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

Department of the Treasury  
Internal Revenue Service

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

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>JOSEPH PERINI MEMORIAL FOUNDATION</b>		A Employer identification number <b>04-6139986</b>
Number and street (or P O box number if mail is not delivered to street address) <b>73 MT. WAYTE AVENUE</b>	Room/suite	B Telephone number <b>508-628-2000</b>
City or town, state, and ZIP code <b>FRAMINGHAM, MA 01701</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>2,249,852.</b> (Part I, column (d) must be on cash basis.)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		73,362.	73,362.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-3,487.			
b Gross sales price for all assets on line 6a <b>571,261.</b>					
7 Capital gain net income (from Part IV, line 2)			0.		
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		5,393.	5,393.		STATEMENT 2
12 Total Add lines 1 through 11		75,268.	78,755.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		8,000.	0.		0.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		650.	0.		0.
c Other professional fees STMT 4		20,260.	14,365.		4,580.
17 Interest					
18 Taxes STMT 5		1,397.	785.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		25,875.	25,844.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		56,182.	40,994.		4,580.
25 Contributions, gifts, grants paid		126,210.			126,210.
26 Total expenses and disbursements. Add lines 24 and 25		182,392.	40,994.		130,790.
27 Subtract line 26 from line 12		-107,124.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			37,761.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 26 2013  
Operating and Administrative Expenses

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		560.	488.	488.
	2	Savings and temporary cash investments		9,746.	32,332.	32,332.
	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 STMT 7		34,540.	19,837.	20,000.
	b	Investments - corporate stock STMT 8		1,617,957.	1,645,062.	1,489,948.
	c	Investments - corporate bonds STMT 9		519,225.	390,161.	400,908.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		233,120.	220,144.	306,176.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16 Total assets (to be completed by all filers)				2,415,148.	2,308,024.	2,249,852.
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 ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		2,415,148.	2,308,024.		
30 Total net assets or fund balances				2,415,148.	2,308,024.	
31 Total liabilities and net assets/fund balances				2,415,148.	2,308,024.	

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	2,415,148.
2	Enter amount from Part I, line 27a	2	-107,124.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,308,024.
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	2,308,024.

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	571,261.	574,748.	-3,487.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			-3,487.

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	-3,487.
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	N/A

**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	136,723.	2,244,869.	.060905
2010	130,494.	2,554,049.	.051093
2009	121,239.	2,098,164.	.057783
2008	154,714.	2,371,893.	.065228
2007	152,694.	3,050,085.	.050062

2	Total of line 1, column (d)	2	.285071
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	.057014
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,268,278.
5	Multiply line 4 by line 3	5	129,324.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	378.
7	Add lines 5 and 6	7	129,702.
8	Enter qualifying distributions from Part XII, line 4 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	8	130,790.

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

Table with 11 rows for excise tax calculations. Line 1: 378. Line 2: 0. Line 3: 378. Line 4: 0. Line 5: 378. Line 6a: 146. Line 7: 146. Line 8: SEE STATEMENT 11. Line 9: 232. Line 10: Refunded. Line 11: Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: No. Row 1b: No. Row 1c: No. Row 2: No. Row 3: No. Row 4a: No. Row 4b: N/A. Row 5: No. Row 6: Yes. Row 7: Yes. Row 8a: MA. Row 8b: Yes. Row 9: No. Row 10: No.

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ SUSAN GARVEY Telephone no ▶ 508-628-2000 Located at ▶ 73 MT. WAYTE AVENUE, FRAMINGHAM, MA ZIP+4 ▶ 01701			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		Yes	No
		16		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

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?  
 If "Yes" to 6b, file Form 8870  
 6b  Yes  No X

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  Yes  No

**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
JOSEPH R PERINI, III 73 MT WAYTE AVENUE FRAMINGHAM, MA 01701	PRESIDENT 10.00	0.	0.	0.
HAROLD OTTOBRINI 73 MT WAYTE AVENUE FRAMINGHAM, MA 01701	VICE PRESIDENT 1.00	0.	0.	0.
DEBORAH PERINI DONOVAN 14 BAYDEN PATH PLYMOUTH, MA 02630	SECRETARY/TREASURER 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
	0.
2	
	0.
3	
	0.
4	
	0.

**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	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,281,257.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	21,563.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	2,302,820.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,302,820.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	34,542.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,268,278.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	113,414.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	113,414.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	378.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	378.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	113,036.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	113,036.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	113,036.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	130,790.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	130,790.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	378.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	130,412.

**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				113,036.
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	3,024.			
b From 2008	37,953.			
c From 2009	18,049.			
d From 2010	3,462.			
e From 2011	26,282.			
f Total of lines 3a through e	88,770.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 130,790.				
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				113,036.
e Remaining amount distributed out of corpus	17,754.			
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:	106,524.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	3,024.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	103,500.			
10 Analysis of line 9				
a Excess from 2008	37,953.			
b Excess from 2009	18,049.			
c Excess from 2010	3,462.			
d Excess from 2011	26,282.			
e Excess from 2012	17,754.			

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

N/A

**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 ▶

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

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

**c** Any submission deadlines

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

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
A PLACE TO TURN NATICK, MA 01760	NONE	PUBLIC CHARITY	GENERAL SUPPORT	6,500.
CALLAHAN SENIOR CENTER FRAMINGHAM, MA 01702	NONE	PUBLIC CHARITY	GENERAL SUPPORT	4,500.
CARROLL CENTER FOR THE BLIND NEWTON, MA 02458	NONE	PUBLIC CHARITY	GENERAL SUPPORT	4,000.
CUTTYHUNK HISTORICAL SOCIETY CUTTYHUNK, MA 02713	NONE	PUBLIC CHARITY	GENERAL SUPPORT	400.
FRANCISCAN HOSPITAL FOR CHILDREN BOSTON, MA 02135	NONE	PUBLIC CHARITY	GENERAL SUPPORT	6,500.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>126,210.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, Subtotal, and Total.

(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: 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). Row 1 contains 'N/A'.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations, c Sharing of facilities, equipment, mailing lists, other assets, or paid employees, d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A' for all entries.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'N/A' for all entries.

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, this return is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature], Date: 11/13/13, Title: PRESIDENT. May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [ ] No

Paid Preparer Use Only Print/Type preparer's name: ROBERT C. ALARIO, Preparer's signature: [Signature], Date: 11/11/13, Check [ ] if self-employed, PTIN: P00138902, Firm's name: ROBERT C ALARIO CPA PC, Firm's EIN: 04-3344305, Firm's address: 75 NORTH MAIN STREET, LEOMINSTER, MA 01453, Phone no: 978-534-1999

FIRST FINL TRUST AGENCY FOREIGN BONDS	COST	18,900.	19,600.
BENBROOKE RIVERVIEW INVESTORS LLC	COST	24,440.	25,000.
BENBROOKE ELECTRIC 10% NOTE	COST	45,000.	45,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		<u>220,144.</u>	<u>306,176.</u>

JOSEPH PERINI MEMORIAL FOUNDATION

**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 70000 ASTORIA FINANCIAL CORP	P	10/08/02	09/13/12
b 10000 ASTORIA FINANCIAL CORP	P	03/31/09	09/13/12
c 3400 ISHARES SILVER TRUST	P	VARIOUS	01/31/12
d 1500 ISHARES SILVER TRUST	P	VARIOUS	02/29/12
e 1500 ISHARES SILVER TRUST	P	VARIOUS	03/30/12
f 1500 ISHARES SILVER TRUST	P	VARIOUS	04/30/12
g 1500 ISHARES SILVER TRUST	P	VARIOUS	05/31/12
h 1500 ISHARES SILVER TRUST	P	VARIOUS	06/29/12
i 1500 ISHARES SILVER TRUST	P	VARIOUS	07/31/12
j 2250 ISHARES SILVER TRUST	P	VARIOUS	08/31/12
k 2250 ISHARES SILVER TRUST	P	VARIOUS	09/28/12
l 2250 ISHARES SILVER TRUST	P	VARIOUS	10/31/12
m 2250 ISHARES SILVER TRUST	P	VARIOUS	11/30/12
n 2250 ISHARES SILVER TRUST	P	VARIOUS	12/31/12
o 2000 IVANHOE MINES LTD RIGHTS	P	07/03/12	07/18/12

(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 70,322.		69,864.	458.
b 10,046.		9,750.	296.
c 19.			19.
d 19.			19.
e 21.			21.
f 19.			19.
g 18.			18.
h 17.			17.
i 17.			17.
j 27.			27.
k 29.			29.
l 31.			31.
m 30.			30.
n 29.			29.
o 1,057.			1,057.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
a			458.
b			296.
c			19.
d			19.
e			21.
f			19.
g			18.
h			17.
i			17.
j			27.
k			29.
l			31.
m			30.
n			29.
o			1,057.

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
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

JOSEPH PERINI MEMORIAL FOUNDATION

**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 50000 MORGAN STANLEY DEAN WITTER SR MEDIUM TERM N	P	08/26/10	11/30/12
b 3500 POWERSHARES WATER RESOURCES PORTFOLIO	P	12/14/06	11/15/12
c 3500 POWERSHARES WATER RESOURCES PORTFOLIO	P	10/03/08	11/15/12
d 50000 PRINCIPLE LIFE INC FNDG NOTE	P	01/09/09	05/24/12
e 1000 QUALCOMM INC	P	05/18/12	06/21/12
f 15000 SUFFOLK CNTY NY INDL DEV AGY DOWLING COLLEG	P	03/02/10	06/01/12
g 1500 WISDOMTREE JAPAN SMALL CAP DIVIDEND FUND	P	02/17/11	02/08/12
h 1500 NOBLE CORP	P	01/05/11	02/08/12
i 3400 FIFTH THIRD CAPITAL TRUS CALLABLE 11/15/	P	10/23/07	08/08/12
j 1600 PWERSHARES DB AGRICULTURE FUND	P	VARIOUS	06/26/12
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 50,000.		49,625.	375.
b 28,334.		27,966.	368.
c 37,779.		34,083.	3,696.
d 51,000.		49,639.	1,361.
e 57,149.		56,960.	189.
f 15,000.		14,803.	197.
g 66,029.		69,135.	-3,106.
h 56,534.		55,634.	900.
i 85,000.		85,000.	0.
j 42,735.		52,289.	-9,554.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			375.
b			368.
c			3,696.
d			1,361.
e			189.
f			197.
g			-3,106.
h			900.
i			0.
j			-9,554.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 if (loss), enter "-0-" in Part I, line 7 }	2	-3,487.
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	N/A

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**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOSPICE OF CAPE COD  FALMOUTH, MA 02540	NONE	PUBLIC CHARITY	GENERAL SUPPORT	4,500.
HOSPICE OF THE GOOD SHEPHERD  NEWTON, MA 02468	NONE	PUBLIC CHARITY	GENERAL SUPPORT	7,000.
MICHAEL CARTER LISNOW RESPITE CENTER  HOPKINTON, MA 01748	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,500.
NATICK VISITING NURSES ASSOCIATION  NATICK, MA 01760	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,500.
NEW ENGLAND CENTER FOR HOMELESS VETERANS  BOSTON, MA 02108	NONE	PUBLIC CHARITY	GENERAL SUPPORT	4,000.
NORTH FALMOUTH VILLAGE ASSOCIATION  FALMOUTH, MA 02541	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
PINE STREET INN  BOSTON, MA 02118	NONE	PUBLIC CHARITY	GENERAL SUPPORT	7,500.
ROSIE'S PLACE  BOSTON, MA 02118	NONE	PUBLIC CHARITY	GENERAL SUPPORT	7,500.
SALVATION ARMY  BOSTON, MA 02116	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
SOUTHBOROUGH EDUCATION FUND  SOUTHBOROUGH, MA 01772	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000.
<b>Total from continuation sheets</b>				<b>104,310.</b>

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST ELIZABETH SEATON CHURCH  NO PALMOUTH, MA 02556	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
SUNSHINE FOR ALL, INC  MIAMI, FL 33145	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
TEAM SIX BOOSTERS	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
THE CHILDREN'S STUDY HOME FBO CAPE START  PALMOUTH, MA 02540	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
THE HOME FOR LITTLE WANDERERS  BOSTON, MA 02115	NONE	PUBLIC CHARITY	GENERAL SUPPORT	4,500.
VISITING NURSES ASSOCIATION OF CAPE COD  HYANNIS, MA 02601	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
WOMEN'S LUNCH PLACE  BOSTON, MA 02116	NONE	PUBLIC CHARITY	GENERAL SUPPORT	4,500.
FRIENDS OF THE I'M READY FUND  MIAMI, FL 33132	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000.
NATICK SERVICE COUNCIL  NATICK, MA 01760	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
NICHOLAS JAMES FOUNDATION FOR AUTISM  LEOMINSTER, MA 01453	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,310.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YMCA OD GREATER NEW YORK NEW YORK, NY	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000.
MAKE A WISH FOUNDATION OF AMERICA BOSTON, MA 02114	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
FALMOUTH YOUTH HOCKEY FALMOUTH, MA 02540	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
PERINI HOCKEY INVITATIONAL TOURNAMENT FRAMINGHAM, MA 01702	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
EASTER SEALS OF MASSACHUSETTS BOSTON, MA 02111	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,000.
GENESIS FUND WALTHAM, MA 02451	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,250.
OPERATION OUTREACH USA NATICK, MA 01760	NONE	PUBLIC CHARITY	GENERAL SUPPORT	8,000.
SUNSHINE FOR ALL, INC MIAMI, FL 33145	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
200 FOUNDATION FRAMINGHAM, MA 01705	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
JIMMY FUND WALK BOSTON, MA 02241	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
<b>Total from continuation sheets</b>				



FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BENBROOKE ELECTRIC PTRS, LLC K-1	3.	0.	3.
BENBROOKE FREEDOM PTRS, LLC K-1	10.	0.	10.
ECA MARCELLUS TRUST I (ECT) K-1	385.	0.	385.
FIRST FINL TRUST AGENCY ACCT	42,979.	0.	42,979.
FIRST FINL TRUST AGENCY ACCT	25,607.	0.	25,607.
FIRST FINL TRUST AGENCY ACCT	3,265.	0.	3,265.
FIRST FINL TRUST AGENCY ACCT	784.	0.	784.
KINDER MORGAN ENERGY PTRS, LP K-1	210.	0.	210.
NUSTAR ENERGY LP, K-1	106.	0.	106.
POWERSHARES DB AGRICULTURE FUND (DBA) K-1	10.	0.	10.
RIVERVIEW INVESTORS, INC	3.	0.	3.
<b>TOTAL TO FM 990-PF, PART I, LN 4</b>	<b>73,362.</b>	<b>0.</b>	<b>73,362.</b>

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	1,854.	1,854.	
CT CORP REFUND	182.	182.	
ECA MARCELLUS TRUST I K-1	2,669.	2,669.	
BENBROOKE RIVERVIEW PARTNERSHIP K-1	688.	688.	
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>5,393.</b>	<b>5,393.</b>	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	650.	0.		0.
<b>TO FORM 990-PF, PG 1, LN 16B</b>	<b>650.</b>	<b>0.</b>		<b>0.</b>

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL FEES	1,063.	0.		0.
INVESTMENT FEES	274.	274.		0.
FIRST FINL TRUST AGENCY FEES	18,318.	13,738.		4,580.
CT CORP FEES	182.	0.		0.
P.C. FILING FEE	70.	0.		0.
CONVERSION FEE	353.	353.		0.
TO FORM 990-PF, PG 1, LN 16C	20,260.	14,365.		4,580.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	785.	785.		0.
PAYROLL TAX	612.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,397.	785.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KINDER MORGAN-NET LOSS	6,397.	6,397.		0.
NUSTAR ENERGY-NET LOSS	4,021.	4,021.		0.
BENBROOKE ELECTRIC-NET LOSS	6,045.	6,045.		0.
MISCELLANEOUS EXPENSE	31.	0.		0.
ECA MARCELLUS TRUST 1 - NET LOSS	3,789.	3,789.		0.
POWERSHARES DB AGRICULTURE FUND- NET LOSS	3,962.	3,962.		0.
BENBROOKE FREEDOM PARTNERS - NET LOSS	1,630.	1,630.		0.
TO FORM 990-PF, PG 1, LN 23	25,875.	25,844.		0.

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**FORM 990-PF**                      **U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS**                      **STATEMENT 7**


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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FIRST FINL TRUST AGENCY		X	19,837.	20,000.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			19,837.	20,000.
TOTAL TO FORM 990-PF, PART II, LINE 10A			19,837.	20,000.

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**FORM 990-PF**                                      **CORPORATE STOCK**                                      **STATEMENT 8**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIRST FINL TRUST AGENCY	1,645,062.	1,489,948.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,645,062.	1,489,948.

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**FORM 990-PF**                                      **CORPORATE BONDS**                                      **STATEMENT 9**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIRST FINL TRUST AGENCY	390,161.	400,908.
TOTAL TO FORM 990-PF, PART II, LINE 10C	390,161.	400,908.

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**FORM 990-PF**                                      **OTHER INVESTMENTS**                                      **STATEMENT 10**


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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NUSTAR ENERGY, LP	COST	19,895.	50,976.
BENBROOKE ELECTRIC PTRS, LLC	COST	13,553.	25,000.
BENBROOKE GATEWAY PTRS, LLC	COST	0.	0.
BENBROOKE FREEDOM PTRS, LLC	COST	6,424.	15,000.
KNDR MORGAN ENERGY	COST	15,263.	79,790.
POWERSHARES DB AGRICULTURE FUND	COST	0.	0.
ECA MARCELLUS TRUST 1	COST	76,669.	45,810.

FORM 8688

EXPLANATION FOR EXTENSION

STATEMENT 14

EXPLANATION

AN ATTEMPT TO OBTAIN INFORMATION NECESSARY FOR FILING A RETURN WAS REQUESTED IN A TIMELY FASHION, BUT THE INFORMATION WAS NOT FURNISHED IN SUFFICIENT TIME TO PERMIT THE TIMELY FILING OF THE RETURN, OR THE TAXPAYER PERSONALLY VISITED AN IRS OFFICE FOR THE PURPOSE OF SECURING INFORMATION OR ADVICE AND WAS UNABLE TO MEET WITH AN IRS REPRESENTATIVE

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions <b>JOSEPH PERINI MEMORIAL FOUNDATION</b>	Employer identification number (EIN) or <b>04-6139986</b>
	Number, street, and room or suite no. If a P O. box, see instructions. <b>73 MT. WAYTE AVENUE</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>FRAMINGHAM, MA 01701</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (Individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**SUSAN GARVEY**

• The books are in the care of  **73 MT. WAYTE AVENUE - FRAMINGHAM, MA 01701**

Telephone No.  **508-628-2000**

FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**4** I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

**5** For calendar year **2012**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

**6** If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

**7** State in detail why you need the extension **SEE STATEMENT 14**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	<b>0.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	<b>146.</b>
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	<b>0.</b>

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature

Title  **PRESIDENT**

Date