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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE FLETCHER FOUNDATION</b>		A Employer identification number <b>04-6470890</b>
Number and street (or P O box number if mail is not delivered to street address) <b>370 MAIN STREET, 12TH FLOOR</b>	Room/suite	B Telephone number <b>508-459-8000</b>
City or town, state, and ZIP code <b>WORCESTER, MA 01608</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"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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>27,296,064.</b>	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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		217.			STATEMENT 1
4 Dividends and interest from securities		905,550.	875,910.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		249,005.			
b Gross sales price for all assets on line 6a		2013,442,551.			
7 Capital gain net income (from Part IV, line 2)			249,005.		
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		15,663.	8,553.		STATEMENT 3
12 Total. Add lines 1 through 11		1,170,435.	1,133,468.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		120,000.	60,000.		60,000.
c Other professional fees STMT 5		22,894.	11,447.		11,447.
17 Interest		5,945.	5,945.		0.
18 Taxes STMT 6		11,225.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		62,732.	352.		1,182.
24 Total operating and administrative expenses. Add lines 13 through 23		222,796.	77,744.		72,629.
25 Contributions, gifts, grants paid		1,317,130.			1,317,130.
26 Total expenses and disbursements. Add lines 24 and 25		1,539,926.	77,744.		1,389,759.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<369,491.>			
b Net investment income (if negative, enter -0-)			1,055,724.		
c Adjusted net income (if negative, enter -0-)				N/A	

9/A 10

**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
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,575,138.	1,123,882.	1,123,882.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	10,780,661.	12,104,134.	18,210,735.
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	4,504,667.	4,243,144.	4,521,580.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	1,375,474.	1,385,491.	3,439,867.
	16 Total assets (to be completed by all filers)	19,235,940.	18,856,651.	27,296,064.
	17 Accounts payable and accrued expenses			
	18 Grants payable	740,000.		
<b>Net Assets or Fund Balances</b>	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)	740,000.	0.	
	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	19,947,325.	19,947,325.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	<1,451,385.>	<1,090,674.>		
30 Total net assets or fund balances	18,495,940.	18,856,651.		
31 Total liabilities and net assets/fund balances	19,235,940.	18,856,651.		

**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	18,495,940.
2 Enter amount from Part I, line 27a	2	<369,491.>
3 Other increases not included in line 2 (itemize) ▶ DECREASE IN GRANTS PAYABLE	3	740,000.
4 Add lines 1, 2, and 3	4	18,866,449.
5 Decreases not included in line 2 (itemize) ▶ NET CHANGE IN PARTNERSHIP K-1'S	5	9,798.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,856,651.

**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.)
<b>1a</b>			
<b>b</b> SEE ATTACHED STATEMENT			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 1,442,551.		1,217,433.	249,005.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			249,005.

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	249,005.
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	1,410,439.	26,946,837.	.052342
2010	1,425,540.	25,106,546.	.056780
2009	1,012,537.	22,072,335.	.045874
2008	1,119,759.	28,918,780.	.038721
2007	1,504,753.	32,371,897.	.046483

2 Total of line 1, column (d)	2	.240200
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	.048040
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	27,382,535.
5 Multiply line 4 by line 3	5	1,315,457.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,557.
7 Add lines 5 and 6	7	1,326,014.
8 Enter qualifying distributions from Part XII, line 4	8	1,389,759.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 10,557.
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 10,557.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4 0.
5 <b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-		5 10,557.
6 Credits/Payments:		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 8,542.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 6,000.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 14,542.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 27.	
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10 3,958.	
11 Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> <input checked="" type="checkbox"/> 3,958. <b>Refunded</b> <input type="checkbox"/>	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?		<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input checked="" type="checkbox"/>	
b If "Yes," has it filed a tax return on Form 990-T for this year?	<input checked="" type="checkbox"/>	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
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.	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	<input checked="" type="checkbox"/>	
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		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<input checked="" type="checkbox"/>

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ FLETCHER TILTON PC Telephone no. ▶ (508) 459-8000			
Located at ▶ 370 MAIN STREET 12TH FLOOR, WORCESTER, MA ZIP+4 ▶ 01608-1779				
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 ▶	16	Yes	No
				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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

6b

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

**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
ALLEN W. FLETCHER	TRUSTEE / CHAIR			
53 ELM STREET				
WORCESTER, MA 01609	4.00	0.	0.	0.
WARNER S. FLETCHER	TTEE / TREAS / SEC			
370 MAIN STREET				
WORCESTER, MA 01608	10.00	0.	0.	0.
MARY F. FLETCHER	TRUSTEE			
11 MONMOUTH ROAD				
WORCESTER, MA 01609	1.00	0.	0.	0.
PATRICIA A. FLETCHER	TRUSTEE			
80 SALISBURY STREET				
WORCESTER, MA 01609	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 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>	25,750,942.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	2,048,586.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	27,799,528.
<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>	27,799,528.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	416,993.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	27,382,535.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,369,127.

**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>	1,369,127.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	10,557.
<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>	10,557.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,358,570.
<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>	1,358,570.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,358,570.

**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>	1,389,759.
<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>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,389,759.
<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>	10,557.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,379,202.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				1,358,570.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			66,613.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,389,759.				
<b>a</b> Applied to 2011, but not more than line 2a			66,613.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				1,323,146.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				35,424.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

**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:

**SEE STATEMENT 11**

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

- c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
K-1 TERRA NITROGEN COMPANY	NONE			4.
K-1 ALLIANCE RESOURCE PARTNERS	NONE			61.
K-1 NATURAL RESOURCE PARTNERS LP	NONE			19.
SEE SCHEDULE ATTACHED	NONE	PUBLIC	SEE SCHEDULE	1,317,000.
K-1 ENERGY TRANSFER PARTNERS	NONE			36.
Total SEE CONTINUATION SHEET(S) ▶ 3a				1,317,130.
b Approved for future payment				
SEE SCHEDULE ATTACHED	NONE	PUBLIC	SEE SCHEDULE	542,500.
Total ▶ 3b				542,500.





THE FLETCHER 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	SEE ATTACHED FTW&CO FUND M - L/T	P		
b	SEE ATTACHED FTW&CO FUND P - L/T	P		
c	K-1 ENTERPRISE PRODUCTS			
d	K-1 TEEKAY LNG PARTNERS			
e	K-1 MASTHEAD ENDEAVOR LLC			
f	K-1'S SECTION 1231 GAIN			
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
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 1,201,903.		1,050,372.	151,531.
b 204,523.		167,061.	37,462.
c			16,168.
d			474.
e			<2.>
f			7,247.
g 36,125.			36,125.
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			151,531.
b			37,462.
c			16,168.
d			474.
e			<2.>
f			7,247.
g			36,125.
h			
i			
j			
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	249,005.
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

04-6470890

## 3 Grants and Contributions Paid During the Year (Continuation)

223631  
05-01-12



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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
FTW&CO FUND M - TAX EXEMPT	62.
FTW&CO FUND P - TAX EXEMPT	155.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	217.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FTW& CO INTEREST - FUND P	9,526.	0.	9,526.
FTW& CO NON TAX DIVIDENDS - FUND M	23,621.	0.	23,621.
FTW&CO BANK CGD FUND P	22,555.	22,555.	0.
FTW&CO CGD FUND M	13,570.	13,570.	0.
FTW&CO DIVIDENDS FUND M	543,922.	0.	543,922.
FTW&CO DIVIDENDS FUND P	309,195.	0.	309,195.
FTW&CO FUND M - US OBL	5,754.	0.	5,754.
FTW&CO NON TAXABLE FUND P	6,019.	0.	6,019.
FTW&CO US OB FUND P	5.	0.	5.
K-1 ALLIANCE RESOURCE PARTNERS	206.	0.	206.
K-1 ENERGY TRANSFER PARTNERS	4,752.	0.	4,752.
K-1 ENTERPRISE PRODUCTS	85.	0.	85.
K-1 INERGY L.P.	29.	0.	29.
K-1 KINDER MORGAN ENERGY PARTNERS	874.	0.	874.
K-1 LINN ENERGY	150.	0.	150.
K-1 NATURAL RESOURCE PARTNERS LP	226.	0.	226.
K-1 REGENCY ENERGY PARTNERS	73.	0.	73.
K-1 TEEKAY LNG PARTNERS	1,113.	0.	1,113.
TOTAL TO FM 990-PF, PART I, LN 4	941,675.	36,125.	905,550.

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FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 NATURAL RESOURCES LP	1,831.	1,831.	
FTW&CO FUND P	6,722.	6,722.	
PARTNERSHIP K-1'S	7,110.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	15,663.	8,553.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FLETCHER TILTON PC	120,000.	60,000.		60,000.
TO FORM 990-PF, PG 1, LN 16B	120,000.	60,000.		60,000.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FTW&CO FEES	22,894.	11,447.		11,447.
TO FORM 990-PF, PG 1, LN 16C	22,894.	11,447.		11,447.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	10,206.	0.		0.
U S TREASURY	1,019.	0.		0.
TO FORM 990-PF, PG 1, LN 18	11,225.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COMMONWEALTH OF MASS	250.	0.		250.	
OFFICE EXPENSE	40.	0.		40.	
CYBERGRANTS	892.	0.		892.	
K-1 EXPENSES	352.	352.		0.	
K-1 NON-DEDUCTIBLE EXPENSES	110.	0.		0.	
K-1 INTANGIBLE DRILLING COSTS	61,088.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	62,732.	352.		1,182.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
FTW&CO EQUITIES			12,104,134.	18,210,735.
TOTAL TO FORM 990-PF, PART II, LINE 10B			12,104,134.	18,210,735.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
FTW&CO MUTUAL FUNDS	COST	3,633,365.	3,900,571.	
FTW&CO FIXED INCOME	COST	419,779.	424,715.	
BANK CDS	COST	190,000.	196,294.	
TOTAL TO FORM 990-PF, PART II, LINE 13		4,243,144.	4,521,580.	

FORM 990-PF

OTHER ASSETS

STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MASTHEAD ENDEAVOUR LLC	33,382.	21,632.	0.
NATURAL RESOURCE PARTNERS LP	87,150.	85,632.	92,700.
TEEKAY LNG PARTNERS	65,088.	68,032.	151,120.
INERGY, L.P.	87,464.	0.	0.
ENTERPRISE PRODUCTS	108,998.	70,241.	948,214.
TERRA NITROGEN	276,869.	255,994.	556,634.
ENERGY TRANSFER PARTNERS	245,531.	184,154.	420,714.
BREITBURN ENERGY PARTNERS	263,127.	222,323.	267,815.
ALLIANCE RESOURCE PARTNERS	100,155.	99,266.	133,534.
LINN ENERGY	107,710.	222,768.	362,972.
KINDER MORGAN ENERGY PARTNERS	0.	0.	332,724.
REGENCY ENERGY PARTNERS	0.	155,449.	173,440.
TO FORM 990-PF, PART II, LINE 15	1,375,474.	1,385,491.	3,439,867.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WARNER S. FLETCHER  
370 MAIN STREET. 12TH FLOOR  
WORCESTER, MA 01608

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE MADE BY LETTER IN QUINTUPLICATE SUMMARIZING A  
REQUEST TOGETHER WITH BACKGROUND INFORMATION. INCLUDE A COPY OF THE IRS TAX  
EXEMPTION LETTER

ANY SUBMISSION DEADLINES

GRANT REQUESTS SHOULD BE RECEIVED TWO WEEKS PRIOR TO DISTRIBUTION MEETINGS  
HELD IN JUNE AND IN DECEMBER.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GIVING IS FOCUSED IN THE SOCIAL SERVICE AREA ONLY IN THE CITY OF WORCESTER.

# 2012 Tax Information Statement

Page 7 of 25

**Payer's Name and Address:**  
FTW & CO  
370 MAIN STREET, 12TH FLOOR  
WORCESTER, MA 01608

**Account Number:** 36560110  
**Recipient's Tax ID Number:** 04-6470890  
**Payer's Federal ID Number:** 26-3619428  
**Payer's State ID Number:** MA  
**State:** ☐ Corrected ☐ 2nd TIN notice

**Recipient's Name and Address:**  
FLETCHER FOUNDATION - FUND M  
FLETCHER TILTON, PC  
370 MAIN STREET, 12TH FL  
WORCESTER, MA 01608

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

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc., less commissions and option premiums.

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

Cusip (Box 1e)	Description (Box 8)	Stock or Other Symbol (Box 1d)					Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)	
		Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed			
									Net Gain or Loss
Long Term 15% Sales Reported on 1099-B									
055188205	BAC CAPITAL TRUST II PFD 7%								
4000.0000	11/05/2012	02/01/2002		100,000.00	100,667.23	0.00	-667.23	0.00	0.00
055188205	BAC CAPITAL TRUST II PFD 7%								
4000.0000	11/05/2012	02/01/2002		100,000.00	100,787.80	0.00	-787.80	0.00	0.00
17311U200	CITIGROUP CAP XIX 7.250% ENHANCED TR PFD SECS								
4000.0000	08/15/2012	08/10/2007		100,000.00	100,800.00	0.00	-800.00	0.00	0.00
456615103	INERGY LP								
1559.0000	01/03/2012	07/07/2006		38,532.92	14,562	0.00	23,970.92	0.00	0.00
48124Y204	JP MORGAN CHASE & CO PFD 7.2%								
3000.0000	07/12/2012	09/23/2010		75,000.00	80,511.13	0.00	-5,511.13	0.00	0.00
48124Y204	JP MORGAN CHASE & CO PFD 7.2%								
1000.0000	07/12/2012	09/23/2010		25,000.00	26,989.90	0.00	-1,989.90	0.00	0.00
57060U605	MARKET VECTORS AGRIBUSINESS ETF								
1000.0000	04/19/2012	01/18/2008		51,196.23	50,040.81	0.00	1,155.42	0.00	0.00

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

# 2012 Tax Information Statement

Page 8 of 25

## Payer's Name and Address:

FTW & CO  
370 MAIN STREET, 12TH FLOOR  
WORCESTER, MA 01608

## Account Number:

36560110

## Recipient's Tax ID Number:

04-6470890

## Payer's Federal ID Number:

26-3619428

## Payer's State ID Number:

MA

☐ Corrected

☐ 2nd TIN notice

## Recipient's Name and Address:

FLETCHER FOUNDATION - FUND M  
FLETCHER TILTON, PC  
370 MAIN STREET, 12TH FL  
WORCESTER, MA 01608

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

Cusip	Description (Box 8)	Date of Sale or Exchange	Acquisition	Stocks or Other Symbol (Box 1d)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
(Box 1e)	(Box 1a)	(Box 1b)	(Box 1c)	(Box 2a)	(Box 2b)	(Box 2c)	(Box 2d)	(Box 2e)	(Box 2f)
68380E700	OPPENHEIMER SMALL & MIDCAP VALUE FUND CL A	07/25/2012	03/24/2011	257,117.12	300,000.00	0.00	-42,882.88	0.00	0.00
9009.0090									
71654V408	PETROLEO BRASILEIRO SA PETROBRAS	04/19/2012	09/15/2004	47,005.15	16,667.17	0.00	30,337.98	0.00	0.00
2000.0000									
718546104	PHILLIPS 66 COM	07/25/2012	03/11/1992	36,204.51	3,943.37	0.00	32,261.14	0.00	0.00
1034.0000									
718546104	PHILLIPS 66 COM	07/25/2012	11/29/1999	40,931.40	16,049.91	0.00	24,881.49	0.00	0.00
1169.0000									
729251108	PLUM CREEK TIMBER CO INC	04/19/2012	06/02/2005	8,156.96	7,074.80	0.00	1,082.16	0.00	0.00
200.0000									
729251108	PLUM CREEK TIMBER CO INC	04/19/2012	06/02/2005	12,235.44	10,618.22	0.00	1,617.22	0.00	0.00
300.0000									
729251108	PLUM CREEK TIMBER CO INC	04/19/2012	06/02/2005	4,078.48	3,540.42	0.00	538.06	0.00	0.00
100.0000									
729251108	PLUM CREEK TIMBER CO INC	04/19/2012	06/02/2005	8,156.96	7,072.78	0.00	1,084.18	0.00	0.00
200.0000									
729251108	PLUM CREEK TIMBER CO INC	04/19/2012	01/17/2003	32,627.84	18,569.69	0.00	14,058.15	0.00	0.00
800.0000									
729251108	PLUM CREEK TIMBER CO INC	04/19/2012	01/17/2003	138,668.34	78,886.94	0.00	59,781.40	0.00	0.00
3400.0000									

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

# 2012 Tax Information Statement

Page 9 of 25

**Account Number:** 36560110  
**Recipient's Tax ID Number:** 04-6470890  
**Payer's Federal ID Number:** 26-3619428  
**Payer's State ID Number:** MA  
**State:** ☐ Corrected ☐ 2nd TIN notice

**Payer's Name and Address:**  
 FTW & CO  
 370 MAIN STREET, 12TH FLOOR  
 WORCESTER, MA 01608

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

Quantity Sold	Description (Box 8)	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol (Box 1d)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
(Box 1e)				(Box 2a)					
729251108	PLUM CREEK TIMBER CO INC	04/19/2012	06/02/2005	24,470 88	21,248.53	0.00	3,222.35	0.00	0.00
600.0000									
69351U863	PPL ELEC UTILS CORP PFD 6.25%	06/18/2012	06/03/2009	55,000.00	47,740.00	0.00	7,260.00	0.00	0.00
2200 0000									
8426SV105	SOUTHERN COPPER CORP	02/29/2012	07/12/2005	20.63	4.94	0.00	15.69	0.00	0.00
6400									
95709T704	WESTAR ENERGY INC PFD 6.1%	05/15/2012	05/29/2009	47,500.00	44,596.43	0.00	2,903.57	0.00	0.00
1900 0000									
<b>Total Long Term 15% Sales Reported on 1099-B</b>					<b>1,201,902.86</b>	<b>0.00</b>	<b>151,530.79</b>	<b>0.00</b>	<b>0.00</b>
<b>Report on Form 8949, Part II, with Box B checked</b>									

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



# 2012 Tax Information Statement

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Account Number: 36560010  
 Recipient's Tax ID Number: 04-6470890  
 Payer's Federal ID Number: 26-3619428  
 Payer's State ID Number: MA  
 State: MA

Recipient's Name and Address:  
 FLETCHER FOUNDATION - FUND P  
 FLETCHER TILTON, PC  
 370 MAIN STREET, 12TH FL  
 WORCESTER, MA 01608

Payer's Name and Address:  
 FTW & CO  
 370 MAIN STREET, 12TH FLOOR  
 WORCESTER, MA 01608

☐ Corrected ☐ 2nd TIN notice

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

OMB No. 1545-0715

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

Quantity Sold	Description (Box 8)	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol (Box 1d)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1a)			(Box 2a)				(Box 4)	(Box 15)
<b>Long Term 15% Sales Reported on 1099-B</b>									
26441C204	DUKE ENERGY CORP NEW COM	07/10/2012	02/03/2004		22.32	14.53	7.79	0.00	0.00
456615103	INERGY LP	04/04/2012	07/07/2006		122,000.81	70,656	51,944.81	0.00	0.00
7500 0000	SOURCE CAP INC PFD \$2.40	06/29/2012	02/03/2003		82,500.00	96,990.68	-14,490.68	0.00	0.00
836144204					204,523.13	167,061.21	37,461.92	0.00	0.00
3000.0000									
<b>Total Long Term 15% Sales Reported on 1099-B</b>									
<b>Report on Form 8949, Part II, with Box B checked</b>									

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

# Fletcher Foundation 2012 Payments

Oops

11/13/2013

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
<b><u>Fletcher Foundation</u></b>				
Abby's House High Street Roof \$25,000 00	6591934	6/26/2012	\$25,000 00	
Abby's House Santa Claus Grant \$3,000 00	7313622	12/26/2012	\$3,000 00	
Affected Home Base Construction \$10,000 00	7121805	6/26/2012	\$10,000 00	
Aids Project Worcester Office Remodeling \$7,000 00	7119073	6/26/2012	\$7,000 00	
Anna Maria College Technology Improvements \$75,000 00	5628402	11/12/2012	\$25,000 00	18669
ARTSWorcester Aurora Gallery \$7,000 00	7313342	12/26/2012	\$7,000 00	
Athol Area YMCA Phase II Capital Campaign \$5,000 00	7313388	12/26/2012	\$5,000 00	

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
<b>Bancroft School</b> <i>Santa Claus Grant</i> \$1,000 00	7313623	12/26/2012	\$1,000 00	
<b>Barton Center for Diabetes Education, Inc.</b> <i>Camp Purchase</i> \$10,000 00	7102033	6/26/2012	\$10,000 00	
<b>Becker College</b> <i>Borger Academic Center Renovations</i> \$100,000 00	5628386	11/12/2012	\$50,000 00	18670
<b>Bottom Line (The)</b> <i>Operating Support</i> \$5,000 00	7119090	6/26/2012	\$5,000 00	
<b>Canal District Alliance</b> <i>Canalfest 2012</i> \$5,000 00	7093747	6/26/2012	\$5,000 00	
<b>CASA Project, Inc. (The)</b> <i>Programming Support</i> \$15,000 00	7119069	6/26/2012	\$15,000 00	
<b>Centro Las Americas</b> <i>Santa Claus Grant</i> \$3,000 00	7313624	12/26/2012	\$3,000 00	
<b>Children's Friend, Inc.</b> <i>Equipment Purchase</i> \$5,000 00	7313471	12/26/2012	\$5,000 00	
<b>Clark University</b> <i>LEEP Initiative</i> \$400,000 00	6399691	12/26/2012	\$100,000 00	

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Common Ground Land Trust, Inc. <i>Spencer Land Acquisition</i> \$15,000 00	6399655	10/2/2012	\$15,000 00	
Community Harvest Project, Inc. <i>Utility Vehicle</i> \$10,000 00	7313255	12/26/2012	\$10,000 00	
Devereux Massachusetts <i>Capital Needs</i> \$35,000 00	6716849	6/26/2012	\$20,000 00	
Devereux Massachusetts <i>Capital Needs</i> \$35,000 00	6716849	12/26/2012	\$15,000 00	
Dismas House of Massachusetts, Inc. <i>Farm Support</i> \$10,000 00	6966042	6/26/2012	\$10,000 00	
Dynamy, Inc. <i>Youth Academy</i> \$12,000 00	7313482	12/26/2012	\$12,000 00	
EcoTarium <i>Phase I-3rd Century Campaign</i> \$200,000 00	7119113	6/26/2012	\$100,000 00	
Ex-Prisoners and Prisoners Organizing for Community Advancement <i>FACES Program</i> \$2,000 00	7119078	6/26/2012	\$2,000 00	
First Night Worcester <i>First Night 2013</i> \$12,000 00	7282130	12/26/2012	\$12,000 00	

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Girls Incorporated of Worcester <i>Facility Improvements</i> \$7,000 00	7313438	12/26/2012	\$7,000 00	
Greater Worcester Land Trust <i>Land Acquisition Fund</i> \$200,000 00	7313351	12/26/2012	\$150,000 00	
Habitat for Humanity MetroWest/Greater Worcester <i>133 Plantation Street</i> \$20,000 00	7313296	12/26/2012	\$20,000 00	
Hanover Theatre for the Performing Arts <i>Debt Reduction</i> \$100,000 00	5985765	12/26/2012	\$30,000 00	
Jericho Road Project, Inc. <i>Operating Support</i> \$20,000 00	5826314	12/26/2012	\$10,000 00	
Joy of Music Program, Inc. <i>Financial Aid</i> \$5,000 00	7086307	6/26/2012	\$5,000 00	
Joy of Music Program, Inc. <i>Capital Campaign</i> \$75,000 00	6393495	12/26/2012	\$25,000 00	
Joy of Music Program, Inc. <i>Santa Claus Grant</i> \$5,000 00	7313626	12/26/2012	\$5,000 00	
Community Legal Aid <i>Santa Claus Grant</i> \$3,000 00	7313625	12/26/2012	\$3,000 00	

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Literacy Volunteers of Greater Worcester 2012 Programming \$10,000 00	7313253	12/26/2012	\$10,000 00	
Lutheran Social Services of New England, Inc. Reunification Program \$10,000 00	7313472	12/26/2012	\$10,000 00	
Main South Community Development Corporation Operating Support \$15,000 00	7313274	12/26/2012	\$15,000 00	
Many Hands Sustainability Center, Inc. Van Purchase \$5,000 00	7112776	6/26/2012	\$5,000 00	
Mechanics Hall Capital Needs \$40,000 00	7313299	12/26/2012	\$40,000 00	
Music Worcester, Inc. Technology Upgrades \$10,000 00	7313413	12/26/2012	\$10,000 00	
NEADS Telephone System \$15,000 00	6392438	11/12/2012	\$15,000 00	18674
NEADS Data Base \$5,000 00	7313439	12/26/2012	\$5,000 00	
Pleasant Street Neighborhood Network Center Programming Support \$5,000 00	7113429	6/26/2012	\$5,000 00	

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Preservation Worcester, Inc. <i>Fire Alarm Building</i> \$50,000 00	6875168	6/26/2012	\$50,000 00	
Quinsigamond Community College Foundation <i>HACE Youth Recognition Awards Reception</i> \$2,000 00	7112755	6/26/2012	\$2,000 00	
Regional Environmental Council of Central Massachusetts <i>Operating Support</i> \$10,000 00	7313457	12/26/2012	\$10,000 00	
Seven Hills Foundation <i>ASPIRE Campaign</i> \$75,000 00	7313411	12/26/2012	\$75,000 00	
Southeast Asian Coalition of Central Mass, Inc. <i>Leadership Project</i> \$10,000 00	7113166	6/26/2012	\$10,000 00	
Stone Soup Artist Activist Collective and Community Resource Center <i>Facility Renovations</i> \$20,000 00	7313390	12/26/2012	\$20,000 00	
Straight Ahead Ministries, Inc. <i>Building Renovations</i> \$15,000 00	7313341	12/26/2012	\$15,000 00	
Tufts University School of Veterinary Medicine <i>Flight Cage</i> \$7,500 00	7119100	6/26/2012	\$7,500 00	
United Way of Central Massachusetts <i>2012 Campaign</i> \$30,000 00	7313254	12/26/2012	\$30,000 00	

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
University of Massachusetts Medical School <i>Experiential Learning Center</i> \$150,000 00	6356681	12/26/2012	\$50,000 00	
Wachusett Greenways <i>Ponmogsussett Tunnel</i> \$5,000 00	7119070	6/26/2012	\$5,000 00	
WCUW <i>Santa Claus Grant</i> \$2,000 00	7313628	12/26/2012	\$2,000 00	
Woods Hole Library <i>Santa Claus Grant</i> \$1,500 00	7313627	12/26/2012	\$1,500 00	
Worcester Animal Rescue League <i>Santa Claus Grant</i> \$2,000 00	7313629	12/26/2012	\$2,000 00	
Worcester Art Museum <i>Santa Claus Grant</i> \$500 00	7313630	12/26/2012	\$500 00	
Worcester Community Housing Resources, Inc. <i>2013 Programming</i> \$15,000 00	7313483	12/26/2012	\$15,000 00	
Worcester County Food Bank <i>Santa Claus Grant</i> \$2,000 00	7313631	12/26/2012	\$2,000 00	
Worcester East Side Community Development Corporation <i>2012 Programs</i> \$10,000 00	7101756	6/26/2012	\$10,000 00	



Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Worcester Education Collaborative Programming Support \$5,000 00	7030029	6/26/2012	\$5,000 00	
Worcester Interfaith, Inc. Parent Organizing Initiative \$5,000 00	7086255	6/26/2012	\$5,000 00	
Worcester Latino Dollars for Scholars Scholarship Funds \$3,000 00	6645980	6/26/2012	\$3,000 00	
Worcester Polytechnic Institute Project Center \$500,000 00	5575640	11/12/2012	\$100,000 00	18675
Worcester Regional Research Bureau, Inc. 2012 Programming \$5,000 00	6886056	6/26/2012	\$5,000 00	
Worcester Roots Project Operating Support \$2,000 00	7313414	12/26/2012	\$2,000 00	
Worcester Youth Center, Inc. Programming Support \$15,000 00	7313262	12/26/2012	\$15,000 00	
YouthNet Worcester 2012 Summer Programs \$7,500 00	6545826	6/26/2012	\$7,500 00	
YWCA of Central Massachusetts Wheels to Water \$20,000 00	6711334	7/31/2012	\$8,000 00	

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
YWCA of Central Massachusetts <i>Wheels to Water</i> \$20,000 00	6711334	8/3/2012	\$8,000 00	
YWCA of Central Massachusetts <i>Wheels to Water</i> \$20,000 00	6711334	9/6/2012	\$4,000 00	
YWCA of Central Massachusetts <i>Program Support</i> \$5,000 00	7313487	12/26/2012	\$5,000 00	
<i>Total Fletcher Foundation</i> (73 items)			\$1,317,000 00	
<b>Grand Total</b> (73 items)			\$1,317,000 00	

# Fletcher Foundation Grant Commitments

Oops

11/14/2013

Organization Request ID/Ref. Num.	Grant Total	Paid Prior Years	Paid YTD	2013	Scheduled Payments 2014	2015	Remaining Balance
<b>2013</b>							
Abby's House 7313768	\$25,000 00	\$0 00	\$12,500 00	\$0 00	\$12,500 00	\$0 00	\$0 00
Lutheran Social Services of New England, Inc. 7313803	\$60,000 00	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00	\$0 00
Massachusetts Audubon Society-Worcester 7313812	\$150,000 00	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$50,000 00	\$0 00
Salvation Army of Worcester 7313829	\$50,000 00	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00
VNA Care Network & Hospice, Inc. 7313809	\$50,000 00	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00	\$0 00
Worcester Art Museum 7313807	\$400,000 00	\$0 00	\$100,000 00	\$0 00	\$100,000 00	\$100,000 00	\$100,000 00
Worcester Center for Crafts 7313800	\$100,000 00	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00	\$0 00
<b>Total 2013</b> (7 items)	\$835,000 00	\$0 00	\$292,500 00	\$0 00	\$292,500 00	\$150,000 00	\$100,000 00
<b>Grand Total</b> (7 items)	\$835,000 00	\$0 00	\$292,500 00	\$0 00	\$292,500 00	\$150,000 00	\$100,000 00

342,500

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

**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	Employer identification number (EIN) or
	<b>THE FLETCHER FOUNDATION</b>	<b>04-6470890</b>
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	<b>370 MAIN STREET, 12TH FLOOR</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	<b>WORCESTER, MA 01608</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.**

**FLETCHER TILTON PC.**

- The books are in the care of **370 MAIN STREET 12TH FLOOR, WORCESTER, MA - 01608-1779**

Telephone No. **(508) 459-8000**

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 **ADDITIONAL TIME IS REQUIRED TO PREPARE AN ACCURATE AND COMPLETE RETURN**

8a 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	8a	\$	<b>14,542.</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.	8b	\$	<b>14,542.</b>
c <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.	8c	\$	<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 **Sandra J. Doneyk** Title **EA**

Date **7-29-13**

Form 8868 (Rev. 1-2013)