.674.3114	

223622
12-05-12

Form 990-PF — Other Income — Statement 1

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Non dividend distribution	4682.	4682.	4682.
Other income	51981.	0.	51981.
Total to Form 990-PF, Part I, line 11	56663.	4682.	56663.

Form 990-PF — Accounting Fees — Statement 2

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	6950.	6255.	6255.	695.
To Form 990-PF, Pg 1, ln 16b	6950.	6255.	6255.	695.

Form 990-PF — Other Professional Fees — Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Custodial	5830.	5247.	5247.	583.
Tax letter fee	490.	490.	490.	0.
To Form 990-PF, Pg 1, ln 16c	6320.	5737.	5737.	583.

Form 990-PF — Taxes — Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes	846.	846.	846.	0.
To Form 990-PF, Pg 1, ln 18	846.	846.	846.	0.

Form 990-PF Other Expenses Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PC Form	70.	0.	0.	70.
Miscellaneous	291.	291.	291.	0.
To Form 990-PF, Pg 1, ln 23	361.	291.	291.	70.

Form 990-PF Other Increases in Net Assets or Fund Balances Statement 6

Description	Amount
Limited Partnership basis adjustment	4830.
Total to Form 990-PF, Part III, line 3	4830.

Form 990-PF Corporate Stock Statement 7

Description	Book Value	Fair Market Value
Corporate Stock	3259290.	3800887.
Total to Form 990-PF, Part II, line 10b	3259290.	3800887.

2012 Tax Information Statement

Payer's Name and Address:
FIDUCIARY TRUST COMPANY
P.O. BOX 55806
BOSTON, MA 02205-5806

Account Number:	91098200
Recipient's Tax ID Number:	XX-XXX6556
Payer's Federal ID Number:	04-1309690
Payer's State ID Number:	
State:	MA
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
WILLARD TILSON FOUNDATION
C/O BAYARD D WARING
3 SANDABA ROAD
ROCKPORT , MA 01960-1712

2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
002824100	ABBOTT LABORATORIES COM		ABT					
2000.0000	12/27/2012	Various	129,724.50	141,376.60	0.00	-11,652.11	0.00	0.00
023135106	AMAZON INC CM COM		AMZN					
1500.0000	07/27/2012	Various	350,236.29	333,376.64	0.00	16,859.65	0.00	0.00
02503X105	AMERICAN CAPITAL AGENCY CORP		AGNC					
1000.0000	08/07/2012	08/15/2011	33,050 25	29,798.00	0.00	3,252.26	0.00	0.00
26441C204	DUKE ENERGY CORP (NEW) COM		DUK					
1000.0000	11/21/2012	10/10/2012	60,021.65	64,897.00	0.00	-4,875.35	0.00	0.00
292766102	ENERPLUS RESOURCES FUND TRUST UNIT SER G		ERF					
1000.0000	01/18/2012	02/24/2011	22,901.31	32,516.60	0.00	-9,615.30	0.00	0.00
292766102	ENERPLUS RESOURCES FUND TRUST UNIT SER G		ERF					
2000 0000	11/14/2012	Various	23,961 54	32,804.20	0.00	-8,842.66	0 00	0 00
337932107	FIRSTENERGY CORP COM		FE					
1000 0000	11/21/2012	10/10/2012	40,922.08	44,717.00	0 00	-3,794 92	0 00	0 00
458140100	INTEL CORP		INTC					
2000.0000	10/10/2012	Various	43,685.20	56,475.00	0 00	-12,789 80	0 00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return

2012 Tax Information Statement

Payer's Name and Address:
FIDUCIARY TRUST COMPANY
P.O. BOX 55806
BOSTON, MA 02205-5806

Account Number: 91098200
Recipient's Tax ID Number: XX-XXX6556
Payer's Federal ID Number: 04-1309690
Payer's State ID Number:
State: MA

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
WILLARD TILSON FOUNDATION
C/O BAYARD D WARING
3 SANDABA ROAD
ROCKPORT , MA 01960-1712

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
46625H100	J P MORGAN CHASE & CO		JPM					
2000.0000	05/18/2012	Various	67,658 48	84,844 00	0 00	-17,185.53	0.00	0 00
46625H100	J P MORGAN CHASE & CO		JPM					
1000.0000	07/06/2012	02/03/2012	33,862.21	38,287 00	0.00	-4,424 79	0 00	0 00
560879108	MAKO SURGICAL CORP		MAKO					
1000 0000	07/16/2012	01/17/2012	14,333.67	35,452 00	0.00	-21,118.33	0 00	0 00
560879108	MAKO SURGICAL CORP		MAKO					
1000 0000	07/17/2012	05/16/2012	13,979 08	23,417.50	0.00	-9,438 42	0 00	0-00
560879108	MAKO SURGICAL CORP		MAKO					
2000 0000	11/28/2012	Various	26,772 62	31,448.00	0.00	-4,675 40	0 00	0-00
560879108	MAKO SURGICAL CORP		MAKO					
2000.0000	12/10/2012	Various	25,817 02	27,734.39	0 00	-1,917.37	0 00	0 00
594918104	MICROSOFT CORP COM		MSFT					
1000.0000	07/06/2012	03/01/2012	29,962 32	32,188 00	0 00	-2,225 68	0 00	0.00
594918104	MICROSOFT CORP COM		MSFT					
1000 0000	07/16/2012	03/23/2012	29,372 33	32,007.80	0 00	-2,635.47	0 00	0 00
594918104	MICROSOFT CORP COM		MSFT					
1000 0000	10/05/2012	02/03/2012	29,812 72	30,367 00	0 00	-554 28	0 00	0 00

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2012 Tax Information Statement

Payer's Name and Address:
FIDUCIARY TRUST COMPANY
P.O. BOX 55806
BOSTON, MA 02205-5806

Account Number: 91098200
Recipient's Tax ID Number: XX-XXX6556
Payer's Federal ID Number: 04-1309690
Payer's State ID Number:
State: MA

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
WILLARD TILSON FOUNDATION
C/O BAYARD D WARING
3 SANDABA ROAD
ROCKPORT , MA 01960-1712

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold *(Box 1e)*	Description *(Box 8)* / Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stock or Other Symbol *(Box 1d)* / Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
670100205	NOVO-NORDISK SPONS ADR		NVO					
1000.0000	11/21/2012	10/26/2012	155,137.55	162,833.10	0 00	-7,695 55	0.00	0 00
742718109	PROCTER & GAMBLE COM		PG					
1000.0000	01/24/2012	11/15/2011	64,401 76	63,328.00	0.00	1,073.76	0.00	0.00
G7945M107	SEAGATE TECHNOLOGY PLC		STX					
1000.0000	07/06/2012	04/30/2012	24,351 45	30,387.00	0.00	-6,035.55	0 00	0.00
G7945M107	SEAGATE TECHNOLOGY PLC		STX					
1000 0000	10/05/2012	07/27/2012	30,011 72	29,714 00	0 00	297 72	0.00	0 00
G7945M107	SEAGATE TECHNOLOGY PLC		STX					
1000 0000	10/10/2012	04/23/2012	28,612 35	29,428.20	0.00	-815.85	0 00	0 00
913017109	UNITED TECHNOLOGIES CORP COM		UTX					
2000 0000	05/09/2012	Various	154,744.52	146,452.20	0.00	8,292.32	0 00	0 00
Total Short Term Sales Reported on 1099-B Report on Form 8949, Part I, with Box A checked			**1,433,332.62**	**1,533,849.23**	**0.00**	**-100,516.65**	**0.00**	**0.00**
Long Term Sales Reported on 1099-B								
02503X105	AMERICAN CAPITAL AGENCY CORP		AGNC					
3000 0000	08/07/2012	Various	99,150.76	87,226.30	0 00	11,924.46	0.00	0 00

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2012 Tax Information Statement

Payer's Name and Address:
FIDUCIARY TRUST COMPANY
P.O BOX 55806
BOSTON, MA 02205-5806

Account Number:	**91098200**
Recipient's Tax ID Number:	**XX-XXX6556**
Payer's Federal ID Number:	**04-1309690**
Payer's State ID Number:	
State:	**MA**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
WILLARD TILSON FOUNDATION
C/O BAYARD D WARING
3 SANDABA ROAD
ROCKPORT , MA 01960-1712

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip	Description *(Box 8)*		Stock or Other Symbol *(Box 1d)*					
Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
423074103	H J HEINZ CO COM		HNZ					
2000.0000	12/27/2012	03/16/2011	114,721.33	97,221.68	0.00	17,499.65	0.00	0.00
Total Long Term 15% Sales Reported on 1099-B Report on Form 8949, Part II, with Box A checked			**213,872.09**	**184,447.98**	**0.00**	**29,424.11**	**0.00**	**0.00**

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Account Number: 91098200
Recipient's Tax ID Number: XX-XXX6556
Payer's Federal ID Number: 04-1309690
Payer's State ID Number:
State: MA

☐ Corrected ☐ 2nd TIN notice

Payer's Name and Address:
FIDUCIARY TRUST COMPANY
P.O. BOX 55806
BOSTON, MA 02205-5806

Recipient's Name and Address:
WILLARD TILSON FOUNDATION
C/O BAYARD D WARING
3 SANDABA ROAD
ROCKPORT , MA 01960-1712

2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc., less commissions and option premiums.
For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
84756N109	SPECTRA ENERGY PARTNERS LP							
1000.0000	11/14/2012	02/03/2012	27,344.38	32,226.00	0.00	-4,881.62	0 00	0 00
Total Short Term Sales Reported on 1099-B			**27,344.38**	**32,226.00**	**0.00**	**-4,881.62**	**0.00**	**0.00**
Report on Form 8949, Part I, with Box B checked								
Long Term 15% Sales Reported on 1099-B								
035710409	ANNALY MORTGAGE MANAGEMENT INC		NLY					
5000.0000	08/07/2012	Various	82,158.15	93,722.00	0.00	-11,563.85	0 00	0.00
110122108	BRISTOL MYERS SQUIBB CO COM		BMY					
1000.0000	02/13/2012	09/22/2010	31,892.38	27,688.00	0.00	4,204.38	0 00	0 00
110122108	BRISTOL MYERS SQUIBB CO COM		BMY					
1000.0000	03/13/2012	09/22/2010	33,062.40	27,688.00	0.00	5,374.40	0.00	0 00
292766102	ENERPLUS RESOURCES FUND TRUST UNIT SER G		ERF					
2000.0000	01/17/2012	Various	46,903 08	84,657 67	0.00	-37,754.57	0 00	0.00
292766102	ENERPLUS RESOURCES FUND TRUST UNIT SER G		ERF					
1000 0000	01/18/2012	04/15/2010	22,901.31	24,076.00	0.00	-1,174.69	0.00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Account Number:	**91098200**
Recipient's Tax ID Number:	**XX-XXX6556**
Payer's Federal ID Number:	**04-1309690**
Payer's State ID Number:	
State:	**MA**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
WILLARD TILSON FOUNDATION
C/O BAYARD D WARING
3 SANDABA ROAD
ROCKPORT , MA 01960-1712

Payer's Name and Address:
FIDUCIARY TRUST COMPANY
P.O. BOX 55806
BOSTON, MA 02205-5806

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
459200101	INTL BUSINESS MACHINES		IBM					
2500.0000	10/17/2012	Various	506,370.95	230,563.17	0 00	275,807.78	0 00	0 00
847560109	SPECTRA ENERGY CORP		SE					
4000.0000	05/16/2012	Various	115,929.16	76,621.47	0 00	39,307 69	0 00	0.00
847560109	SPECTRA ENERGY CORP		SE					
2000.0000	07/02/2012	01/20/2009	57,822.05	28,974.93	0.00	28,847 12	0.00	0 00
Total Long Term 15% Sales Reported on 1099-B Report on Form 8949, Part II, with Box B checked			**897,039.48**	**593,991.24**	**0.00**	**303,048.26**	**0.00**	**0.00**

Unknown Term (or Cost) Sales Reported on 1099-B

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
01877R108	ALLIANCE RESOURCE PARTNERS L P UNIT							
1000 0000	02/13/2012	10/16/2008	72,563.00	28,814.45	0.00	43,748.55	0 00	0.00
01877R108	ALLIANCE RESOURCE PARTNERS L P UNIT							
1000.0000	03/13/2012	10/16/2008	70,325 83	28,814 45	0 00	41,511 38	0 00	0.00
01877R108	ALLIANCE RESOURCE PARTNERS L P UNIT							
2000 0000	03/16/2012	Various	131,770.12	53,034.00	0.00	78,736.12	0.00	0.00
118230101	BUCKEYE PARTNERS LP UNIT LTD PARTNERSHIPIT LTD PARTNERSHIP INTS							
1000.0000	04/16/2012	12/30/2008	55,980.94	30,456.00	0 00	25,524 94	0 00	0 00
29250R106	ENBRIDGE ENERGY PARTNERS LP							
1000 0000	04/16/2012	11/25/2009	30,545 31	24,643 93	0 00	5,901.38	0.00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Payer's Name and Address:
FIDUCIARY TRUST COMPANY
P.O. BOX 55806
BOSTON, MA 02205-5806

Account Number: 91098200
Recipient's Tax ID Number: XX-XXX6556
Payer's Federal ID Number: 04-1309690
Payer's State ID Number:
State: MA

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
WILLARD TILSON FOUNDATION
C/O BAYARD D WARING
3 SANDABA ROAD
ROCKPORT , MA 01960-1712

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
29250R106	ENBRIDGE ENERGY PARTNERS LP							
1000.0000	12/27/2012	10/23/2009	27,775 38	24,211 00	0 00	3,564.38	0 00	0.00
Total Unknown Term (or Cost) Sales Reported on 1099-B			**388,960.58**	**189,973.83**	**0.00**	**198,986.75**	**0.00**	**0.00**

You must determine short-term or long-term based on your records and report on Form 8949, Part I, with Box B checked, or on Form 8949, Part II, with Box B checked, as appropriate.

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service The taxpayer is ultimately responsible for the accuracy of their own tax return

Capital Gain Distributions (15%)

Description	Amount of dividend
Reported on Form 1099-DIV	
AMERICAN CAPITAL AGENCY CORP	981.60
ANNALY MORTGAGE MANAGEMENT INC	600.00
BANK OF AMERICA CORP	94.57
HATTERAS FINANCIAL CORP COM	293.10
INVESCO MORTGAGE CAPITAL	603.66
NATIONAL HEALTH INVESTORS INC COM	35.32
Total Reported on Form 1099-DIV	**$2,608.25**
Total capital gain distributions (15%)	**$2,608.25**

2012 Tax Information Statement

Account Number: 91098200
Tax ID Number: XX-XXX6556

WILLARD TILSON FOUNDATION

Unrecaptured Section 1250 Gain

Description	Amount of dividend
Reported on Form 1099-DIV	
HEALTHCARE REALTY TR INC	23.69
NATIONAL HEALTH INVESTORS INC COM	1.46
Total Reported on Form 1099-DIV	**$25.15**
Total Unrecaptured Section 1250 Gain	**$25.15**