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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.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE W & R BERNHEIMER FAMILY FOUNDATION		A Employer identification number 04-6904609
Number and street (or P O box number if mail is not delivered to street address) 10 LAUREL AVENUE	Room/suite	B Telephone number 781-237-8910
City or town, state, and ZIP code WELLESLEY, MA 02481		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 757,987. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (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					
4 Dividends and interest from securities		45,938.	26,073.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		26,206.			
b Gross sales price for all assets on line 6a 156,058.					
7 Capital gain net income (from Part IV, line 2)			26,206.		
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		72,144.	52,279.		
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 2		2,589.	2,589.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		2,579.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		46.	11.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		5,214.	2,600.		0.
25 Contributions, gifts, grants paid		35,300.			35,300.
26 Total expenses and disbursements. Add lines 24 and 25		40,514.	2,600.		35,300.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		31,630.			
b Net investment income (if negative, enter -0-)			49,679.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	73,340.	29,336.	29,336.
	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 5	377,656.	469,382.	625,729.
	c	Investments - corporate bonds STMT 6	99,428.	84,128.	102,802.
Liabilities	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 ▶ ACCRUED DIVIDENDS)	912.	120.	120.
	16	Total assets (to be completed by all filers)	551,336.	582,966.	757,987.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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.	
		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	297.	297.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	551,039.	582,669.	
	30	Total net assets or fund balances	551,336.	582,966.	
	31	Total liabilities and net assets/fund balances	551,336.	582,966.	

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	551,336.
2	Enter amount from Part I, line 27a	2	31,630.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	582,966.
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	582,966.

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 STATEMENT			
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 156,058.		129,852.	26,206.

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			26,206.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	26,206.
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3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A
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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	35,300.	702,439.	.050253
2010	36,429.	650,342.	.056015
2009	37,655.	608,180.	.061914
2008	48,962.	779,370.	.062823
2007	49,139.	1,017,807.	.048279

2 Total of line 1, column (d)	2	.279284
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	.055857
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	752,357.
5 Multiply line 4 by line 3	5	42,024.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	497.
7 Add lines 5 and 6	7	42,521.
8 Enter qualifying distributions from Part XII, line 4	8	35,300.

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)		1	994.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	994.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	994.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 2,000.	7	2,000.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	1,006.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 1,006. Refunded <input type="checkbox"/>			

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)		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X	
14	The books are in care of ► <u>WALTER S. BERNHEIMER, II</u> Telephone no. ► <u>781-237-8910</u> Located at ► <u>10 LAUREL AVE., WELLESLEY, MA</u> ZIP+4 ► <u>02481</u>		
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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**

If "Yes" to 6b, file Form 8870.

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
WALTER S. BERNHEIMER, II 75 WINSLOW RD. WABAN, MA 02468	TRUSTEE 0.00	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

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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 NONE. ALL OF THE FOUNDATION'S ACTIVITIES WERE INDIRECT (NOT DIRECT) CHARITABLE ACTIVITIES ACCORDING TO REGULATION SECTION 53.4942 (B)-(1)(B)(1).	0.
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.

1	N/A	
2		
	All other program-related investments. See instructions.	
3		
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	727,821.
b	Average of monthly cash balances	1b	35,993.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	763,814.
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	763,814.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,457.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	752,357.
6	Minimum investment return. Enter 5% of line 5	6	37,618.

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	37,618.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	994.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	994.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	36,624.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	36,624.
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	36,624.

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	35,300.
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	35,300.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	35,300.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				36,624.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			24,045.	
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: ► \$ 35,300.				
a Applied to 2011, but not more than line 2a			24,045.	
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				11,255.
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				25,369.
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				

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

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

- 3 Subtract line 2d from line 2. Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

WALTER S. BERNHEIMER, II

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 ATTACHED SCHEDULE 1 OF CASH GIFTS				35,300.
Total			▶ 3a	35,300.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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 PETROLEO BRASILEIRO	P	01/17/12	05/09/12
b	1600 ANNALLY CAPITAL	P	05/12/09	11/13/12
c	200 AT&T	P	10/16/02	01/17/12
d	600 ENERGY TRANSFER PARTNERS	P	09/09/09	03/28/12
e	100 ENERGY TRANSFER PARTNERS	P	11/16/10	03/28/12
f	353.74 KINDER MORGAN	P	10/21/03	VARIOUS
g	300 REGIONS FINANCING TRUST	P	07/15/09	12/03/12
h	25K WELLS FARGO 5.625%	P	07/14/09	03/29/12
i	200 DOMINION RESOURCES	P	10/16/02	01/17/12
j	CAPITAL GAINS DIVIDENDS			
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 21,246.		29,223.	<7,977.>
b 22,665.		23,414.	<749.>
c 5,937.		4,088.	1,849.
d 27,920.		24,594.	3,326.
e 4,653.		5,135.	<482.>
f 27,025.		7,571.	19,454.
g 7,500.		6,593.	907.
h 28,745.		25,199.	3,546.
i 10,009.		4,035.	5,974.
j 358.			358.
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			<7,977.>
b			<749.>
c			1,849.
d			3,326.
e			<482.>
f			19,454.
g			907.
h			3,546.
i			5,974.
j			358.
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

26,206.

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	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
JBS FINANCIAL	46,296.	358.	45,938.	
TOTAL TO FM 990-PF, PART I, LN 4	46,296.	358.	45,938.	

FORM 990-PF	ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEBAIROS & MATHIAS	2,589.	2,589.		0.
TO FORM 990-PF, PG 1, LN 16B	2,589.	2,589.		0.

FORM 990-PF	TAXES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	2,579.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,579.	0.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	35.	0.		0.
INVESTMENT FEES	10.	10.		0.
FOREIGN TAX	1.	1.		0.
TO FORM 990-PF, PG 1, LN 23	46.	11.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ANNALY CAPITAL MANAGEMENT	0.	0.
ASTRAZENECA	17,844.	23,635.
AT&T (FORMALLY SBC COMM)	27,448.	43,823.
BIOMED REALTY TRUST 7.375% PFD	5,686.	7,643.
BRISTOL MYERS SQUIB	26,792.	39,108.
COLUMBIA SELIGMAN PREM TECH	25,746.	19,211.
DOMINION RESOURCES	16,138.	41,440.
DOW CHEMICAL	30,667.	38,795.
DU PONT DE NEMOURS	27,697.	31,485.
ENERGY TRANSFER PARTNERS	0.	0.
FIRST ENERGY CORP	27,929.	29,232.
HEALTH CARE REIT	31,891.	42,903.
KINDER MORTGAGE MANAGEMENT LLC	19,947.	72,140.
PAYCHEX, INC.	25,903.	31,100.
PFIZER, INC.	33,281.	42,634.
REGIONS FINANCING TRUST 8.875%	0.	0.
AMERIGAS PARTNERS LP	20,461.	19,370.
CENVEO	30,532.	27,000.
EMERSON ELECTRIC	24,615.	26,480.
ENERGY TRANSFER EQUITY PTRS	20,295.	22,740.
JP MORGAN	31,505.	39,572.
NUVEEN HIGH YIELD BOND FUND	25,005.	27,418.
TOTAL TO FORM 990-PF, PART II, LINE 10B	469,382.	625,729.

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICAN EXPRESS 6.15%	35,973.	48,199.
BENWORTH FINANCIAL 6.515%	23,418.	26,791.
GOLDMAN SACHS 5.625%	14,838.	16,458.
WELLS FARGO & CO 5.625%	0.	0.
MORGAN STANLEY 5.5%	9,899.	11,354.
TOTAL TO FORM 990-PF, PART II, LINE 10C	84,128.	102,802.

Bernheimer Family Charitable Foundation
2012 CHARITABLE DONATIONS-SCHEDULE 1
January through December 2012

Date	Num	Name	Amount
Charitable Contribution			
2/7/2012	882	Williamstown College Alumni	1,000 00
3/12/2012	887	Coalition for Buzzards Bay	1,000 00
3/15/2012	888	Mark Morris Dance Group	3,000 00
3/26/2012	860	Velo Club La Grange	100 00
4/9/2012	889	North Star Fund	500 00
4/10/2012	886	Super Front	500 00
4/17/2012	890	Lloyd Center	1,500 00
4/25/2012	891	Seeds of Peace	250 00
6/25/2012	893	Buttonwood Park Zoological	1,000 00
8/3/2012	895	Architectural League of NY	1,300 00
8/28/2012	897	WBUR	300 00
9/13/2012	898	Greater Boston Food Bank	500 00
9/18/2012	885	St Lars Zoo Parents Giraffe	50 00
9/25/2012	899	St Louis Science Center	1,000 00
9/25/2012	900	MICDS	500 00
9/26/2012	901	Washington University	250 00
9/26/2012	903	Architectural League of NY	500 00
10/17/2012	905	Walk For PKD	500 00
10/22/2012	884	St Louis Classical Guitar Society	500 00
11/1/2012	902	Pedal For the Cause	200 00
11/5/2012	906	Newton at Home	500 00
11/13/2012	907	Many Mouths One Stomach	500 00
11/21/2012	920	Hopalong Hollow	250 00
11/27/2012	912	Case Libre	250 00
12/4/2012	911	KXCI	250 00
12/4/2012	913	Chax Press	250 00
12/5/2012	922	Pine Street Inn	250 00
12/6/2012	909	Center for Biological Diversity	2,000 00
12/7/2012	923	Brigham & Womens Hospital	1,000 00
12/7/2012	930	Library Foundation of LA	250 00
12/7/2012	936	Park School Annual Fund	200 00
12/7/2012	939	Velo Club La Grange	200 00
12/7/2012	940	Humans Rights Watch	200 00
12/7/2012	942	Covenant House California	100 00
12/7/2012	947	Write Girl	100 00
12/13/2012	919	Brooklyn Monthly Meeting	700 00
12/13/2012	948	Womens Lunch Place	500 00
12/17/2012	918	Williams Alumni Fund	1,900 00
12/17/2012	924	PTA PS29	1,200 00
12/17/2012	949	New Bedford Womens Ctr	500 00
12/18/2012	915	Service Bureau	100 00
12/18/2012	916	Discovering Options	500 00
12/18/2012	926	Planned Parenthood	500 00
12/18/2012	937	Milton Academy	200 00
12/18/2012	944	826 LA	100 00
12/19/2012	950	Mazon Pantry	500 00
12/19/2012	927	UCLA Foundation	500 00
12/19/2012	929	Cedar Sinia Medical Center	250 00
12/19/2012	946	The Writers Guild	100 00
12/20/2012	908	Poetry Center	1,500 00
12/20/2012	928	Williams Alumni Fund	250 00
12/20/2012	932	LACMA	200 00
12/20/2012	933	KCRW	200 00
12/20/2012	952	LA Conservancy	250 00
12/21/2012	914	Kuaz	250 00
12/21/2012	931	LAMOCA	200 00
12/21/2012	934	Southern CA Public Radio	200 00
12/21/2012	938	Larchmont Charter School	200 00
12/21/2012	953	UCR Fund	100 00
12/24/2012	925	Williams Women Lacrosse	1,000 00
12/24/2012	935	American Cinematheque	200 00
12/24/2012	941	Drop in the Bucket	100 00
12/24/2012	945	ASPCA	100 00
12/24/2012	951	Greater Boston Food Bank	700 00
12/27/2012	943	My Friends Place	100 00
12/28/2012	917	Williams College	500 00

Bernheimer Family Charitable Foundation
2012 CHARITABLE DONATIONS-SCHEDULE 1
January through December 2012

<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Amount</u>
12/28/2012	954	The Cinefamily	200 00
12/31/2012	910	FC2	750 00
Total Charitable Contribution			35,300 00
TOTAL			35,300.00

(10) business days before the meeting.

In case of inclement weather, hearing cancellation announcements will be posted on the internet at <http://www.massdot.state.ma.us/Highway/>

FRANCIS A. DEPAOLA, P.E.
HIGHWAY ADMINISTRATOR

THOMAS F. BRODERICK, P.E.
CHIEF ENGINEER
May 8, 15

**PUBLIC NOTICE
OF
THE FILING OF AN INTERAGENCY BANK MERGER ACT APPLICATION
BY
SALEM FIVE CENTS SAVINGS BANK
AND
STONEHAM SAVINGS BANK**

On May 7, 2013, Salem Five Cents Savings Bank, a savings bank organized under the laws of the Commonwealth of Massachusetts with a main office at 71 Washington Street, Salem, Massachusetts 01970, and Stoneham Savings Bank, a savings bank organized under the laws of the Commonwealth of Massachusetts with a main office at 359 Main Street, Stoneham, Massachusetts 02180, filed an Interagency Bank Merger Act Application with the Federal Deposit Insurance Corporation for approval to merge under the name and charter of Salem Five Cents Savings Bank.

This notice is being published pursuant to Section 18(c) of the Federal Deposit Insurance Act.

Any person wishing to comment on this application may file his or her comments in writing with the regional director of the Federal Deposit Insurance Corporation at the appropriate FDIC office, located at 15 Braintree Hill Office Park, Braintree, Massachusetts 02184, not later than June 7, 2013. The non-confidential portions of the application are on file at the appropriate FDIC office and are available for public inspection during regular business hours. Photocopies of the non-confidential portion of the application file will be made available upon request.

May 8

**BERNHEIMER FAMILY
CHARITABLE FOUNDATION**

Notice is hereby given that the annual report, Form 990PF, at the above Foundation for the year 2012 is available for inspection at the principal office of the Foundation, 10 Laurel Avenue, Wellesley, MA 02481, (781) 237-8910, during business hours by any citizen who so requests within 180 days of the date of the publication of this notice. Name of principal manager: Walter S. Bernheimer, II.

May 8

617-423-4545 to place your classified ad.

Location of land: 637 East First St., W
Owner of land: Oranmore Enterprises
Address: 74 Hillside St., Dorchester, M
Dimensions of land: Ft. front 118.83 F
SF

Number of buildings or structures on
land to be licensed: One Building
Manner of keeping in the tanks of vet

74 Hil

City of Boston. In Public Safety Cor
foregoing petition, it is hereby ORDER
petitioner to all persons interested
Wednesday the 29 day of May at 10
ency of granting the prayer of said
jecting thereto may appear and be he
the publication of a copy of said pe
thereon in the Boston Herald and by
mail, not less than 7 days prior to
owner of record of each parcel of lan
on which the building proposed to be
a garage is to be or is situated. Hear
chusetts Ave., Boston, MA 02118.

Gary P. Moccia, Chairman,
Roderick J. Fraser Jr.,
Thomas Tinlin,

COMMITTEE ON LICENSES

A true copy.

Attest: Brigid Kenry, Secretary
COMMITTEE ON LICENSES

Public Notice

The ANNUAL REPORT of the Boston I
Trade Benevolent Society for 2012 r
reviewed at the office of Paul Forry 5
Broadway, South Boston, MA 0212
269-6117; during normal business ho
the next 60 days.

We're Here f

The Boston Herald Classified Adve
Monday-Friday from 8:45 a.m.-7:30
7:30 p.m. and Sundays 3 p.m.-7:30

For advertising assistance, call 6