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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
CLARA B WINTHROP CHARITABLE TRUST

A Employer identification number
04-6039972

Number and street (or P O box number if mail is not delivered to street address)
45 SCHOOL ST 5TH FLOOR

Room/suite

B Telephone number (see instructions)
(617) 523-1635

City or town, state, and ZIP code
BOSTON, MA 021083204

C If exemption application is pending, check here ☐

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)* ▶$ 2,827,851

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) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	815	815		
	4	Dividends and interest from securities	102,136	102,136		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	194,104			
	b	Gross sales price for all assets on line 6a 469,116				
	7	Capital gain net income (from Part IV, line 2)		194,104		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	1,316	1,316		
	12	**Total.** Add lines 1 through 11	298,371	298,371		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)	1,770	1,770	0	0
	c	Other professional fees (attach schedule)	29,378	29,378		0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	749	418		0
	19	Depreciation (attach schedule) and depletion	1,285	1,285	0	
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	199	199		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	33,381	33,050	0	0
	25	Contributions, gifts, grants paid	145,000			145,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	178,381	33,050	0	145,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	119,990			
	b	**Net investment income** (if negative, enter -0-)		265,321		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	2,206	39,550	39,550
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	0	0	0
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,501,581	1,633,956	2,579,224
	c Investments—corporate bonds (attach schedule)	246,588	196,859	209,077
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			0
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,750,375	1,870,365	2,827,851
Liabilities	17 Accounts payable and accrued expenses	0		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	1,900,634	1,870,365	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-150,259		
	30 **Total net assets or fund balances** (see page 17 of the instructions)	1,750,375	1,870,365	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,750,375	1,870,365	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,750,375
2	Enter amount from Part I, line 27a	2	119,990
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,870,365
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,870,365

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	194,104
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	146,875	2,803,920	0 052382
2010	137,029	2,604,843	0 052605
2009	113,500	2,260,060	0 05022
2008	120,000	2,879,605	0 041672
2007	174,500	3,415,868	0 051085

2	**Total** of line 1, column (d).	2	0 247964
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 049593
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,846,250
5	Multiply line 4 by line 3.	5	141,154
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,653
7	Add lines 5 and 6.	7	143,807
8	Enter qualifying distributions from Part XII, line 4.	8	145,000

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	2,653
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	2,653
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	2,653
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	629		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	629
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	2,024
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶		**Refunded** ▶	11	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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(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	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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

			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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶WELCH & FORBES LLC Telephone no ▶(617) 523-1635

Located at ▶45 SCHOOL STREET 5TH FLOOR BOSTON MA ZIP +4 ▶02108

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			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		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 page 20 of the instructions)?	1b		
	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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)? (see instructions) ☐ 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)?	**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? ☐ 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**		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?	**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
PETER P BROWN 45 SCHOOL ST 5TH FLOOR BOSTON, MA 021083204	TRUSTEE 2	0		
OLIVER A SPALDING 45 SCHOOL ST 5TH FLOOR BOSTON, MA 021083204	TRUSTEE 2	0		
THEODORE E OBER 45 SCHOOL STREET 5TH FLOOR BOSTON, MA 02108	TRUSTEE 2	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 ▶	0

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

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

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

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

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	2,887,791
b	Average of monthly cash balances	1b	1,803
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,889,594
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	2,889,594
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	43,344
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,846,250
6	**Minimum investment return.** Enter 5% of line 5	6	142,313

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	142,313
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 2,653		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,653
3	Distributable amount before adjustments Subtract line 2c from line 1	3	139,660
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	139,660
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	139,660

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	145,000
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	145,000
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	2,653
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	142,347

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					139,660
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 2010 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.	4,965				
b From 2008.	0				
c From 2009.	1,515				
d From 2010.	8,729				
e From 2011.	7,929				
f Total of lines 3a through e.		23,138			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 145,000					
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.					139,660
e Remaining amount distributed out of corpus		5,340			
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		28,478			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		4,965			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		23,513			
10 Analysis of line 9					
a Excess from 2008. . . .	0				
b Excess from 2009. . . .	1,515				
c Excess from 2010. . . .	8,729				
d Excess from 2011. . . .	7,929				
e Excess from 2012. . . .	5,340				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a 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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

OLIVER A SPALDING
C/O WELCH FORBES 45 SCHOOL STREE
BOSTON, MA 02108
(617) 523-1635

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

APPLICATIONS MAY BE SUBMITTED IN ANY FORM WHICH REASONABLY INFORMS THE TRUSTEES AS TO THE EXEMPT STATUS OF THE APPLICANT, ITS GENERAL FINANCIAL SITUATION AND THE REASON THE GRANT IS REQUESTED

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

AWARDS MUST BE MADE TO CHARITABLE ORGANIZATIONS ONLY THEY MUST BE WITHIN THE COMMONWEALTH OF MASSACHUSETTS OR A STATE WHICH EXEMPTS BEQUESTS TO MASSACHUSETTS ORGANIZATIONS

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* See Additional Data Table				
Total . . . . ▶ **3a**				145,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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			14	815	
4 Dividends and interest from securities. . . .			14	102,136	
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.			15	1,242	
8 Gain or (loss) from sales of assets other than inventory			18	194,104	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a STANLEY BLACK & DE				25	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				298,371	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 298,371

(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)
7	NOT APPLICABLE

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)**		**No**
	(2) Other assets	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		**No**
	(4) Reimbursement arrangements	**1b(4)**		**No**
	(5) Loans or loan guarantees	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		**No**

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2013-05-13	******
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
JOHN D CRAVEN	JOHN D CRAVEN	2013-05-13		

Firm's name ▶	WELCH & FORBES LLC	Firm's EIN ▶
Firm's address ▶	45 SCHOOL STREET BOSTON, MA 021083204	Phone no (617) 523-1635

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
AOL TIME WARNER INC			2012-04-19
AOL TIME WARNER INC			2012-11-02
300 CHEVRONTEXACO CORP		1994-07-22	2012-11-28
1000 COGNEX CORP		2002-07-02	2012-11-28
1000 EXELON CORPORATION		2010-03-30	2012-11-09
1000 HOME DEPOT INC		2008-11-24	2012-11-28
3000 HUGOTON ROYALTY TRUST TX		2008-11-24	2012-06-25
1000 PHILLIPS 66		1993-07-15	2012-06-25
1000 PROCTER & GAMBLE CO		1986-07-03	2012-12-28
400 3M COMPANY		1989-11-24	2012-11-28
1000 UNITED PARCEL SERVICE CLASS B		2000-07-17	2012-06-25
300 UNITED TECHNOLOGIES CORP		2000-11-28	2012-11-28
50000 WYETH NOTE DTD 02/14/03 MULTI-CPN 5 5% 0		2008-12-02	2012-12-26

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
34			34
10			10
30,834		6,168	24,666
34,548		19,070	15,478
31,122		44,208	-13,086
63,743		19,700	44,043
20,890		48,206	-27,316
32,868		4,249	28,619
67,548		5,028	62,520
35,989		7,469	28,520
76,390		60,788	15,602
23,499		10,396	13,103
50,570		49,730	840

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			34
			10
			24,666
			15,478
			-13,086
			44,043
			-27,316
			28,619
			62,520
			28,520
			15,602
			13,103
			840

Form 990PF Part XV Line 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*				
TOWN OF MANCHESTER-BY-THE-SEA 10 CENTRAL STREET MANCHESTERBYTHESEA,MA 01944	NONE	PUBLIC CHARITY	UPKEEP OF CLARA B WINTHROP	5,000
TRUSTEES OF RESERVATIONS 572 ESSEX STREET BEVERLY,MA 01915	NONE	PUBLIC CHARITY	GENERAL FUND	10,000
MASSACHUSETTS HISTORICAL SOCIETY 1154 BOYLSTON STREET BOSTON,MA 02215	NONE	PUBLIC CHARITY	GENERAL FUND	5,000
VNA CARE NETWORK 5 FEDERAL STREET DANVERS,MA 01923	NONE	PUBLIC CHARITY	GENERAL FUND	10,000
MUSEUM OF SCIENCE ONE SCIENCE PARK BOSTON,MA 02114	NONE	PUBLIC CHARITY	GENERAL FUND	7,500
NEW ENGLAND AQUARIUM CENTRAL WHARF BOSTON,MA 02110	NONE	PUBLIC CHARITY	GENERAL FUND	7,500
LIBRARY OF THE BOSTON ATHENAEUM INC 10 1/2 BEACON STREET BOSTON,MA 02108	NONE	PUBLIC CHARITY	GENERAL FUND	5,000
NEW ENGLAND CONSERVATORY OF MUSIC 290 HUNTINGTON AVE BOSTON,MA 02115	NONE	PUBLIC CHARITY	ANNUAL FUND	5,000
PEABODY & ESSEX MUSEUM EAST INDIA SQUARE SALEM,MA 01970	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
WINSOR SCHOOL PILGRIM ROAD BOSTON,MA 02215	NONE	PUBLIC CHARITY	GENERAL FUND	5,000
WGBH EDUCATIONAL FOUNDATION ONE GUEST STREET ALLSTON,MA 02135	NONE	PUBLIC CHARITY	RALPH LOWELL SOCIETY	5,000
ST JOHN'S EPISCOPAL CHURCH - BEVERLY FARMS 705 HALE STREET BEVERLY,MA 01915	NONE	PUBLIC CHARITY	GENERAL FUND	5,000
MANCHESTER PUBLIC LIBRARY 15 UNION STREET MANCHESTERBYTHESEA,MA 01944	NONE	PUBLIC CHARITY	PURCHASE BOOKS AND	10,000
BOWDOIN COLLEGE 4100 COLLEGE STATION BRUNSWICK,ME 04011	NONE	PUBLIC CHARITY	JAMES BOWDOIN SCHOLARSHIP	5,000
WENHAM MUSEUM 132 MAIN STREET WENHAM,MA 01984	NONE	PUBLIC CHARITY	2012 -2013 ANNUAL FUND	5,000

Form 990PF Part XV Line 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*				
MANCHESTER HISTORICAL SOCIETY 10 UNION STREET MANCHESTERBYTHESEA,MA 01944	NONE	PUBLIC CHARITY	GENERAL FUND	5,000
FRIENDS OF MANCHESTER TREES INC PO BOX 103 MANCHESTERBYTHESEA,MA 01944	NONE	PUBLIC CHARITY	ANNUAL TREE PLANTING	5,000
HOME FOR LITTLE WANDERERS 271 HUNTINGTON AVE BOSTON,MA 02115	NONE	PUBLIC CHARITY	GENERAL FUND	5,000
MANCHESTER COMMUNITY CTR BOX 212 - HARBORS POINT MANCHESTERBYTHESEA,MA 01944	NONE	PUBLIC CHARITY	GENERAL FUND	5,000
NORTHEAST HEALTH FOUNDATION BEVERLY HOSPITAL 85 HERRICK STREET BEVERLY,MA 01915	NONE	PUBLIC CHARITY	BEVERLY HOSPITAL	5,000
CHILDREN'S HOSPITAL TRUST 1 AUTUMN STREET 731 BOSTON,MA 02215	NONE	PUBLIC CHARITY	GENERAL FUND	5,000
BOYS & GIRLS CLUBS OF BOSTON 50 CONGRESS STREET BOSTON,MA 02109	NONE	PUBLIC CHARITY	GENERAL FUND	2,500
ST PETER'S EPISCOPAL CHURCH 4 OCEAN STREET BEVERLY,MA 01915	NONE	PUBLIC CHARITY	GENERAL FUND	2,500
HISTORIC NEW ENGLAND 141 CAMBRIDGE STREET BOSTON,MA 02114	NONE	PUBLIC CHARITY	GENERAL FUND	2,500
THE EPIPHANY SCHOOL 154 CENTER STREET DORCHESTER,MA 02124	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	5,000
BRIGHAM & WOMEN'S HOSPITAL 75 FRANCIS STREET BOSTON,MA 02115	NONE	PUBLIC CHARITY	PRESIDENT'S UNRESTRICTED	5,000
HARVARD COLLEGE FUND 124 MOUNT AUBURN STREET CAMBRIDGE,MA 02138	NONE	PUBLIC CHARITY	FACULTY OF ARTS & SCIENCES	2,500
Total . . . . ▶ **3a**				145,000

TY 2012 Accounting Fees Schedule

Name: CLARA B WINTHROP CHARITABLE TRUST

EIN: 04-6039972

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	1,770	1,770		

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TY 2012 Investments Corporate Bonds Schedule

Name: CLARA B WINTHROP CHARITABLE TRUST

EIN: 04-6039972

Name of Bond	End of Year Book Value	End of Year Fair Market Value
50000 WYETH NOTE 5.5%		
50000 BARRICK GOLD 6.125%	47,337	51,861
50000 UNITED HEALTH CARE	49,962	50,250
25000 HOME DEPOT INC	24,525	26,157
50000 STATE STREET CORP	50,140	52,699
25000 VERTEX PHARMACEUTICALS	24,895	28,110

TY 2012 Investments Corporate Stock Schedule

Name: CLARA B WINTHROP CHARITABLE TRUST

EIN: 04-6039972

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1400 SHS AFLAC	49,865	74,368
2600 SHS ALLIANT ENERGY	32,098	114,166
1500 SHS CHEVRON CORP	30,838	162,210
2000 SHS COGNEX	38,140	73,580
2000 SHS CONOCO PHILLIPS	13,476	115,980
2500 SHS GE	16,180	52,475
1000 SHS HOME DEPOT	19,700	61,850
3000 SHS HUGOTON ROYALTY		
1700 SHS HOSPITALITY PROP. TR.	22,698	39,814
1000 SHS JOHNSON&JOHNSON	52,529	70,100
3000 SHS LINEAR TECHNOLOGY	79,323	102,900
3000 SHS MICROSOFT	84,900	80,129
3000 SHS NEWELL RUBBERMAID	26,873	66,810
2000 SHS PAYCHEX	47,680	62,200
2000 SHS PFIZER	38,680	50,159
2000 SHS PROCTER & GAMBLE	5,028	67,890
1000 SHS 3M	18,672	92,850
1000 SHS UPS	60,788	73,730
1200 SHS UNITED TECHNOLOGIES	41,584	98,412
2440 SHS VERIZON COMMUNICATION	58,733	105,579
1000 SHS EXPEDITORS INT.	44,771	39,550
1000 BARRICK GOLD CORP	28,403	35,010
4000 ROYAL BANK SCOTLAND	84,200	88,480
FEDERATED MONEY MARKET FUND	64,381	64,381
600 SHS NOVARTIS AG	30,270	37,980
1200 SHS MCDONALDS CORP	73,311	105,852
1500 SHS MERCK & CO INC	35,708	61,410
600 SHS VANGUARD INTERMEDIATE	45,642	52,950
1000 SHS AT & T INC	25,770	33,710
1000 SHS EXELON CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
50 SHS STANLEY BLACK & DECKER	5,000	6,088
3000 SHS INTEL CORP	63,210	61,860
1200 SHS RAYTHEON CO	55,732	69,072
500 SHS SPDR S&P CHINA ETF	38,145	37,045
60 SHS APPLE, INC	30,787	31,930
400 SHS MEAD JOHNSON NUTRITION	26,962	26,356
500 SHS TERADATA CORP	30,650	30,945
1500 SHS METLIFE INC SERIES B	38,189	37,833
3000 SHS ABB LTD	46,409	62,370
1000 SHS SUNCOR ENERGY INC	32,633	32,980
750 SHS CHECK POINT SOFTWARE	34,130	35,730
3000 SHS FIRST TRUST NORTH AM	61,868	62,490

TY 2012 Other Expenses Schedule

Name: CLARA B WINTHROP CHARITABLE TRUST

EIN: 04-6039972

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING AND RECORDING FEES	35	35		0
ROYALTY SEVERANCE TAX	128	128		0
ADMINISTRATION EXPENSE	36	36		0

TY 2012 Other Income Schedule

Name: CLARA B WINTHROP CHARITABLE TRUST

EIN: 04-6039972

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	1,242	1,242	
FEDERAL TAX REFUND	49	49	
STANLEY BLACK & DECKER	25	25	

TY 2012 Other Professional Fees Schedule

Name: CLARA B WINTHROP CHARITABLE TRUST

EIN: 04-6039972

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT FEES-SUBJECT T	29,378	29,378		

TY 2012 Taxes Schedule

Name: CLARA B WINTHROP CHARITABLE TRUST

EIN: 04-6039972

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	356	356		0
FEDERAL ESTIMATES - PRINCIPAL	331	0		0
FOREIGN TAXES ON QUALIFIED FOR	51	51		0
FOREIGN TAXES ON NONQUALIFIED	11	11		0