Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation
YAWKEY FOUNDATION

A Employer identification number
13-2890749

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

Room/suite
315

B Telephone number (see instructions)
(781) 329-7470

City or town, state, and ZIP code
DEDHAM, MA 02026

C If exemption application is pending check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 61,508,576.

J Accounting method ☐ Cash ☐ Accrual
☒ Other (specify) MODIFIED CASH
(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) (see instructions))*

		(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 (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	1,601.	1,601.		ATCH 1
4	Dividends and interest from securities	1,506,362.	1,506,362.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,928,339.			
b	Gross sales price for all assets on line 6a 17,138,960.				
7	Capital gain net income (from Part IV, line 2)		1,928,339.		
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) (attach schedule)				
11	Other income (attach schedule) ATCH 3	1,120.	1,120.		
12	**Total.** Add lines 1 through 11	3,437,422.	3,437,422.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 4	1,952.	982.		970.
b	Accounting fees (attach schedule) ATCH 5	25,390.	12,774.		12,616.
c	Other professional fees (attach schedule) *	284,943.	284,943.		
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	4,423.	409.		4,014.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	471,047.	233,803.		237,245.
24	**Total operating and administrative expenses.** Add lines 13 through 23	787,755.	532,911.		254,845.
25	Contributions, gifts, grants paid	2,480,830.			2,480,830.
26	**Total expenses and disbursements** Add lines 24 and 25	3,268,585.	532,911.	0	2,735,675.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	168,837.			
b	**Net investment income** (if negative, enter -0-)		2,904,511.		
c	**Adjusted net income** (if negative, enter -0-)				

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*ATCH 6

JSA **For Paperwork Reduction Act Notice, see instructions.**
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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	88,587.	70,446.	70,446.
	2	Savings and temporary cash investments	1,321,320.	2,699,747.	2,699,747.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	2,131.	1,156.	1,156.
	10 a	Investments - U S and state government obligations (attach schedule) **	3,324,917.	864,723.	864,723.
	b	Investments - corporate stock (attach schedule) ATCH 9	39,742,828.	48,242,371.	48,242,371.
	c	Investments - corporate bonds (attach schedule) ATCH 10	4,246,419.	2,070,661.	2,070,661.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 11	5,455,948.	5,955,421.	5,955,421.
	14	Land, buildings, and equipment basis ▶ 1,604,051. Less accumulated depreciation (attach schedule) ▶	1,604,051.	1,604,051.	1,604,051.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	55,786,201.	61,508,576.	61,508,576.
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 (attach schedule)			
	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	45,786,201.	51,508,576.	
	25	Temporarily restricted	10,000,000.	10,000,000.	
	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	55,786,201.	61,508,576.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	55,786,201.	61,508,576.	

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	55,786,201.
2	Enter amount from Part I, line 27a	2	168,837.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	5,553,538.
4	Add lines 1, 2, and 3	4	61,508,576.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	61,508,576.

**ATCH 8

Part IV Capital Gains and Losses for Tax on Investment Income

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

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				

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	1,928,339.
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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	3,015,628.	56,384,602.	0.053483
2010	2,865,267.	53,335,469.	0.053722
2009	2,625,943.	46,770,454.	0.056145
2008	3,140,206.	58,884,179.	0.053329
2007			

2	**Total** of line 1, column (d)	2	0.216679
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	0.054170
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	57,153,083.
5	Multiply line 4 by line 3	5	3,095,983.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	29,045.
7	Add lines 5 and 6	7	3,125,028.
8	Enter qualifying distributions from Part XII, line 4	8	2,735,675.

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)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			**1**	58,090.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			**2**	
3	Add lines 1 and 2			**3**	58,090.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			**4**	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			**5**	58,090.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	**6a**	84,987.		
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**	84,987.
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**	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			**10**	26,897.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 26,897. **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?	**1a**		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	**1b**		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	**1c**		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ __________ **(2)** On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
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**	N/	A
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) ▶ MASSACHUSETTS AND NEW YORK			
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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.YAWKEYFOUNDATIONS.ORG

14 The books are in care of ▶ WILLIAM B. GUTFARB Telephone no ▶ 781-329-7470

Located at ▶ 990 WASHINGTON STREET - SUITE 315 DEDHAM, MA ZIP+4 ▶ 02026-6719

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

			Yes	No
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?	16	X	

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶ CAYMAN ISLANDS

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 Attachment 16			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No Attachment 16			
	(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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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)	2b		X
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)*	3b	N/	A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ 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)? **5b** X

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? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d) N/A

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? **7b** N/A

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 (see instructions).

(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
ATCH 13		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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 ▶

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
ATCH 14		547,719.
Total number of others receiving over $50,000 for professional services . . . . ▶		

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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	57,948,551.
b	Average of monthly cash balances	1b	74,884.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	58,023,435.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	58,023,435.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	870,352.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	57,153,083.
6	**Minimum investment return.** Enter 5% of line 5	6	2,857,654.

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	2,857,654.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	58,090.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	58,090.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,799,564.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,799,564.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,799,564.

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	2,735,675.
b	Program-related investments - total from Part IX-B	1b	
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	2,735,675.
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 (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,735,675.

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					2,799,564.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only					
b	Total for prior years 20 10 ,20 09 ,20 08					
3	Excess distributions carryover, if any, to 2012					
a	From 2007					
b	From 2008	229,700.				
c	From 2009	299,459.				
d	From 2010	256,966.				
e	From 2011	210,893.				
f	**Total** of lines 3a through e		997,018.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 2,735,675.					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2012 distributable amount					2,735,675.
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		63,889.			63,889.
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		933,129.			
b	Prior years' undistributed income Subtract line 4b from line 2b					
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					
d	Subtract line 6c from line 6b Taxable amount - see instructions					
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		933,129.			
10	Analysis of line 9					
a	Excess from 2008	165,811.				
b	Excess from 2009	299,459.				
c	Excess from 2010	256,966.				
d	Excess from 2011	210,893.				
e	Excess from 2012					

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

NOT APPLICABLE

1a 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			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2a 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))

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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*				
ATTACHMENT 17			ATTACHMENT 17	2,480,830.
Total . . . . ▶ **3a**				2,480,830.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,601.	
4 Dividends and interest from securities			14	1,506,362.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,928,339.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 15				1,120.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				3,437,422.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 3,437,422.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ 4/24/13 ▶ President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
William Jordan		4/18/13		P00748652

Firm's name ▶ ERNST & YOUNG US LLP

Firm's EIN ▶ 34-656596

Firm's address ▶ 200 CLARENDON STREET
BOSTON, MA 02116-5072

Phone no 617-266-2000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY HELD SECURITIES PROPERTY TYPE: SECURITIES				P		
17138029.		15210621.					1,927,408.	
		FOREIGN CURRENCY PROPERTY TYPE: OTHER				P		
931.							931.	
TOTAL GAIN(LOSS)	....						1,928,339.	

ATTACHMENT 1.

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TEMPORARY CASH INVESTMENTS INTEREST	1,601.	1,601.
TOTAL	1,601.	1,601.

ATTACHMENT 2.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME		1,207,940.	1,207,940.
INTEREST INCOME		298,422.	298,422.
	TOTAL	1,506,362.	1,506,362.

ATTACHMENT 3.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SECURITIES LITIGATION SETTLEMENT INCOME	1,120.	1,120.
TOTALS	1,120.	1,120.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BINGHAM MCCUTCHEN LLP	844.	425.		419.
WOMBLE CARLYLE SANDRIDGE RICE	1,108.	557.		551.
TOTALS	1,952.	982.		970.

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ERNST & YOUNG LLP	25,390.	12,774.		12,616.
TOTALS	25,390.	12,774.		12,616.

ATTACHMENT 6.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STATE STREET - INV CUSTODIAL	102,313.	102,313.
COLUMBIA MANAGEMENT	48,243.	48,243.
EUROPEAN INVESTORS INC	41,435.	41,435.
CAMBRIDGE ASSOCIATES LLC	34,500.	34,500.
RUTABAGA CAPITAL MANAGEMENT	31,069.	31,069.
LOOMIS SAYLES & CO	15,298.	15,298.
MORGAN STANLEY SMITH BARNEY	12,085.	12,085.
TOTALS	284,943.	284,943.

ATTACHMENT 7.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BTMC MANAGEMENT SERVICES	445,406.	224,084.	221,322.
DIRECTORS & OFFICERS INSURANCE	15,191.	7,643.	7,548.
YAWKEY WILDLIFE CENTER TOURS	6,325.		6,325.
FILING FEES	2,000.	1,006.	994.
POSTAGE AND SHIPPING	243.	122.	121.
BANK FEES	723.	364.	359.
MEETINGS EXPENSES	959.	483.	477.
OTHER EXPENSES	111.	56.	55.
TELEPHONE EXPENSES	89.	45.	44.
TOTALS	471,047.	233,803.	237,245.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
U.S. OBLIGATIONS-ATTACHMENT 8A	3,324,917.	864,723.	864,723.
US OBLIGATIONS TOTAL	3,324,917.	864,723.	864,723.

Part II, Line 10a, Investments - US and State Gov't Obligations

Shares / Par Value	Security Name	Security Description	Book Value	Fair Market Value
138,000	FANNIE MAE	2 75% 13 Mar 2014	$ 142,192	$ 142,192
71,000	FANNIE MAE	5 25% 15 Sep 2016	83,134	83,134
128,000	FREDDIE MAC	3.75% 27 Mar 2019	147,958	147,958
47,534	TSY INFL IX N/B	2.125% 15 Feb 2041	70,190	70,190
56,000	US TREASURY N/B	2.125% 31 May 2015	58,428	58,428
64,000	US TREASURY N/B	3.125% 15 May 2021	72,575	72,575
25,000	US TREASURY N/B	4.5% 15 May 2038	33,047	33,047
26,000	US TREASURY N/B	4.25% 15 May 2039	33,170	33,170
67,000	US TREASURY N/B	3.25% 31 Jul 2016	73,627	73,627
85,000	US TREASURY N/B	1.625% 15 Aug 2022	84,442	84,442
57,000	US TREASURY N/B	4.625% 15 Nov 2016	65,960	65,960
	Total		**$ 864,723**	**$ 864,723**

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE STOCK-ATTACHMENT 9A	39,742,828.	48,242,371.	48,242,371.
TOTALS	39,742,828.	48,242,371.	48,242,371.

Yawkey Foundation
Form 990-PF
Part II, Line 10b, Investments - Corporate Stock

13-2890749

Shares / Par Value	Security Name	Security Description	Book Value	Fair Market Value
5,179	ABBOTT LABORATORIES	COMMON STOCK NPV	$ 339,225	$ 339,225
3,720	ACCENTURE PLC CL A	COMMON STOCK USD.0022.5	247,380	247,380
19,300	ACCO BRANDS CORP	COMMON STOCK USD.01	141,662	141,662
1,765	ACE LTD	COMMON STOCK CHF29.34	140,847	140,847
6,250	ALTRIA GROUP INC	COMMON STOCK USD.333	196,375	196,375
1,625	AMERICAN ELECTRIC POWER	COMMON STOCK USD6 5	69,355	69,355
3,555	AMERICAN EXPRESS CO	COMMON STOCK USD.2	204,341	204,341
4,800	AMERISAFE INC	COMMON STOCK USD.01	130,800	130,800
3,160	AMGEN INC	COMMON STOCK USD.0001	272,771	272,771
285	APPLE INC	COMMON STOCK NPV	151,914	151,914
13,600	ASHFORD HOSPITALITY TRUST	REIT USD.01	142,936	142,936
12,625	AT+T INC	COMMON STOCK USD1.	425,589	425,589
2,675	AUTOMATIC DATA PROCESSING	COMMON STOCK USD.1	152,502	152,502
850	BHP BILLITON LTD SPON ADR	ADR	66,674	66,674
890	BLACKROCK INC	COMMON STOCK USD.01	183,972	183,972
2,200	BOEING CO/THE	COMMON STOCK USD5	165,792	165,792
6,400	BRIGGS + STRATTON	COMMON STOCK USD.01	134,912	134,912
12,007	BRISTOL MYERS SQUIBB CO	COMMON STOCK USD.1	391,308	391,308
5,000	BRUNSWICK CORP	COMMON STOCK USD.75	145,450	145,450
1,600	CANON INC SPONS ADR	ADR	62,736	62,736
6,900	CATHAY GENERAL BANCORP	COMMON STOCK USD.01	134,550	134,550
4,000	CENTRAL GARDEN + PET CO	COMMON STOCK USD.01	40,080	40,080
3,025	CHEVRON CORP	COMMON STOCK USD.75	327,124	327,124
1,250	CHUBB CORP	COMMON STOCK USD1	94,150	94,150
1,935	CME GROUP INC	COMMON STOCK USD.01	98,124	98,124
3,400	CMS ENERGY CORP	COMMON STOCK USD.01	82,892	82,892
4,000	COCA COLA CO/THE	COMMON STOCK USD.25	145,000	145,000
1,600	CONOCOPHILLIPS	COMMON STOCK USD.01	92,784	92,784
985	DEERE + CO	COMMON STOCK USD1.	85,124	85,124
1,750	DIAGEO PLC SPONSORED ADR	ADR	204,015	204,015
1,375	DIGITAL REALTY TRUST INC	REIT USD.01	93,349	93,349
1,475	DOMINION RESOURCES INC/VA	COMMON STOCK NPV	76,405	76,405
8,300	DOUGLAS DYNAMICS INC	COMMON STOCK USD.01	119,437	119,437
1,585	DOVER CORP	COMMON STOCK USD1.	104,150	104,150
3,450	DU PONT (E.I.) DE NEMOURS	COMMON STOCK USD.3	155,147	155,147
712	DUKE ENERGY CORP	COMMON STOCK USD.001	45,426	45,426
2,140	EMERSON ELECTRIC CO	COMMON STOCK USD.5	113,334	113,334
3,100	ENERSYS	COMMON STOCK USD.01	116,653	116,653
7,650	EXXON MOBIL CORP	COMMON STOCK NPV	662,108	662,108
490	FIFTH THIRD BANCORP	PREFERRED STOCK 8.5	68,536	68,536
2,100	GENERAL MILLS INC	COMMON STOCK USD.1	84,861	84,861
1,626	GEORGIA GULF CORP	COMMON STOCK USD.01	67,121	67,121
2,045	GLAXOSMITHKLINE PLC SPON ADR	ADR	88,896	88,896
134,477	GLOBAL X BRAZIL CONSUMER ETF	GLOBAL X BRAZIL CONSUMER ETF	2,725,150	2,725,150
87,764	GLOBAL X CHINA CONSUMER ETF	GLOBAL X CHINA CONSUMER ETF	1,305,051	1,305,051
7,800	GREAT LAKES DREDGE + DOCK CO	COMMON STOCK USD.0001	69,654	69,654
6,100	HARSCO CORP	COMMON STOCK USD1 25	143,350	143,350
8,700	HEADWATERS INC	COMMON STOCK USD.001	74,472	74,472
2,810	HJ HEINZ CO	COMMON STOCK USD.25	162,081	162,081
4,455	HOME DEPOT INC	COMMON STOCK USD.05	275,542	275,542

Shares / Par Value	Security Name	Security Description	Book Value	Fair Market Value
3,400	HONEYWELL INTERNATIONAL INC	COMMON STOCK USD1.	215,798	215,798
1,225	ILLINOIS TOOL WORKS	COMMON STOCK USD.01	74,492	74,492
16,415	INTEL CORP	COMMON STOCK USD.001	338,641	338,641
2,675	INTL BUSINESS MACHINES CORP	COMMON STOCK USD.2	512,396	512,396
4,700	INTL SPEEDWAY CORP CL A	COMMON STOCK USD.01	129,814	129,814
7,900	JOHN BEAN TECHNOLOGIES CORP	COMMON STOCK USD 01	140,383	140,383
5,144	JOHNSON + JOHNSON	COMMON STOCK USD1.	360,594	360,594
8,875	JPMORGAN CHASE + CO	COMMON STOCK USD1.	390,234	390,234
4,400	KBW INC	COMMON STOCK USD.01	67,320	67,320
1,950	KIMBERLY CLARK CORP	COMMON STOCK USD1.25	164,639	164,639
4,870	KINDER MORGAN INC	COMMON STOCK USD 01	172,057	172,057
5,700	KRATON PERFORMANCE POLYMERS	COMMON STOCK USD.01	136,971	136,971
17,600	LIONBRIDGE TECHNOLOGIES INC	COMMON STOCK USD.01	70,752	70,752
1,925	MACY S INC	COMMON STOCK USD.01	75,114	75,114
14,900	MAIDEN HOLDINGS LTD	COMMON STOCK USD.01	136,931	136,931
3,100	MARRIOTT VACATIONS WORLD	COMMON STOCK USD 01	129,177	129,177
4,695	MARSH + MCLENNAN COS	COMMON STOCK USD1	161,837	161,837
2,625	MATTEL INC	COMMON STOCK USD1.	96,128	96,128
3,550	MCDONALD S CORP	COMMON STOCK USD.01	313,146	313,146
1,225	MCGRAW HILL COMPANIES INC	COMMON STOCK USD1.	66,971	66,971
11,200	MERCK + CO. INC.	COMMON STOCK USD.5	458,528	458,528
3,200	MEREDITH CORP	COMMON STOCK USD1.	110,240	110,240
1,963	METLIFE INC	COMMON STOCK USD.01	64,661	64,661
15,125	MICROSOFT CORP	COMMON STOCK USD.006.25	404,291	404,291
16,100	MODINE MANUFACTURING CO	COMMON STOCK USD.625	130,893	130,893
24,700	MUELLER WATER PRODUCTS INC A	COMMON STOCK USD.01	138,567	138,567
4,300	MYERS INDUSTRIES INC	COMMON STOCK NPV	65,145	65,145
510	NATIONAL FUEL GAS CO	COMMON STOCK USD1.	25,852	25,852
4,300	NATIONAL INTERSTATE CORP	COMMON STOCK USD.01	123,926	123,926
301,405	NATIXIS LOOMIS SAYLES CORE PLU	NATIXIS LOOMIS SAY C/P BND Y	4,062,945	4,062,945
950	NEXTERA ENERGY INC	COMMON STOCK USD.01	65,731	65,731
1,775	NORDSTROM INC	COMMON STOCK NPV	94,963	94,963
2,164	NORTHEAST UTILITIES	COMMON STOCK USD5.	84,569	84,569
2,315	NORTHERN TRUST CORP	COMMON STOCK USD1.667	116,120	116,120
2,000	OCCIDENTAL PETROLEUM CORP	COMMON STOCK USD.2	153,220	153,220
1,225	PARKER HANNIFIN CORP	COMMON STOCK USD.5	104,199	104,199
2,675	PEOPLE S UNITED FINANCIAL	COMMON STOCK USD.01	32,341	32,341
17,656	PFIZER INC	COMMON STOCK USD.05	442,812	442,812
5,940	PHILIP MORRIS INTERNATIONAL	COMMON STOCK NPV	496,822	496,822
1,760	PHILLIPS 66	COMMON STOCK	93,456	93,456
2,315	PNC FINANCIAL SERVICES GROUP	COMMON STOCK USD5.	134,988	134,988
3,745	PROCTER + GAMBLE CO/THE	COMMON STOCK	254,248	254,248
600	PUBLIC STORAGE	REIT USD 1	86,976	86,976
2,760	RAYTHEON COMPANY	COMMON STOCK USD 01	158,866	158,866
6,300	REGIS CORP	COMMON STOCK USD.05	106,596	106,596
5,350	ROYAL DUTCH SHELL PLC ADR	ADR	368,883	368,883
8,600	SCHAWK INC	COMMON STOCK USD.008	113,176	113,176
1,825	SEMPRA ENERGY	COMMON STOCK NPV	129,466	129,466
2,500	SHERWIN WILLIAMS CO/THE	COMMON STOCK USD1.	384,550	384,550
515	SIMON PROPERTY GROUP INC	REIT USD 0001	81,416	81,416

Shares / Par Value	Security Name	Security Description	Book Value	Fair Market Value
2,000	SONOCO PRODUCTS CO	COMMON STOCK NPV	59,460	59,460
1,780	T ROWE PRICE GROUP INC	COMMON STOCK USD.2	115,931	115,931
2,625	TEXAS INSTRUMENTS INC	COMMON STOCK USD1.	81,218	81,218
3,000	THOR INDUSTRIES INC	COMMON STOCK USD.1	112,290	112,290
4,900	TIME WARNER INC	COMMON STOCK USD.01	234,367	234,367
2,675	TJX COMPANIES INC	COMMON STOCK USD1.	113,554	113,554
1,075	UNITED PARCEL SERVICE CL B	COMMON STOCK USD 01	79,260	79,260
990	UNITED TECHNOLOGIES CORP	COMMON STOCK USD1.	81,190	81,190
7,820	UNUM GROUP	COMMON STOCK USD.1	162,812	162,812
6,425	US BANCORP	COMMON STOCK USD.01	205,215	205,215
102,693	VANGUARD DEVELOPED MARKETS IND	VANGUARD DEVELOPED MKT INST	993,038	993,038
181,190	VANGUARD EMERGING MARKETS STOC	VANGUARD EM MKT STK INDX INS	5,067,891	5,067,891
272,678	VANGUARD GROWTH INDEX FUND	VANGUARD GROWTH INDEX FD INS	9,990,929	9,990,929
10,150	VERIZON COMMUNICATIONS INC	COMMON STOCK USD 1	439,191	439,191
500	VF CORP	COMMON STOCK NPV	75,485	75,485
6,000	VIAD CORP	COMMON STOCK USD1.5	162,960	162,960
2,225	WAL MART STORES INC	COMMON STOCK USD.1	151,812	151,812
2,860	WASTE MANAGEMENT INC	COMMON STOCK USD.01	96,496	96,496
6,770	WELLS FARGO + CO	COMMON STOCK USD1.666	231,399	231,399
3,500	WERNER ENTERPRISES INC	COMMON STOCK USD.01	75,845	75,845
1,200	WEST PHARMACEUTICAL SERVICES	COMMON STOCK USD.25	65,700	65,700
2,690	WESTAR ENERGY INC	COMMON STOCK USD5.	76,988	76,988
2,125	WISCONSIN ENERGY CORP	COMMON STOCK USD.01	78,306	78,306
	Total Domestic		**43,214,277**	**43,214,277**
6,800	AEON MALL CO LTD	COMMON STOCK	166,412	166,412
46,000	ASCENDAS REAL ESTATE INV TRT	REIT NPV	89,251	89,251
53,400	CAPITALAND LTD	COMMON STOCK NPV	161,752	161,752
58,900	CENTRAL PATTANA PUB CO FOREI	COMMON STOCK THB1. A	157,407	157,407
59,319	CFS RETAIL PROPERTY TRUST GR	REIT NPV	117,935	117,935
86,544	CHINA OVERSEAS LAND + INVEST	COMMON STOCK HKD.1	257,929	257,929
66,000	CHINA RESOURCES LAND LTD	COMMON STOCK HKD.1	179,671	179,671
16,000	CITY DEVELOPMENTS LTD	COMMON STOCK NPV	168,580	168,580
14,000	DAIWA HOUSE INDUSTRY CO LTD	COMMON STOCK	239,473	239,473
39,460	GPT GROUP	REIT NPV	150,760	150,760
110,000	GUANGZHOU R+F PROPERTIES H	COMMON STOCK CNY.25	183,077	183,077
50,900	HANG LUNG PROPERTIES LTD	COMMON STOCK HKD1.	202,264	202,264
25,000	HONGKONG LAND HOLDINGS LTD	COMMON STOCK USD.1	174,750	174,750
49,976	HYSAN DEVELOPMENT CO	COMMON STOCK HKD5.	240,181	240,181
850	HYUNDAI DEPT STORE CO	COMMON STOCK KRW5000	126,241	126,241
36,057	KEPPEL LAND LTD	COMMON STOCK NPV	118,960	118,960
53,762	KERRY PROPERTIES LTD	COMMON STOCK HKD1.	279,185	279,185
75,400	LIFESTYLE INTL HLDGS LTD	COMMON STOCK HKD.005	184,831	184,831
30,000	MIRVAC GROUP	REIT NPV	46,252	46,252
12,500	MITSUBISHI ESTATE CO LTD	COMMON STOCK	296,218	296,218
13,000	MITSUI FUDOSAN CO LTD	COMMON STOCK	314,231	314,231
6,000	NOMURA REAL ESTATE HOLDINGS	COMMON STOCK	113,664	113,664
185,000	ROBINSONS LAND CO	COMMON STOCK PHP1.	93,486	93,486
72,616	SHANGRI LA ASIA LTD	COMMON STOCK HKD1.	144,654	144,654
39,240	STOCKLAND	REIT NPV	143,808	143,808

Shares / Par Value	Security Name	Security Description	Book Value	Fair Market Value
8,000	SUMITOMO REALTY + DEVELOPMNT	COMMON STOCK	263,413	263,413
12,000	SUN HUNG KAI PROPERTIES	COMMON STOCK HKD.5	179,903	179,903
115,000	SUPALAI PUBLIC CO LTD FOR	COMMON STOCK THB1. A	66,541	66,541
29,000	WESTFIELD RETAIL TRUST	REIT	90,926	90,926
50,000	WING TAI HOLDINGS LTD	COMMON STOCK NPV	76,341	76,341
	Total Foreign		**5,028,094**	**5,028,094**
	Grand Total Common Stock		**$ 48,242,371**	**$ 48,242,371**

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS-ATTACHMENT 10A	4,246,419.	2,070,661.	2,070,661.
TOTALS	4,246,419.	2,070,661.	2,070,661.

Yawkey Foundation
Form 990-PF
Part II, Line 10c, Corporate Bonds

13-2890749

Shares / Par Value	Security Name	Security Description	Book Value	Fair Market Value
71,000	AMER EXPRESS CREDIT CO	7.3% 20 Aug 2013	$ 74,050	$ 74,050
58,000	AT+T INC	2.95% 15 May 2016	61,406	61,406
75,000	BERKSHIRE HATHAWAY FIN	4.6% 15 May 2013	76,163	76,163
70,000	COCA COLA CO/THE	3.625% 15 Mar 2014	72,630	72,630
55,000	CONOCOPHILLIPS	4.6% 15 Jan 2015	59,439	59,439
58,000	ENTERPRISE PRODUCTS OPER	6.45% 01 Sep 2040	72,836	72,836
46,000	GENERAL ELEC CAP CORP	6 75% 15 Mar 2032	59,742	59,742
71,000	GOLDMAN SACHS GROUP INC	6% 01 May 2014	75,562	75,562
55,000	IBM CORP	4% 20 Jun 2042	58,210	58,210
65,000	JPMORGAN CHASE + CO	6.3% 23 Apr 2019	80,194	80,194
64,000	MERRILL LYNCH + CO	6.4% 28 Aug 2017	75,159	75,159
59,000	PNC FUNDING CORP	2.7% 19 Sep 2016	62,335	62,335
69,000	TIME WARNER CABLE INC	7.5% 01 Apr 2014	74,765	74,765
58,000	TIME WARNER INC	6.5% 15 Nov 2036	72,549	72,549
41,000	UNITED TECHNOLOGIES CORP	4.875% 01 May 2015	45,024	45,024
55,000	US BANCORP	4.125% 24 May 2021	62,368	62,368
56,000	VERIZON COMMUNICATIONS	4.6% 01 Apr 2021	65,364	65,364
76,000	WACHOVIA CORP	5.25% 01 Aug 2014	81,042	81,042
	Total Corporate Bonds		**1,228,837**	**1,228,837**
244,272	FNMA POOL AE0218	4.5% 01 Aug 2040	263,880	263,880
361	FNMA POOL AI1888	4.5% 01 May 2041	392	392
225,005	FNMA POOL AJ7689	4% 01 Dec 2041	241,513	241,513
174,036	FNMA POOL AP7539	3% 01 Sep 2027	183,940	183,940
142,627	FED HM LN PC POOL C09004	3.5% 01 Jul 2042	152,098	152,098
	Total Corporate Mortgage-backed		**841,824**	**841,824**
	Grand Total Corporate Bonds		**$ 2,070,661**	**$ 2,070,661**

Attachment 10A

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ALTERNATIVE INVSTMNTS-ATCH 11A	5,455,948.	5,955,421.	5,955,421.
TOTALS	5,455,948.	5,955,421.	5,955,421.

Part II, Line 13, Investments - Other

Shares / Par Value	Security Name	Security Description	Book Value	Fair Market Value
4,000,000	CONVEXITY CAPITAL OFFSHORE LP	Hedge Fund	$ 5,955,421	$ 5,955,421

ATTACHMENT 12

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	5,054,065.
NET CHANGE IN VALUE OF ALT INVESTMENTS	499,473.
TOTAL	5,553,538.

YAWKEY FOUNDATION

13-2890749

FORM 990-PF, PART VIII, Line 1 - OFFICERS, DIRECTORS, TRUSTEES ...

Name and address	Title, and average hours per week devoted to position	Compensation	Contributions to employee benefits plans and deferred compensation	Expense account, other allowances
John L. Harrington	Board Chair / Trustee	NONE	NONE	NONE
990 Washington Street	5 Hrs			
Dedham, MA 02026				
Eleanor S. Armstrong	Trustee	NONE	NONE	NONE
990 Washington Street	1 - 2 Hrs			
Dedham, MA 02026				
James P. Healey	President	* NONE	* NONE	NONE
990 Washington Street	15 Hrs			
Dedham, MA 02026				
William B. Gutfarb	Exec. V P. / Treasurer / Trustee	* NONE	* NONE	NONE
990 Washington Street	15 Hrs			
Dedham, MA 02026				
Maureen H Bleday	Exec. V.P. / Secretary	* NONE	* NONE	NONE
990 Washington Street	15 Hrs			
Dedham, MA 02026				
	Grand Totals	NONE	NONE	NONE

* Individuals identified above are paid for services through a management contract with BTMC - See Attachment 16.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
BOSTON TRUST MANAGEMENT CORPORATION 990 WASHINGTON STREET DEDHAM, MA 02026	FINANCIAL MGMT SVCS	445,406.
STATE STREET 1200 CROWN COLONY DRIVE QUINCY, MA 02169	INVESTMENT CUSTODIAL	102,313.
TOTAL COMPENSATION		547,719.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
SECURITIES LITIGATION SETTLEMENT INCOME			01	1,120.	
TOTALS				1,120.	

YAWKEY FOUNDATION 13-2890749
FORM 990PF
PART VII-B, LINE 1a (3) and LINE 1a (4)

Effective October 1, 1992, the Foundation entered into an agreement with Boston Trust Management Corporation (BTMC) to provide management services to the Foundation. The Jean R. Yawkey Trust (The Trust) authorized BTMC to be established by two individuals, who are trustees of the Foundation, to provide management services for the benefit of the Foundation and other organizations. BTMC is located at 990 Washington Street, Suite 315, Dedham, MA 02026. For the year ended December 31, 2012, the Foundation incurred $445,406 in expenditures under this agreement and these expenditures were periodically monitored by the Foundation's Board of Trustees, reviewed by independent auditors, then reviewed by the Foundation's Finance and Audit Committee and approved by the Foundation's Board of Trustees.

One of the Trustees owns 50% of the outstanding shares of BTMC. The other Trustee, effective January 1, 2007, transferred his ownership of 50% of the outstanding stock of BTMC to an officer of the Foundation.

ATTACHMENT 16

Yawkey Foundation
Form 990-PF
Part XV, Line 3a Grants and Contributions Paid During the Year

13-2890749

Organization	Organization Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant/ Contribution	Tax Status	Amount
Archdiocese of Boston	66 Brooks Drive Braintree, MA 02184	None/Public Charity	Health and human service programs	509(a)(1)	$ 10,000
Association of Small Foundations	1720 N Street, NW Washington, DC 20036	None/Public Charity	National grantmakers organization	509(a)(2)	5,000
Bentley University	175 Forest Street Waltham, MA 02452	None/Public Charity	College preparatory program for disadvantaged students	170(b)(1)(A)(ii)	25,000
Boston Health Care for the Homeless Program	780 Albany Street Boston, MA 02118	None/Public Charity	Human service programs	170(b)(1)(A)(vi)	10,000
Boy Scouts of America/Coastal Carolina Council	1025 Sam Rittenberg Boulevard Charleston, SC 29407	None/Public Charity	Scouting program	170(b)(1)(A)(vi)	10,000
Boys and Girls Clubs of Boston	50 Congress Street, Suite 730 Boston, MA 02109	None/Public Charity	Summer camp program for disadvantaged children	170(b)(1)(A)(vi)	25,000
Campaign for Catholic Schools	66 Brooks Drive, Fourth Floor Braintree, MA 02184	None/Public Charity	Yawkey Teaching Excellence Award for teachers at Pope John Paul II Academy	Group	25,000
Catholic Charities	51 Sleeper Street, 1st Floor Boston, MA 02110	None/Public Charity	Human service programs	170(b)(1)(A)(vi)	40,000
Catholic Charities	47 Underwood Street Fall River, MA 02722	None/Public Charity	Human service programs	Group	5,000
Children's Hospital of Southwest Florida	9800 S. HealthPark Drive, Suite 210 Fort Myers, FL 33908	None/Public Charity	Health care services for disadvantaged children	509(a)(1) & 170(b)(1)(A)(vi)	50,000
Dana-Farber Cancer Institute	44 Binney Street Boston, MA 02115	None/Public Charity	Cancer research	170(b)(1)(A)(vi)	100,000
Eaglebrook School	271 Pine Nook Road Deerfield, MA 01342-0701	None/Public Charity	Scholarship program for disadvantaged students	170(b)(1)(A)(ii)	50,000
Emmanuel College	400 The Fenway Boston, MA 02115-9911	None/Public Charity	Scholarship program for disadvantaged students	170(b)(1)(A)(ii)	5,000
Fessenden School	250 Waltham Street West Newton, MA 02465-1750	None/Public Charity	Scholarship program for disadvantaged students	170(b)(1)(A)(ii)	5,000
Friendship Place	PO Box 282 Georgetown, SC 29442	None/Public Charity	Food and support services for disadvantaged residents of Georgetown	170(b)(1)(A)(vi)	37,500
Georgetown County Historical Society	632 Prince Street Georgetown, SC 29440	None/Public Charity	Georgetown County historical education program	509(a)(2)	25,000
Georgetown Presbyterian Church	558 Black River Road Georgetown, SC 29440	None/Public Charity	After-school and adult education programs for disadvantaged residents of Georgetown	Group	12,500

Organization	Organization Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant/ Contribution	Tax Status	Amount
Grants Managers Network	1101 14th Street, NW Suite 420 Washington, DC 20005	None/Public Charity	National grantmakers organization	170(b)(1)(A)(vi)	2,000
Healthy Learners	2749 Laurel Street Columbia, SC 29204	None/Public Charity	Health care services for disadvantaged children from Georgetown	509(a)(3) type 1	25,000
Helping Hands of Georgetown	1813 Highmarket Street Georgetown, SC 29440	None/Public Charity	Food and support services for disadvantaged residents of Georgetown	170(b)(1)(A)(vi)	57,500
Horry-Georgetown Technical College	P O Box 261966 Conway, SC 29528-6066	None/Public Charity	Allied healthcare scholarship program for disadvantaged students from Georgetown	170(b)(1)(A)(iv)	100,000
Horry-Georgetown Technical College	P.O. Box 261966 Conway, SC 29528-6066	None/Public Charity	Forestry and wildlife management program	170(b)(1)(A)(iv)	160,000
Horry-Georgetown Technical College	P O Box 261966 Conway, SC 29528-6066	None/ Public Charity	Internship program for students enrolled in Forestry and Wildlife Management Program	170(b)(1)(A)(iv)	31,200
Lowcountry Open Land Trust	80 Alexander Street Charleston, SC 29403	None/Public Charity	Land conservation programs	170(b)(1)(A)(vi)	30,000
Lowcountry Preparatory School	300 Blue Stem Drive Pawleys Island, SC 29585	None/Public Charity	Scholarship program for disadvantaged students	170(b)(1)(A)(ii)	25,000
Malden Catholic High School	99 Crystal Street Malden, MA 02148	None/Public Charity	Scholarship program for disadvantaged students	170(b)(1)(A)(i)	25,000
Maryknoll Fathers and Brothers	P O Box 302 Maryknoll, NY 10545-0302	None/Public Charity	Support for programs and work of the Maryknoll community	Group	5,000
Nature Conservancy of South Carolina	PO Box 5475 Columbia, SC 29250	None/Public Charity	Land conservation programs	170(b)(1)(A)(vi)	35,000
Neurofibromatosis of New England	9 Bedford Street Burlington, MA 01803	None/Public Charity	Outreach and support services for patients with neurofibromatosis and their families	509(a)(2)	25,000
New England Baptist Hospital	125 Parker Hill Avenue Boston, MA 02120	None/Public Charity	Support for general operations	170(b)(1)(A)(iii)	5,000
New England Wildlife Center	500 Columbian Street South Weymouth, MA 02190	None/Public Charity	Environmental education programs	509(a)(2)	25,000
Palmetto Health	293 Greystone Boulevard Columbia, SC 29210	None/Public Charity	Health care services	170(b)(1)(A)(iii)	10,000
Pan-Mass Challenge	77 Fourth Avenue Needham, MA 02494	None/Public Charity	Capacity building for Pan-Mass Challenge Kids Rides for cancer research	509(a)(2)	100,000

Organization	Organization Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant/ Contribution	Tax Status	Amount
Shriner's Hospital for Children	3551 North Broad Street Philadelphia, PA 19140	None/Public Charity	Support for pediatric rehabilitation center	170(b)(1)(A)(iii)	25,000
Smith Medical Clinic	P O Box 1740 Pawleys Island, SC 29585	None/Public Charity	Health care programs for the disadvantaged	509(a)(2)	37,500
South Carolina Coastal Conservation League	P O. Box 1765 Charleston, SC 29402-1765	None/Public Charity	Land conservation programs	170(b)(1)(A)(vi)	25,000
St Catherine of Siena School	249 Nahatan Street Norwood, MA 02062	None/Public Charity	Scholarship program for disadvantaged students	509(a)(1)	10,000
St. Cyprian Church and Outreach Center	P O Box 2037 Georgetown, SC 29442	None/Public Charity	Human service programs for disadvantaged residents of Georgetown	Group	12,000
St Joseph Church	P O Box 3 Woods Hole, MA 02543	None/Public Charity	Human service programs	Group	5,000
St Joseph School	143 South Franklin Street Holbrook, MA 02343	None/Public Charity	Scholarship program for disadvantaged students	Group	10,000
St. Mary's Episcopal Church	3055 Main Street Barnstable, MA 02630	None/Public Charity	Food and support services for individuals, children and families	170(b)(1)(A)(i)	10,000
St Sebastian's School	1191 Greendale Avenue Needham, MA 02492	None/Public Charity	Scholarship program for disadvantaged students	509(a)(1)	10,000
Tara Hall Home for Boys	P O Box 955 Georgetown, SC 29442-0955	None/Public Charity	Residential and educational center for at-risk boys	170(b)(1)(A)(vi)	200,000
The Boston Home	2049 Dorchester Avenue Boston, MA 02124	None/Public Charity	Renovation project at facility offering specialized care to individuals with Multiple Sclerosis	509(a)(2)	50,000
The Cabbage Patch Settlement House	1413 South Sixth Street Louisville, KY 40208	None/Public Charity	Facility improvement project for organization that provides programming to children and families	170(b)(1)(A)(vi)	20,000
Tom Yawkey Wildlife Center	Tom Yawkey Wildlife Center One Yawkey Way South Georgetown, SC 29442	None/ Government Agency	Capital and maintenance at Tom Yawkey Wildlife Center	Government Agency	815,630
University of Portland	5000 North Willamette Boulevard Portland, OR 97203-5798	None/Public Charity	Scholarship program for disadvantaged students	170(b)(1)(A)(ii)	100,000
Yale University	157 Church Street New Haven, CT 06510-2100	None/Public Charity	Scholarship program for disadvantaged students	170(b)(1)(A)(ii)	50,000
Total					$ **2,480,830**

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041.*

OMB No 1545-0092

2012

Name of estate or trust: YAWKEY FOUNDATION

Employer identification number: 13-2890749

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss) for the entire year** Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	**1b**	931.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	**2**	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	**3**	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	**4**	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	**5**	931.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss) for the entire year** Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	**6b**	1,927,408.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	**7**	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	**8**	
9	Capital gain distributions	**9**	
10	Gain from Form 4797, Part I	**10**	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	**11**	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	**12**	1,927,408.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			931.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			1,927,408.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			1,928,339.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust
YAWKEY FOUNDATION

Employer identification number
13-2890749

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	FOREIGN CURRENCY			931.		931.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 931.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

JSA
2F1221 2 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a PUBLICLY HELD SECURITIES			17,138,029.	15,210,621.	1,927,408.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 1,927,408.

Schedule D-1 (Form 1041) 2012