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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

CAROLINE BLANTON THAYER CHARITABLE TRUST
#1011477

A Employer identification number

04-6676539

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

HEMENWAY & BARNES LLP PO BOX 961209

Room/suite

B Telephone number

(617) 227-7940

City or town, state, and ZIP code

BOSTON, MA 02196-1209

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☐

Section 501(c)(3) exempt private foundation

☒ Section 4947(a)(1) nonexempt charitable trust☐

Other taxable private foundation

Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 3,769,108.

J Accounting method:

☒

Cash

☐

Accrual

☐ Other (specify)

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

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

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

12.

12.

STATEMENT 2

4 Dividends and interest from securities

102,178.

102,178.

STATEMENT 3

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

131,894.

STATEMENT 1

b Gross sales price for all assets on line 6a

589,670.

7 Capital gain net income (from Part IV, line 2)

125,331.

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

12 Total. Add lines 1 through 11

234,084.

227,521.

13 Compensation of officers, directors, trustees, etc

32,616.

32,616.

0.

14 Other employee salaries and wages

15 Pension plans; employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

STMT 4

2,000.

2,000.

0.

17 Interest

18 Taxes

STMT 5

6,251.

4,092.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 6

190.

114.

70.

24 Total operating and administrative expenses. Add lines 13 through 23

41,057.

38,822.

70.

25 Contributions, gifts, grants paid

224,000.

224,000.

26 Total expenses and disbursements. Add lines 24 and 25

265,057.

38,822.

224,070.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

<30,973.>

b Net investment income (if negative, enter -0-)

188,699.

c Adjusted net income (if negative, enter -0-)

N/A

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		1,369.	639.	639.
	2	Savings and temporary cash investments		70,571.	81,672.	81,672.
	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	251,000.	51,063.	52,485.	
	b	Investments - corporate stock STMT 8	2,022,737.	1,951,618.	2,916,268.	
	c	Investments - corporate bonds STMT 9	483,252.	712,964.	718,044.	
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)	2,828,929.	2,797,956.	3,769,108.		
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	2,828,929.	2,797,956.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30	Total net assets or fund balances	2,828,929.	2,797,956.			
31	Total liabilities and net assets/fund balances	2,828,929.	2,797,956.			

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	2,828,929.
2	Enter amount from Part I, line 27a	2	<30,973.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,797,956.
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	2,797,956.

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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	589,670.	464,339.	125,331.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e			125,331.		
2 Capital gain net income or (net capital loss)			2	125,331.	
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	222,642.	3,951,727.	.056340
2010	218,454.	3,788,778.	.057658
2009	205,394.	3,497,515.	.058726
2008	209,208.	4,178,721.	.050065
2007	150,447.	4,417,897.	.034054
2 Total of line 1, column (d)			2 .256843
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 .051369
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,815,812.
5 Multiply line 4 by line 3			5 196,014.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,887.
7 Add lines 5 and 6			7 197,901.
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.			8 224,070.

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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	1,887.
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	1,887.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,887.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,400.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,400.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	487.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11		

TAX PAID VIA
ELECTRONIC
TRANSFER**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?		X
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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MA</u>		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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? Website address ► N/A	13	X	
14	The books are in care of ► HEMENWAY & BARNES LLP Telephone no. ► (617) 227-7940 Located at ► 60 STATE STREET, BOSTON, MA ZIP+4 ► 02109			
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 0.			
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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL J PUZO	TRUSTEE			
HEMENWAY & BARNES LLP, 60 STATE ST				
BOSTON, MA 02109	2.50	32,616.	0.	0.
HELEN T CHAPELL	TRUSTEE			
25 HIGH STREET				
ANDOVER, MA 01810	0.50	0.	0.	0.
MILLCENT S THAYER	TRUSTEE			
3 MEADOW ROAD				
LEVERETT, MA 01054	0.50	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

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

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

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

Expenses

1	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,789,508.
b	Average of monthly cash balances	1b	84,413.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,873,921.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,873,921.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58,109.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,815,812.
6	Minimum investment return. Enter 5% of line 5	6	190,791.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	190,791.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,887.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,887.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	188,904.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	188,904.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	188,904.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	224,070.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	224,070.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,887.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	222,183.

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.

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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				188,904.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			112,629.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 224,070.				
a Applied to 2011, but not more than line 2a			112,629.	
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				111,441.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				77,463.
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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N/A

- ▶

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

- [illegible]

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:

CAROLINE BLANTON THAYER CHARITABLE TRUST

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT ATTACHED	N/A	PUBLIC CHARITY	GENERAL PURPOSE	224,000.
Total			3a	224,000.
b Approved for future payment				
NONE				
Total			3b	0.

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

- | | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

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

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN	
------	--

PATRICE A VIEHL

Firm's name ► **HEMENWAY & BARNES LLP**

Firm's address ► 60 STATE STREET
BOSTON, MA 02109-1899

P00957136

Firm's EIN ► 04-1433295

Phone no. (617) 227-7940

Form **990-PF** (2012)

ACCOUNT # 1011477
TAX ID # 04-6676539
FROM 01/01/2012
TO 12/31/2012

HEMENWAY & BARNES LLP
TAX WORKSHEET FOR THE ACCOUNT OF
CAROLINE BLANTON THAYER
CHARITABLE TRUST

PAGE 29
AS OF 03/01/2013
RUN APR 29 2013

DISTRIBUTION =====	PRINCIPAL	INCOME	BOOK VALUE	REG
-----------------------	-----------	--------	---------------	-----

TAX PARTY UNKNOWN-0

CODE 38	FIDUCIARY CHARITABLE GRANTS			
12/19/2012	CHARITABLE GRANT DISTRIBUTION TO DESTINATION CLEVELAND COUNTY, INC.	10,000.00-		
12/19/2012	CHARITABLE GRANT DISTRIBUTION TO AMERICAN FRIENDS SERVICE COMMITTEE UNRESTRICTED GIFT	10,000.00-		
12/19/2012	CHARITABLE GRANT DISTRIBUTION TO GEORGE AND IDA WOOD BLANTON ENDOWMENT	10,000.00-		
12/19/2012	CHARITABLE GRANT DISTRIBUTION TO HAYMARKET PEOPLE'S FUND	10,000.00-		
12/19/2012	CHARITABLE GRANT DISTRIBUTION TO HISTORIC HARRISVILLE, INCORPORATED	10,000.00-		
12/19/2012	CHARITABLE GRANT DISTRIBUTION TO INTERNATIONAL COLLEGE	10,000.00-		
12/19/2012	CHARITABLE GRANT DISTRIBUTION TO MEDECINS SAN FRONTIERES	10,000.00-		
12/19/2012	CHARITABLE GRANT DISTRIBUTION TO OXFAM-AMERICA, INC. UNRESTRICTED GIFT	10,000.00-		
12/19/2012	CHARITABLE GRANT DISTRIBUTION TO PEACE DEVELOPMENT FUND	10,000.00-		
12/19/2012	CHARITABLE GRANT DISTRIBUTION TO PEACE DEVELOPMENT FUND SOUTHERN REGION	10,000.00-		
12/19/2012	CHARITABLE GRANT DISTRIBUTION TO SMITH COLLEGE HELEN RAND THAYER SCHOLARSHIP	10,000.00-		
12/19/2012	CHARITABLE GRANT DISTRIBUTION TO SOUTH SHORE CONSERVATORY OF MUSIC, INC	10,000.00-		
12/19/2012	CHARITABLE GRANT DISTRIBUTION TO ST. FRANCIS HOUSE	10,000.00-		
12/19/2012	CHARITABLE GRANT DISTRIBUTION TO UNITARIAN UNIVERSALIST ASSOCIATION UNRESTRICTED GIFT	10,000.00-		
12/19/2012	CHARITABLE GRANT DISTRIBUTION TO WESTFIELD ATHENAEUM WESTFIELD FAMILIES HISTORY MUSEUM	10,000.00-		

ACCOUNT # 1011477
TAX ID # 04-6676539
FROM 01/01/2012
TO 12/31/2012

HEMENWAY & BARNES LLP
TAX WORKSHEET FOR THE ACCOUNT OF
CAROLINE BLANTON THAYER
CHARITABLE TRUST

PAGE 30
AS OF 03/01/2013
RUN APR 29 2013

DISTRIBUTION =====	PRINCIPAL	INCOME	BOOK VALUE	REG
12/19/2012 CHARITABLE GRANT DISTRIBUTION TO COHASSET LIBRARY TRUST, INC.	10,000.00-			
12/19/2012 CHARITABLE GRANT DISTRIBUTION TO GREATER BOSTON FOOD BANK	10,000.00-			
12/19/2012 CHARITABLE GRANT DISTRIBUTION TO GLOBAL FUND FOR WOMEN	10,000.00-			
12/19/2012 CHARITABLE GRANT DISTRIBUTION TO FOOD BANK OF WESTERN MASSACHUSETTS	10,000.00-			
12/19/2012 CHARITABLE GRANT DISTRIBUTION TO U M A R FOR THE UMAR HOLT HOME	7,000.00-			
12/19/2012 CHARITABLE GRANT DISTRIBUTION TO NEW ENGLAND HISTORICAL GENEALOGICAL SOCIETY	5,000.00-			
12/19/2012 CHARITABLE GRANT DISTRIBUTION TO NEW ENGLAND WILD FLOWER PRESERVATION SOCIETY UNRESTRICTED GIFT	5,000.00-			
12/19/2012 CHARITABLE GRANT DISTRIBUTION TO CENTRAL AMERICAN WOMEN'S FUND	5,000.00-			
12/19/2012 CHARITABLE GRANT DISTRIBUTION TO SOCIAL SERVICE LEAGUE OF COHASSET	5,000.00-			
12/19/2012 CHARITABLE GRANT DISTRIBUTION TO BROAD RIVER GREENWAY	3,000.00-			
12/19/2012 CHARITABLE GRANT DISTRIBUTION TO TRANSFAIR USA	3,000.00-			
12/19/2012 CHARITABLE GRANT DISTRIBUTION TO COHASSET CENTRAL CEMETERY	1,000.00-			
* TOTAL CODE 38	224,000.00-	0.00	0.00	
** TOTAL FOR TAX PARTY UNKNOWN	224,000.00-	0.00	0.00	P
*** TOTAL DISTRIBUTIONS TO BENEFICIARY	224,000.00-	0.00	0.00	I
*** TOTAL BENEFICIARY DISTRIBUTIONS	224,000.00-	0.00	0.00	

CAROLINE BLANTON THAYER
CHARITABLE TRUST
SCHEDULE OF PRINCIPAL ASSETS
SCHEDULE C

ACCT # 1011477

NO. OF UNITS	DESCRIPTION	BOOK VALUE	MARKET VALUE AS OF 12/31/2012
1.	U S GOV & AGENCY OBLIGATIONS ----- US TREASURY NOTES 2.5% 03/31/2015	51,062.50	52,484.50
	TOTAL U S GOV & AGENCY OBLIGATIONS	51,062.50	52,484.50
	CORPORATE & FOREIGN BONDS -----		
2.	BERKSHIRE HATHAWAY 4.625% 10/15/2013	100,000.00	103,158.00
3.	CLOROX CO 5% 03/01/2013	100,337.50	100,730.00
4.	GENL ELECTRIC CAP CORP 2.15% 01/09/2015	25,587.50	25,678.50
5.	HEWLETT PACKARD CO 1.55% 05/30/2014	101,200.00	99,776.00
6.	HOME DEPOT INC 5.25% 12/16/2013	50,250.00	52,313.00
7.	JUNIPER NETWORKS INC 3.1% 03/15/2016	53,330.00	51,828.00
8.	MICROSOFT CORP 2.95% 06/01/2014	103,327.00	103,684.00
9.	SARA LEE CORP 2.75% 09/15/2015	101,329.50	103,023.00
10.	SYMANTEC CORP 2.75% 09/15/2015	51,650.00	51,713.00
11.	THERMO FISHER SCIENTIFIC INC 3.25% 11/20/2014	25,952.50	26,140.25
	TOTAL CORPORATE & FOREIGN BONDS	712,964.00	718,043.75
	COMMON STOCK -----		
12.	APPLE, INC.	18,067.22	53,217.29
13.	APTARGROUP INC	48,588.17	95,440.00
14.	AUTOMATIC DATA PROCESSING	82,513.64	91,088.00
15.	CVS CAREMARK CORPORATION	89,921.46	120,875.00
16.	CANADIAN NATIONAL RAILWAY CO	28,042.92	154,717.00
17.	CHEVRON CORP	59,128.17	64,884.00
18.	CISCO SYS INC	52,125.60	58,948.20
19.	DEERE & COMPANY	38,652.68	77,778.00
20.	DEVON ENERGY CORP	98,030.20	78,060.00
21.	E M C CORP	57,127.42	101,200.00
22.	EMERSON ELECTRIC CO	69,029.25	132,400.00

CAROLINE BLANTON THAYER
CHARITABLE TRUST
SCHEDULE OF PRINCIPAL ASSETS
SCHEDULE C

ACCT # 1011477

NO. OF UNITS	DESCRIPTION	BOOK VALUE	MARKET VALUE AS OF 12/31/2012
23.	ENCANA CORP	37,126.71	71,136.00
24.	HELMERICH & PAYNE INC	22,883.14	56,010.00
25.	HOME DEPOT INC	31,636.20	61,850.00
26.	INTEL CORPORATION	76,641.52	82,480.00
27.	JOHNSON & JOHNSON	68,912.15	105,150.00
28.	LABORATORY CORP AMER HLDGS	40,086.93	43,310.00
29.	LIFE TECHNOLOGIES CORP	48,277.68	58,836.00
30.	MASTERCARD INC	22,327.42	49,128.00
31.	MAXWELL TECHNOLOGIES INC	46,112.45	36,520.00
32.	MONSANTO CO NEW	73,100.51	94,650.00
33.	NESTLE S A SPONSORED ADR (REPSTG REG SHS)	62,185.81	130,224.00
34.	NOVARTIS AG ADR	111,100.29	126,600.00
35.	ORACLE CORP	43,092.40	109,956.00
36.	PEMBINA PIPELINE CORP	44,022.62	85,920.00
37.	PEPSICO INC	83,889.59	102,645.00
38.	PORTLAND GENERAL ELECTRIC CO	108,688.10	109,440.00
39.	PROCTER & GAMBLE CO	97,445.72	122,202.00
40.	ROCHE HLDG LTD ADR	75,525.50	100,508.00
41.	3 M COMPANY	72,746.97	92,850.00
42.	UNITED TECHNOLOGIES	55,072.74	57,407.00
43.	COVIDIEN PLC COMMON SHARES	66,154.23	92,384.00
44.	NOVOZYMES A/S	23,362.46	98,455.00
	TOTAL COMMON STOCK	1,951,617.87	2,916,268.49
	MONEY FUNDS & SAVINGS		

45.	FEDERATED TREASURY OBLIGATIONS FUND	81,671.60	81,671.60
	TOTAL MONEY FUNDS & SAVINGS	81,671.60	81,671.60
	PRINCIPAL CASH	49,969.84-	49,969.84-
	TOTAL SCHEDULE C	2,747,346.13	3,718,498.50

ACCT # 1011477

CAROLINE BLANTON THAYER
CHARITABLE TRUST
BALANCE OF INCOME
SCHEDULE F

BALANCE OF UNINVESTED INCOME

50,608.81

TOTAL SCHEDULE F

50,608.81

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	500 SHS ITRON INC	P	05/09/12	12/17/12
b	500 SHS AIXTRON AKTIENGESELLSCHAFT	P	08/18/10	02/08/12
c	200 SHS AIXTRON AKTIENGESELLSCHAFT	P	11/10/10	02/08/12
d	100 SHS DEERE & COMPANY	P	08/12/09	02/08/12
e	500 SHS DEERE & COMPANY	P	11/11/09	02/08/12
f	500 SHS NIKO RESOURCES LTD	P	08/23/04	02/08/12
g	1000 SHS VESTAS WIND SYSTEMS AS DKKI	P	02/18/05	02/09/12
h	100 SHS VESTAS WIND SYSTEMS AS DKKI	P	05/19/05	02/09/12
i	500 SHS NOVOZYMES A/S	P	08/21/03	02/09/12
j	500 SHS NOVOZYMES A/S	P	11/20/03	02/09/12
k	400 SHS CANADIAN NATIONAL RAILWAY CO	P	08/20/03	05/09/12
l	200 SHS APARTGROUP INC	P	05/18/05	05/09/12
m	200 SHS NESTLE S A SPONSORED ADR	P	11/14/07	05/09/12
n	200 SHS CANADIAN NATIONAL RAILWAY CO	P	08/20/03	08/08/12
o	1000 SHS ABB LTD SPONSORED ADR	P	05/14/08	08/08/12

(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 22,081.		19,757.	2,324.
b 7,587.		13,511.	<5,924.>
c 3,035.		6,744.	<3,709.>
d 8,816.		4,563.	4,253.
e 44,079.		24,130.	19,949.
f 24,202.		14,003.	10,199.
g 10,275.		13,152.	<2,877.>
h 1,027.		1,563.	<536.>
i 14,406.		2,925.	11,481.
j 14,406.		3,470.	10,936.
k 32,692.		7,057.	25,635.
l 10,706.		5,218.	5,488.
m 11,830.		9,729.	2,101.
n 17,980.		3,528.	14,452.
o 17,794.		32,345.	<14,551.>

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			2,324.
b			<5,924.>
c			<3,709.>
d			4,253.
e			19,949.
f			10,199.
g			<2,877.>
h			<536.>
i			11,481.
j			10,936.
k			25,635.
l			5,488.
m			2,101.
n			14,452.
o			<14,551.>

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

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	1000 SHS ABB LTD SPONSORED ADR	P	11/19/08	08/08/12
b	600 SHS ABB LTD SPONSORED ADR	P	05/13/09	08/08/12
c	500 SHS ABB LTD SPONSORED ADR	P	08/12/09	08/08/12
d	900 SHS ABB LTD SPONSORED ADR	P	11/11/09	08/08/12
e	100M US TREAS NTS 4.375%	P	05/16/07	08/15/12
f	300 SHS NESTLE S A SPONSORED ADR	P	11/14/07	11/07/12
g	200 SHS APTARGROUP INC	P	05/18/05	11/07/12
h	200 SHS CANADIAN NATIONAL RAILWAY CO	P	08/20/03	11/07/12
i	100M US TREAS NTS 4%	P	11/14/07	11/15/12
j	300 SHS CANADIAN NATIONAL RAILWAY CO	P	08/20/03	12/17/12
k	200 SHS ITRON INC	P	08/18/10	12/17/12
l	200 SHS ITRON INC	P	11/10/10	12/17/12
m	100 SHS ITRON INC	P	08/10/11	12/17/12
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 17,794.		10,060.	7,734.
b 10,677.		8,766.	1,911.
c 8,897.		9,204.	<307.>
d 16,015.		18,063.	<2,048.>
e 100,000.		99,125.	875.
f 18,919.		14,594.	4,325.
g 9,766.		5,218.	4,548.
h 17,290.		3,528.	13,762.
i 100,000.		100,812.	<812.>
j 27,316.		5,293.	22,023.
k 8,832.		11,944.	<3,112.>
l 8,832.		12,254.	<3,422.>
m 4,416.		3,783.	633.
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			7,734.
b			1,911.
c			<307.>
d			<2,048.>
e			875.
f			4,325.
g			4,548.
h			13,762.
i			<812.>
j			22,023.
k			<3,112.>
l			<3,422.>
m			633.
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	125,331.
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

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS ITRON INC	PURCHASED	05/09/12	12/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,081.	19,757.	0.	0.	2,324.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS AIXTRON AKTIENGESELLSCHAFT	PURCHASED	08/18/10	02/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,587.	13,511.	0.	0.	<5,924.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SHS AIXTRON AKTIENGESELLSCHAFT	PURCHASED	11/10/10	02/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,035.	6,744.	0.	0.	<3,709.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
100 SHS DEERE & COMPANY	PURCHASED	08/12/09	02/08/12		
	8,816.	4,295.	0.	0.	4,521.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
500 SHS DEERE & COMPANY	PURCHASED	11/11/09	02/08/12		
	44,079.	21,473.	0.	0.	22,606.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
500 SHS NIKO RESOURCES LTD	PURCHASED	08/23/04	02/08/12		
	24,202.	19,483.	0.	0.	4,719.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1000 SHS VESTAS WIND SYSTEMS AS DKKI	PURCHASED	02/18/05	02/09/12		
	10,275.	14,611.	0.	0.	<4,336.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100 SHS VESTAS WIND SYSTEMS AS DKKI	1,027.	1,462.	0.	0.	<435.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SHS NOVOZYMES A/S	14,406.	3,337.	0.	0.	11,069.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SHS NOVOZYMES A/S	14,406.	3,337.	0.	0.	11,069.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
400 SHS CANADIAN NATIONAL RAILWAY CO	32,692.	7,057.	0.	0.	25,635.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200 SHS APARTGROUP INC	10,706.	4,859.	0.	0.	5,847.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200 SHS NESTLE S A SPONSORED ADR	11,830.	6,219.	0.	0.	5,611.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200 SHS CANADIAN NATIONAL RAILWAY CO	17,980.	3,528.	0.	0.	14,452.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1000 SHS ABB LTD SPONSORED ADR	17,794.	32,345.	0.	0.	<14,551.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1000 SHS ABB LTD SPONSORED ADR	PURCHASED	11/19/08	08/08/12		
	17,794.	10,060.	0.	0.	7,734.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
600 SHS ABB LTD SPONSORED ADR	PURCHASED	05/13/09	08/08/12		
	10,677.	8,766.	0.	0.	1,911.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
500 SHS ABB LTD SPONSORED ADR	PURCHASED	08/12/09	08/08/12		
	8,897.	9,204.	0.	0.	<307.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
900 SHS ABB LTD SPONSORED ADR	PURCHASED	11/11/09	08/08/12		
	16,015.	18,063.	0.	0.	<2,048.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100M US TREAS NTS 4.375%	100,000.	99,125.	0.	0.	875.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
300 SHS NESTLE S A SPONSORED ADR	18,919.	9,328.	0.	0.	9,591.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200 SHS APTARGROUP INC	9,766.	4,859.	0.	0.	4,907.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200 SHS CANADIAN NATIONAL RAILWAY CO	17,290.	3,528.	0.	0.	13,762.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
100M US TREAS NTS 4%	PURCHASED	11/14/07	11/15/12		
	100,000.	100,812.	0.	0.	<812.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
300 SHS CANADIAN NATIONAL RAILWAY CO	PURCHASED	08/20/03	12/17/12		
	27,316.	4,032.	0.	0.	23,284.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
200 SHS ITRON INC	PURCHASED	08/18/10	12/17/12		
	8,832.	11,944.	0.	0.	<3,112.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
200 SHS ITRON INC	PURCHASED	11/10/10	12/17/12		
	8,832.	12,254.	0.	0.	<3,422.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100 SHS ITRON INC	4,416.	3,783.	0.	0.	633.
CAPITAL GAINS DIVIDENDS FROM PART IV					0.
TOTAL TO FORM 990-PF, PART I, LINE 6A					131,894.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
FIFTH THIRD US TREASURY MONEY MARKET FUND	12.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	12.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE BOND INTEREST	19,298.	0.	19,298.
DOMESTIC DIVIDENDS	44,147.	0.	44,147.
FOREIGN DIVIDENDS	29,108.	0.	29,108.
U.S. TREASURY OBLIGATIONS	9,625.	0.	9,625.
TOTAL TO FM 990-PF, PART I, LN 4	102,178.	0.	102,178.

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	
HEMENWAY & BARNES - TAX PREPARATION FEE	2,000.	2,000.			0.
TO FORM 990-PF, PG 1, LN 16C	2,000.	2,000.			0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD ON FOREIGN INCOME	4,092.	4,092.			0.
FEDERAL EXCISE TAX - 2011 BALANCE DUE	759.	0.			0.
FEDERAL EXCISE TAX - 2012 ESTIMATE	1,400.	0.			0.
TO FORM 990-PF, PG 1, LN 18	6,251.	4,092.			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	
COMM OF MA - PC ANNUAL REPORT FILING FEE	70.	0.			70.
MISCELLANEOUS	120.	114.			0.
TO FORM 990-PF, PG 1, LN 23	190.	114.			70.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	X		51,063.	52,485.
TOTAL U.S. GOVERNMENT OBLIGATIONS			51,063.	52,485.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			51,063.	52,485.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	1,951,618.	2,916,268.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,951,618.	2,916,268.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	712,964.	718,044.
TOTAL TO FORM 990-PF, PART II, LINE 10C	712,964.	718,044.