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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

STEPHEN AND ALICE CUTLER FAMILY FNDTN
C/O ESSEX MANAGEMENT

A Employer identification number

04-6906429

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

Room/suite

125 HIGH ST. 29TH FLOOR

B Telephone number

617-731-9074

City or town, state, and ZIP code

BOSTON, MA 02110

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐

H Check type of organization:

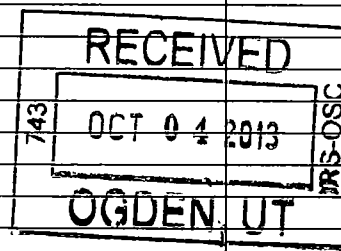
☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated
under section 507(b)(1)(A), check here ☐I Fair market value of all assets at end of year
(from Part II, col (c), line 16)J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

\$ 3,261,602. (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)

Revenue	1 Contributions, gifts, grants, etc., received	1,500,000.		N/A	
	2 Check ☐ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	39,203.	39,203.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	41,505.			
	b Gross sales price for all assets on line 6a	501,419.			
	7 Capital gain net income (from Part IV, line 2)		41,505.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss)				
	11 Other income	17,211.	17,211.		STATEMENT 2
	12 Total. Add lines 1 through 11	1,597,919.	97,919.		
	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 3 7,535.	0.		0.
	c Other professional fees	STMT 4 13,671.	0.		0.
	17 Interest	5,216.	5,216.		0.
	18 Taxes	STMT 5 546.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses Add lines 13 through 23	26,968.	5,216.		0.
	25 Contributions, gifts, grants paid	90,000.			90,000.
	26 Total expenses and disbursements. Add lines 24 and 25	116,968.	5,216.		90,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,480,951.			
	b Net investment income (if negative, enter -0-)		92,703.		
	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			
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	1,629,339.	3,139,964.	3,261,602.
	c Investments - corporate bonds			
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)	1,629,339.	3,139,964.	3,261,602.	
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 ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,629,339.	3,139,964.	
30 Total net assets or fund balances	1,629,339.	3,139,964.		
31 Total liabilities and net assets/fund balances	1,629,339.	3,139,964.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,629,339.
2 Enter amount from Part I, line 27a	2	1,480,951.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	87,802.
4 Add lines 1, 2, and 3	4	3,198,092.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	58,128.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,139,964.

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 501,419.		459,914.	41,505.

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			41,505.

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	41,505.
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	60,616.	1,694,293.	.035777
2010	19,000.	1,640,278.	.011583
2009	75,372.	973,333.	.077437
2008	77,426.	1,110,505.	.069721
2007	11,516.	1,186,813.	.009703

2 Total of line 1, column (d)	2	.204221
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	.040844
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,432,582.
5 Multiply line 4 by line 3	5	99,356.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	927.
7 Add lines 5 and 6	7	100,283.
8 Enter qualifying distributions from Part XII, line 4	8	90,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,854.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	1,854.
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	1,854.
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	1,216.	
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	1,216.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	638.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐	11		

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
1b 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
1c 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	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	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?	6	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	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

STMT 9

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 ► <u>NONE</u>	13	X	
14	The books are in care of ► <u>STEPHEN CUTLER</u> Telephone no. ► <u>6177319074</u> Located at ► <u>120 SEAVER ST E 200, BROOKLINE, MA</u> ZIP+4 ► <u>02445</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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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? ☐ Yes ☒ 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? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) ☐ 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

Form 990-PF (2012)

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
SEE STATEMENT 10		0.	0.	0.

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

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

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

0

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

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	1,499,753.
b	Average of monthly cash balances	1b	969,873.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,469,626.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,469,626.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	37,044.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,432,582.
6	Minimum investment return. Enter 5% of line 5	6	121,629.

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	121,629.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,854.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,854.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	119,775.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	119,775.
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	119,775.

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	90,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	90,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	90,000.

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				119,775.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			81,455.	
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: ► \$ 90,000.				
a Applied to 2011, but not more than line 2a			81,455.	
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				8,545.
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				111,230.
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) **N/A**

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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).)

STEPHEN CUTLER

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:

STEPHEN CUTLER
120 SEAVER ST UNIT E-200, BROOKLINE, MA 02445

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

LETTER INDICATING AMOUNT AND REASON REQUESTED

c Any submission deadlines:

NONE

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

NONE

STEPHEN AND ALICE CUTLER FAMILY FNDTN

Form 990-PF (2012)

C/O ESSEX MANAGEMENT

04-6906429 Page 11

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				
DANA FARBER CANCER INT 10 BROOKLINE PLACE WEST, 6TH FLOOR BROOKLINE, MA 02445		501(C)(3)	TRUSTEE ANNUAL FUND	40,000.
DANA FARBER CANCER INT 44 BINNEY ST ROOM 305 BOSTON, MA 02115		501(C)(3)	SURVIVORSHIP PROGRAM	2,000.
FOOD ALLERGY INITATIVE 515 MADISTON AVE STE 1912 NEW YORK, NY 10022		501(C)(3)	HUGH SAMPSON - PEANUT ALLERGY STUDY	1,000.
FRIENDS OF YAD LAKASHISH PO BOX 494 ENGLEWOOD, NJ 07631		501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
SCHAWB REHAB CENTER 1401 SOUTH CALIFORNIA BLVD CHICAGO, IL 60608		501(C)(3)	C.A.M.P. SCHWAB PROGRAM	1,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				90,000.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

STEPHEN AND ALICE CUTLER FAMILY FNDTN
C/O ESSEX MANAGEMENT

04-6906429

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SKIDMORE COLLEGE 815 N. BROADWAY SARATOGA SPRINGS, NY 12866		501(C)(3)	FRIENDS OF SKIDMORE ATHLETICS	1,000.
THE PLAY GROUP THEATER 1 NORTH BROADWAY STE 111 WHITE PLAINS, NY 10601		501(C)(3)	2012 ANNUAL FUND	500.
TRUSTEES OF RESERVATIONS 572 ESSEX STREET BEVERLY, MA 01915		501(C)(3)	WORLDS END / CONSERVATION COUNCIL	1,000.
COMBINED JEWISH PHILANTHROPIES 126 HIGH ST BOSTON, MA 02110		501(C)(3)	GENERAL OPERATING FUND	40,000.
TRUSTEES OF TUFTS COLLEGE BALLOU HALL, 4TH FLOOR MEDFORD, MA 02155		501(C)(3)	GENERAL OPERATING FUND	2,500.
Total from continuation sheets				45,000.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

STEPHEN AND ALICE CUTLER FAMILY FNDTN
C/O ESSEX MANAGEMENT

Employer identification number

04-6906429

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

STEPHEN AND ALICE CUTLER FAMILY FNDTN
C/O ESSEX MANAGEMENT

Employer identification number

04-6906429

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STEPHEN CUTLER 120 SEAVER ST E 200 BROOKLINE, MA 02445	\$ 1,500,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

STEPHEN AND ALICE CUTLER FAMILY FNDTN
C/O ESSEX MANAGEMENT

Employer identification number

04-6906429

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

STEPHEN AND ALICE CUTLER FAMILY FNDTN
C/O ESSEX MANAGEMENT

04-6906429**Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	WH INVESTORS - ST	P	VARIOUS	12/31/12
b	WH INVESTORS - ST	P	VARIOUS	12/31/12
c	WH INVESTORS - LT	P	VARIOUS	12/31/12
d	WHI NFP FUND K1 - ST		VARIOUS	12/31/12
e	WHI NFP FUND K1 - LT		VARIOUS	12/31/12
f	WHI NFP FUND K1 - LT		VARIOUS	12/31/12
g	KKR FINANCIAL - ST	P	VARIOUS	12/31/12
h	KKR FINANCIAL - LT	P	VARIOUS	12/31/12
i	KKR FINANCIAL - LT	P	VARIOUS	12/31/12
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 66,135.		61,597.	4,538.
b 134,194.		138,380.	-4,186.
c 296,415.		253,482.	42,933.
d		268.	-268.
e		6,112.	-6,112.
f		75.	-75.
g 633.			633.
h 2,168.			2,168.
i 93.			93.
j 1,781.			1,781.
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			4,538.
b			-4,186.
c			42,933.
d			-268.
e			-6,112.
f			-75.
g			633.
h			2,168.
i			93.
j			1,781.
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	41,505.
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	
KKR FINANCIAL DIVIDENDS	562.	0.	562.	
KKR FINANCIAL INTEREST	11,908.	0.	11,908.	
WHI (JP MORGAN) DIVIDENDS	14.	0.	14.	
WHI - DIVIDENDS	25,344.	1,781.	23,563.	
WHI - NON DIV DISTRIBUTIONS	1,878.	0.	1,878.	
WHI NFP FUND - DIVIDEND	756.	0.	756.	
WHI NFP FUND - INTEREST	522.	0.	522.	
TOTAL TO FM 990-PF, PART I, LN 4	40,984.	1,781.	39,203.	

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER INCOME FROM WHI NFP FUND	16,153.	16,153.		
OTHER INCOME FROM KKR FINANCIAL	1,058.	1,058.		
TOTAL TO FORM 990-PF, PART I, LINE 11	17,211.	17,211.		

FORM 990-PF	ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MICHAEL A. TAICHER PC	7,535.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	7,535.	0.		0.

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	
MANAGMENT FEES	1,750.	0.		0.	
OTHER DEDUCTION - WHI NFP FUND	8,130.	0.		0.	
OTHER DEDUCTION - KKR FINANACIAL	3,791.	0.		0.	
TO FORM 990-PF, PG 1, LN 16C	13,671.	0.		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 PAID - PERSHING	418.	0.		0.	
FOREIGN TAXES PAID - WHI NFP FUND	126.	0.		0.	
FOREIGN TAXES PAID - KKR FINANCIAL	2.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	546.	0.		0.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	6
DESCRIPTION	AMOUNT				
UNCLEARED CHECKS AT 12/31/2012	44,500.				
BOOK TO TAX DIFFERENCES IN WHI NFP FUND LLC	43,301.				
NON DEDUCTABLE EXPENSE FROM WHI NFP FUND	1.				
TOTAL TO FORM 990-PF, PART III, LINE 3	87,802.				

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
-------------	--	-----------	---

DESCRIPTION	AMOUNT
UNCLEARED CHECKS AT 12/31/2011	57,500.
BOOK TO TAX DIFFERENCES IN KRR FINANCAL	624.
ROUNDING	4.
TOTAL TO FORM 990-PF, PART III, LINE 5	58,128.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PERSHING ACCT 36R-20221	3,139,964.	3,261,602.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,139,964.	3,261,602.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	9
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NAME OF CONTRIBUTOR	ADDRESS
STEPHEN CUTLER	120 SEAVER ST UNIT E-200 BROOKLINE, MA 02445

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN CUTLER 120 SEAVER ST UNIT E-200 BROOKLINE , MA 02445	TRUSTEE 0.00	0.	0.	0.
ALICE CUTLER 120 SEAVER ST UNIT E-200 BROOKLINE, MA 02445	TRUSTEE 0.00	0.	0.	0.
ELLEN LEVY 350 CLAYTON RD SCARSDALE, NY 10583	TRUSTEE 0.00	0.	0.	0.
JOHN CUTLER 2030 NORTH DAYTON RD CHICAGO, IL 60614	TRUSTEE 0.00	0.	0.	0.
NANCY BERUBE 3 SEALCOVE RD HINGHAM, MA 02043	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions STEPHEN AND ALICE CUTLER FAMILY FNDTN C/O ESSEX MANAGEMENT	Employer identification number (EIN) or 04-6906429
	Number, street, and room or suite no. If a P O box, see instructions. 125 HIGH ST. 29TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02110	

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

04

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

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

STEPHEN CUTLER

- The books are in the care of **120 SEAVER ST E 200 - BROOKLINE, MA 02445**

Telephone No. **6177319074**

FAX No

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

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

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

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

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

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME NEED TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$	100.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	1,216.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature

Title

Date

Form 8868 (Rev 1-2013)

COPY

The Commonwealth of Massachusetts
OFFICE OF THE ATTORNEY GENERAL
NON-PROFIT ORGANIZATIONS/PUBLIC CHARITIES DIVISION
ONE ASHBURTON PLACE
BOSTON, MASSACHUSETTS 02108

Office Use Only: Fiscal Year

(617) 727-2200, ext 2101
www.mass.gov/ago/charities

Form PC

Report for the Fiscal Period: 01/01/12 to 12/31/12

Attorney General's Account #: 047022

Federal ID #: 04-6906429

When did the organization first engage in
charitable work in Massachusetts?

12/27/2005

Has the organization applied for or been granted
IRS tax exempt status?

☒ Yes ☐ No

If yes, date of application OR date of
determination letter.

07/14/2007

IRS Exemption under 501(c):

3

If exempt under 501(c), are contributions to the
organization tax deductible as charitable contributions?

☐ Yes ☒ No

**Check all items attached
(if applicable)**

- ☐ Schedule A-1
- ☐ Schedule A-2
- ☐ Schedule RO
- ☐ Probate Account
- ☒ Copy of IRS Return
- ☐ Audited Financial
Statements/Review
- ☒ Filing Fee
- ☐ Amended Articles/
By-Laws

Organization Data

Name STEPHEN AND ALICE CUTLER FAMILY FNDTN C/O ESSEX MANAGEMENT

Mailing Address: 125 HIGH ST. 29TH FLOOR

City: BOSTON State MA ZIP: 02110

Phone Number: 617-731-9074 Fax Number: 617-742-5720

Email: NONE Website: NONE

In the table below, please enter the appropriate codes from the corresponding tables found in the instructions.
Enter up to 2 codes from Table 3 for your organization's main purpose(s)

Category	Code	Category	Code
County (Table 1)	<u>13</u>	Organization Purpose Code 1	<u>20</u>
Type of Organization (Table 2)	<u>23</u>	Organization Purpose Code 2	<u>21</u>

Please check box if final return prior to dissolution: ☐

STEPHEN AND ALICE CUTLER FAMILY FNDTN
C/O ESSEX MANAGEMENT

04-6906429

All questions must be completed in their entirety whether or not similar questions are answered in an attached federal form. See instructions and definition section for guidance.

1. On what date was the organization created? 11/26/1999

2. Where was the organization created? BROOKLINE MA

3. What is the form of organization? (check one)

Corporation ☐	Testamentary Trust ☐
Unincorporated Association ☐	Inter Vivos Trust ☒

Other (please describe): _____

4. Was your organization related to any other organization(s) during the reporting year (see definition of "Related Organization")? If yes, please complete the Schedule RO on pages 13 and 14 ☐ Yes ☒ No

5. Enter your summary of financial data:

	Financial Data	Amounts
A.	Contributions, gifts, grants, and similar amounts received	1,500,000.
B.	Gross support and revenue	1,556,414.
C.	Program services and similar amounts paid out	90,000.
D.	Fundraising expenses	0.
E.	Management and general expenses	0.
F.	Payments to affiliates	0.
G.	Total expenses	116,968.
H.	Net assets or fund balances at the end of the year	3,139,964.

6. List the total compensation you provided to your five highest paid employees:

	Name/Title	Hrs/Week	Salary and Other Income	Benefit Plans	Other Compensation
1.	NONE				
2.					
3.					
4.					
5.					

7. Was any compensation provided to any of the individuals listed in question 6 above which was not quantified in your response to 6? If yes, please provide explanation (attach separate sheet). ☐ Yes ☒ No

STEPHEN AND ALICE CUTLER FAMILY FNDTN
C/O ESSEX MANAGEMENT

04-6906429

8. List the name, amount of compensation paid, and the nature of services rendered by each of the organization's five highest paid consultants providing professional services (e.g. attorneys, architects, accountants, management companies, investment advisors, professional solicitors, professional fundraising counsel).

	Name/Title	Amount of Compensation	Type(s) of Service
1	MICHAEL A. TAICHER PC	7,535.	TAX PREPARATION
2	WILLIAM HARRIS INVESTORS INC	1,750.	INVESTMENT MANAGEMENT
3			
4			
5			

- 9 Bank(s) in which the organization's funds are deposited (include bank addresses and phone numbers):

Bank	Address	Phone Number
WILLIAM HARRIS INVESTORS INC	191 N WACKER STE 1500 CHIICAGO, IL 60606	312-621-0697

10. What is the organization's accounting method? ☒ Cash ☐ Accrual

☐ Other (specify) _____

11. If organization's mailing address is a P O. Box, list the organization's full street address.

Address. _____

City _____ State _____ ZIP Code: _____

12. Contact Person Name: STEPHEN CUTLER

Street Address. 120 SEAVER ST UNIT E200

City. BROOKLINE MA 02445 State. _____ ZIP Code: _____

Phone Number: 6173423216

13. During the fiscal year reported here, did your organization solicit contributions or have funds solicited on its behalf? ☐ Yes ☒ No
14. At any time during the fiscal year following the year reported here, will your organization, or others acting on its behalf, solicit contributions? ☐ Yes ☒ No
- If you answered yes to Question 13 or 14, you must complete Schedule A-1 and/or Schedule A-2 unless you are exempt from the solicitation certificate requirement.

15. If you are claiming an exemption from the solicitation certificate requirement, please indicate by checking the box to the right to identify which exemption applies to your organization.

a religious organization	☐
an organization which (a) does not raise more than \$5,000 during a calendar year OR does not receive contributions from more than ten persons during a calendar year; AND (b) carries out all of its activities, including fundraising, through unpaid volunteers (The conditions at both (a) and (b) must be met for your organization to qualify for this exemption)	☐

16. Attach a list of names, addresses (street and/or mailing), and telephone numbers of other offices/chapters/branches/affiliates.
STATEMENT 1
17. Attach a list of names, titles, and addresses (street and/or mailing) of officers, directors, trustees, and the principal salaried executives of organization
STATEMENT 2
18. Attach a list of names, titles, and addresses (street and/or mailing) of any individual(s) authorized to sign checks, and any individual(s) responsible for. custody of funds, distribution of funds; fundraising; and custody of financial records
STATEMENT 3
19. Has this organization or any of its officers, directors, employees or fundraisers solicited funds in any other state? ☐ Yes ☒ No

If you attach list of states where solicitation was conducted, including registered agency, dates of registration, registration numbers, any other names under which the organization was/is registered, and the dates and type (mail, telephone, door to door, special events, etc) of the solicitation conducted

20. Has this organization or any of its officers, directors, or employees.

If yes, please attach an explanation.

(a) Been enjoined or otherwise prohibited by a government agency/court from operating or soliciting contributions?

☐ Yes ☒ No

(b) Ever been refused registration or had its registration or tax exemption denied, suspended, modified or revoked by a governmental agency?

☐ Yes ☒ No

(c) Been the subject of a proceeding regarding any solicitation or registration?

☐ Yes ☒ No

(d) Entered into a voluntary agreement of compliance or consent judgment with any government agency or in a case before a court or administrative agency?

☐ Yes ☒ No

21 Have any restrictions been removed during the year from donor-restricted funds?

If yes, please attach an explanation.

☐ Yes ☒ No

22. Have donor-restricted funds been loaned to unrestricted funds?

If yes, please attach an explanation

☐ Yes ☒ No

23. This question involves "Termination of Employment or Changes of Control Compensatory Arrangements" with certain "Related Parties" (see instructions and definition sections). Report only if payments made or promised to any individual are in excess of four months salary or \$100,000, whichever dollar amount is less

(a) Did you make actual payments or otherwise transfer value under such an arrangement to any individual described in Related Party definition, sections (a) or (b), which payments are not reported in Question 6 or 7 above?

☐ Yes ☒ No

(b) Do you have an agreement with any individual described in Related Party definition, sections (a) or (b), containing such an agreement?

☐ Yes ☒ No

If you answered yes for Question 23(a) or 23(b) above, please attach an explanation identifying the individual(s) involved, stating the amount of any payments made or value transferred, and describing the terms of each agreement.

- 24 This question applies to related party transactions, which include transactions with officers, directors, trustees, certain employees, relative, and organizations they own or control. Please consult the instructions and definition sections for the definition of a "Related Party" and "Indebtedness" before answering. Note that transactions involving related parties must be reported even when there is no accounting recognition (e.g. in-kind gifts, waiver of interest not otherwise reported).

If the answer to any part of Question 24 is yes, attach a schedule stating the name and address of the related party, the nature of the transaction, the value or the amounts involved in the transaction, and the procedure followed in authorizing the transaction

During the year:			
A.	Has your organization sold or transferred assets to or purchased assets from or exchanged assets with a related party?	☐ Yes	☒ No
B.	Has your organization leased assets to or leased assets from a related party?	☐ Yes	☒ No
C.	Has your organization been indebted to a related party?	☐ Yes	☒ No
D.	Has your organization allowed a related party to be indebted to it?	☐ Yes	☒ No
E.	Has your organization made or held an investment in a related party?	☐ Yes	☒ No
F.	Has your organization furnished goods, services, or facilities to a related party?	☐ Yes	☒ No
G.	Has your organization acquired goods, services, or facilities from a related party who received compensation or other value in return?	☐ Yes	☒ No
H.	Has your organization paid or became obligated to pay wages, salary, or other compensation to a related party?	☐ Yes	☒ No
I.	Has your organization transferred income or assets to or for use by a related party?	☐ Yes	☒ No
J.	Was your organization a party to any transaction in which any of its officers, directors, or trustees has a material financial interest, or did any officer, director, or trustee receive anything of value not reported as compensation?	☐ Yes	☒ No
K.	Has your organization invested in any corporate stock of a company in which any officer, director, or trustee owns more than 10% of the outstanding shares?	☐ Yes	☒ No
L.	Is any property of the organization held in the name of or commingled with the property of any other person or organization?	☐ Yes	☒ No
M.	Did your organization make a grant award or contribution to any other organization in which any of this organization's officers, directors, or trustees has a relationship?	☐ Yes	☒ No

FORM PC	NAME, ADDRESS, PHONE OF OTHER OFFICES	STATEMENT	1
NAME	PHONE NUMBER		
NONE			
ADDRESS			

FORM PC	OFFICERS, DIRECTORS, TRUSTEES AND EXECUTIVES	STATEMENT	2
NAME AND ADDRESS	TITLE		
STEPHEN D. CUTLER 120 SEAVER ST UNT E-200 BROOKLINE , MA 02445	TRUSTEE		
NAME AND ADDRESS	TITLE		
ALICE CULTER 120 SEAVER ST UNT E-200 BROOKLINE, MA 02445	TRUSTEE		
NAME AND ADDRESS	TITLE		
ELLEN LEVY 350 CLAYTON RD SCARSDALE, NY 10583	TRUSTEE		
NAME AND ADDRESS	TITLE		
JOHN A. CUTLER 2030 NORTH DAYTON RD CHICAGO, IL 60614	TRUSTEE		
NAME AND ADDRESS	TITLE		
NANCY L. BERUBE 3 SEALCOVE RD HINGHAM, MA 02043	TRUSTEE		

FORM PC	PAGE 4 LINE 18	STATEMENT	3
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NAME	AREA OF RESPONSIBILITY
STEPHEN D. CUTLER	RESPONSIBLE FOR CUSTODY OF FUNDS

ADDRESS

120 SEAVER ST UNIT E-200 BROOKLINE, MA 02445

NAME	AREA OF RESPONSIBILITY
STEPHEN D. CUTLER	RESPONSIBLE FOR DISTRIBUTION OF FUNDS

ADDRESS

120 SEAVER ST UNIT E-200 BROOKLINE, MA 02445

NAME	AREA OF RESPONSIBILITY
NONE	RESPONSIBLE FOR FUNDRAISING

ADDRESS

NAME	AREA OF RESPONSIBILITY
STEPHEN D. CUTLER	CUSTODY OF FINANCIAL RECORDS

ADDRESS

120 SEAVER ST UNIT E-200 BROOKLINE, MA 02445

NAME	AREA OF RESPONSIBILITY
STEPHEN D. CUTLER	AUTHORIZED TO SIGN CHECKS

ADDRESS

120 SEAVER ST UNIT E-200 BROOKLINE, MA 02445

Signature Required

Under penalty of perjury, I declare that the information furnished in this report, including all attachments, is true and correct to the best of my knowledge.

Signature:  _____ Date: _____

Printed Name: _____

Title: _____

Name of Preparer MICHAEL A TAICHER PC

Address ONE CABOT PLACE; STE. 5

City STOUGHTON State MA ZIP Code 02072

Phone Number 781-341-3303

Schedule A-1
Solicitation Activities During Fiscal Year Covered By This Report

List any names which will be used by the organization in connection with the solicitation of funds, other than the official name which appears on page 1

Types of solicitation activities in which you expect to engage (check all that apply):

Mass Mailing	☐	Via the Internet	☐
Door-to-door	☐	Raffle, beano, bingo or gaming event	☐
Entertainment event	☐	Sale of goods other than by telephone	☐
Telemarketing without sale of goods or ads	☐	Individual Mailings	☐
Telemarketing with sale of goods	☐	Corporate solicitations	☐
Telemarketing with sale of ads	☐	Grant Proposals	☐
☐ Other (specify) _____			

Identify the method or methods you expect to use for the fundraising (check all that apply).

Professional solicitor*	☐	Own employees	☐
Professional fundraising counsel*	☐	Volunteers	☐
Commercial co-venturer*	☐		

* Provide applicable names and addresses:

Professional Solicitor Name: _____

Address _____

City _____ State _____ ZIP Code _____

Professional Fundraising Counsel Name: _____

Address _____

City _____ State _____ ZIP Code _____

Commercial Co-Venturer Name: _____

Address _____

City _____ State _____ ZIP Code _____

Schedule A-1 ctd.
Solicitation Activities During Fiscal Year Covered By This Report

Identify the individuals who will have final responsibility for the charity's custody of contributions:

Name and Title: _____

Address _____

City _____ State _____ ZIP Code _____

Name and Title: _____

Address _____

City _____ State _____ ZIP Code _____

Name and Title: _____

Address _____

City _____ State _____ ZIP Code _____

Identify the individuals who will have final responsibility for the charity's distribution of contributions

Name and Title: _____

Address _____

City _____ State _____ ZIP Code _____

Name and Title: _____

Address _____

City _____ State _____ ZIP Code _____

Name and Title: _____

Address _____

City _____ State _____ ZIP Code _____

Schedule A-2

Solicitation Activities Planned for Fiscal Year Which Follows the Reporting Year

List any names which will be used by the organization in connection with the solicitation of funds, other than the official name which appears on page 1.

Types of solicitation activities in which you expect to engage (check all that apply)

Mass Mailing	☐	Via the Internet	☐
Door-to-door	☐	Raffle, beano, bingo or gaming event	☐
Entertainment event	☐	Sale of goods other than by telephone	☐
Telemarketing without sale of goods or ads	☐	Individual Mailings	☐
Telemarketing with sale of goods	☐	Corporate solicitations	☐
Telemarketing with sale of ads	☐	Grant Proposals	☐

☐ Other (specify): _____

Identify the method or methods you expect to use for the fundraising (check all that apply).

Professional solicitor*	☐	Own employees	☐
Professional fundraising counsel*	☐	Volunteers	☐
Commercial co-venturer*	☐		

* Provide applicable names and addresses:

Professional Solicitor Name. _____

Address _____

City _____ State _____ ZIP Code _____

Professional Fundraising Counsel Name: _____

Address _____

City _____ State _____ ZIP Code _____

Commercial Co-Venturer Name. _____

Address _____

City _____ State _____ ZIP Code _____

Schedule A-2 ctd.

Solicitation Activities Planned for Fiscal Year Which Follows the Reporting Year

Identify the individuals who will have final responsibility for the charity's custody of contributions:

Name and Title _____

Address _____

City _____ State _____ ZIP Code _____

Name and Title _____

Address _____

City _____ State _____ ZIP Code _____

Name and Title _____

Address _____

City _____ State _____ ZIP Code _____

Identify the individuals who will have final responsibility for the charity's distribution of contributions.

Name and Title: _____

Address _____

City _____ State _____ ZIP Code _____

Name and Title: _____

Address _____

City _____ State _____ ZIP Code _____

Name and Title: _____

Address _____

City _____ State _____ ZIP Code _____

Certification by Organization

Two different signatures required. Signers must be organization president or other authorized officer or trustee

Under penalty of perjury, we declare that the information furnished in this report, including all attachments, is true and correct to the best of our knowledge.

Signature: _____ Date: _____

Print Name: _____

Title: _____

Signature: _____ Date: _____

Print Name: _____

Title: _____

Schedule RO

1 Please read the instructions and definition of "Related Organization" carefully before completing this section. (If you have more than five Related Organizations, please attach a list.)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Schedule RO ctd.

2. List the total compensation paid by your organization and/or any other related organization to your chief executive (e.g. executive director) and to the four other current or former directors, trustees, officers, or employees within the system of related organizations identified at question 1, above, receiving the highest aggregate compensation (see *instructions*). Use additional lines below to itemize by compensation source.

Name:		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:

Name:		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:

Name:		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:

Name:		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:

Name:		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:

3. Is asset and/or compensation information for religious organizations and/or certain non-charitable entities related to foundations excluded pursuant to instructions?

☐ Yes

☒ No