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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation: THE OTTER FOUNDATION INC CO PRIVATE SIGNALS
A Employer identification number: 13-3946357
B Telephone number: (617) 722-9990
C If exemption application is pending, check here
D 1. Foreign organizations, check here
D 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

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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	3,769	19,440	19,440
	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 (attach schedule) (see page 15 of the 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			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,769	19,440	19,440	
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 ▶ _____)	0	16,210		
23 Total liabilities (add lines 17 through 22)	0	16,210		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	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	3,769	3,230	
30 Total net assets or fund balances (see page 17 of the instructions)	3,769	3,230		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,769	19,440		

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	3,769
2	Enter amount from Part I, line 27a	2	-539
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	3,230
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,230

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)
1 a	BREITBURN ENERGY	P	2009-05-13	2012-03-19
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 2,808		1,180	1,628	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			1,628	
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 1,628
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

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 page 18 of 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	49,630	15,901	3.121187
2010	57,172	8,743	6.539174
2009	26,650	6,888	3.869048
2008	34,648	2,955	11.725212
2007	61,587	9,212	6.685519
2	Total of line 1, column (d).		2 31.940140
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 6.388028
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 15,514
5	Multiply line 4 by line 3.		5 99,104
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 17
7	Add lines 5 and 6.		7 99,121
8	Enter qualifying distributions from Part XII, line 4.		8 49,725

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	34
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	34
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	34
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	258
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	258
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	224
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 224 Refunded	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> _____		
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? <i>If "No," attach explanation .</i>	Yes	
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)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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 No
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 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A 13 No
14 The books are in care of PATRICK R WILMERDING Telephone no (617) 722-9990 Located at 120 WATER STREET 5TH FLOOR BOSTON MA ZIP+4 02109
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here 15 and enter the amount of tax-exempt interest received or accrued during the year
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 No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country

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.
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 page 20 of the instructions)?. 1b 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 No
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 20, 20, 20, 20
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
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
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
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
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 No

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** Yes No
Organizations relying on a current notice regarding disaster assistance check here. Yes No

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).

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** Yes No
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** Yes No

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
See Additional Data Table				

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. Yes No **0**

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

Part VIII

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
NONE		
Total number of others receiving over \$50,000 for professional services. ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 ENVIRONMENTAL & EDUCATIONAL ADVANCEMENT	0
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		
2		
All other program-related investments. See page 24 of the instructions		
3		
Total. Add lines 1 through 3. ▶		0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	12,500
b	Average of monthly cash balances.	1b	3,250
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	15,750
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	15,750
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	236
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,514
6	Minimum investment return. Enter 5% of line 5.	6	776

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	776
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	34
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	34
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	742
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	742
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	742

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	49,725
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	49,725
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	49,725

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				742
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				61,132
b From 2008.				34,504
c From 2009.				26,318
d From 2010.				56,735
e From 2011.				48,923
f Total of lines 3a through e.	227,612			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>49,725</u>				
a Applied to 2011, but not more than line 2a			0	
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.				742
e Remaining amount distributed out of corpus	48,983			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	276,595			
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	61,132			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	215,463			
10 Analysis of line 9				
a Excess from 2008.				34,504
b Excess from 2009.				26,318
c Excess from 2010.				56,735
d Excess from 2011.				48,923
e Excess from 2012.				48,983

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

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 organization 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	
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 organization 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))

See Additional Data Table

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

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 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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 49,725
b <i>Approved for future payment</i>				
Total				3b 0

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

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

2012

Department of the Treasury
Internal Revenue Service

Name of the organization

THE OTTER FOUNDATION INC CO PRIVATE SIGNALS

Employer identification number

13-3946357

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 foundation

Check 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 33¹/₃% 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).

Name of organization
THE OTTER FOUNDATION INC CO PRIVATE SIGNALS

Employer identification number
13-3946357

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	ELIZA WILMERDING 680 NORTH FARMS ROAD NORTHAMPTON, MA 01062	\$ 14,400	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	MICHAEL R WILMERDING 99 CRAFTS ROAD CHESTNUT HILL, MA 02167	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	PATRICK R ELSIE WILMERDING 7 WEST HILL PLACE BOSTON, MA 02114	\$ 21,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	PATRICK S WILMERDING 149 COMMON STREET DEDHAM, MA 02026	\$ 9,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

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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
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

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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 See instructions) ▶ \$
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
_____ _____ _____	_____ _____ _____

TY 2012 Accounting Fees Schedule

Name: THE OTTER FOUNDATION INC CO PRIVATE SIGNALS

EIN: 13-3946357

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	1,700	0		0

TY 2012 Other Expenses Schedule

Name: THE OTTER FOUNDATION INC CO PRIVATE SIGNALS

EIN: 13-3946357

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FROM PASSTHROUGH	57	0		0

TY 2012 Other Income Schedule

Name: THE OTTER FOUNDATION INC CO PRIVATE SIGNALS

EIN: 13-3946357

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BREITBURN ENERGY PARTNERS	95	95	95

TY 2012 Other Liabilities Schedule

Name: THE OTTER FOUNDATION INC CO PRIVATE SIGNALS

EIN: 13-3946357

Description	Beginning of Year - Book Value	End of Year - Book Value
CHECKS IN TRANSIT	0	16,210

TY 2012 Other Professional Fees Schedule

Name: THE OTTER FOUNDATION INC CO PRIVATE SIGNALS

EIN: 13-3946357

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATEMENT FEES	155	0		0

TY 2012 Taxes Schedule

Name: THE OTTER FOUNDATION INC CO PRIVATE SIGNALS

EIN: 13-3946357

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NY STATE FILING FEE	25	0		0

Form 990PF Part VIII Line 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
PATRICK R WILMERDING 7 WEST HILL PLACE BOSTON, MA 02114	TRUSTEE 0 00	0	0	0
ELSIE WILMERDING 7 WEST HILL PLACE BOSTON, MA 02114	TRUSTEE 0 00	0	0	0
PATRICK S WILMERDING 149 COMMON STREET DEDHAM, MA 02026	TRUSTEE 0 00	0	0	0
MICHAEL WILMERDING 99 CRAFTS ROAD CHESTNUT HILL, MA 02167	TRUSTEE 0 00	0	0	0
ELIZA WILMERDING 217 CLIPPER STREET APT 5 SAN FRANCISCO, CA 94114	TRUSTEE 0 00	0	0	0

Form 990PF Part XV Line 1a - 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).

PATRICK R WILMERDING
ELSIE WILMERDING
PATRICK S WILMERDING
MICHAEL WILMERDING
ELIZA WILMERDING

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
APPLE ORCHARD NURSERY SCHOOL 282 NEWTON STREET D BROOKLINE,MA 02445	NONE		DONATION TO GENERAL FUND	1,000
ATLANTIC SALMON FEDERATION 14 MAINE STREET BRUNSWICK,ME 04011	NONE		DONATION TO GENERAL FUND	1,950
BAYCAT 2415 THIRD STREET SUITE 230 SAN FRANCISCO,CA 94107	NONE		DONATION TO GENERAL FUND	200
BEACON HILL VILLAGE 74 JOY STREET BOSTON,MA 02114	NONE		DONATION TO GENERAL FUND	1,000
BOCA GRANDE HEALTH CLINIC FOUNDATION 280 PARK AVENUE BOCA GRANDE,FL 33921	NONE		DONATION TO GENERAL FUND	1,000
BOSTON ATHENAEUM 101/2 BEACON STREET BOSTON,MA 02108	NONE		DONATION TO GENERAL FUND	1,000
BOSTON UNIVERSITY - TRUSTEES 595 COMMONWEALTH AVENUE BOSTON,MA 02215	NONE		DONATION TO GENERAL FUND	1,500
BOWDOIN COLLEGE 13 BATH ROAD BRUNSWICK,ME 04011	NONE		DONATION TO GENERAL FUND	5,000
DEXTER SCHOOL 311 N MAIN ST DEXTER,KS 67038	NONE		DONATION TO GENERAL FUND	1,000
FESSENDEN SCHOOL 250 WALTHAM STREET WEST NEWTON,MA 02465	NONE		DONATION TO GENERAL FUND	2,250
FRIENDS OF BOSTON SYMPHONY 301 MASSACHUSETTS AVENUE BOSTON,MA 02115	NONE		DONATION TO GENERAL FUND	500
GICIA PO BOX 446 BOCA GRANDE,FL 33921	NONE		DONATION TO GENERAL FUND	1,000
GLOBAL FUND FOR WOMEN 222 SUTTER STREET SUITE 500 SAN FRANCISCO,CA 94108	NONE		DONATION TO GENERAL FUND	3,000
HEADLANDS CENTER FOR THE ARTS 944 FORT BARRY SAUSALITO,CA 94965	NONE		DONATION TO GENERAL FUND	500
ISLAND SCHOOL PO BOX 5910 PRINCETON,NJ 08543	NONE		DONATION TO GENERAL FUND	4,000

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KNEISEL HALL CHAMBER MUSIC SCHOOL PO BOX 648 BLUE HILL, ME 04614	NONE		DONATION TO GENERAL FUND	250
KPFA 1929 MARTIN LUTHER KING JR WAY BERKELEY, CA 94704	NONE		DONATION TO GENERAL FUND	500
KQED 2601 MARIPOSA STREET SAN FRANCISCO, CA 94108	NONE		DONATION TO GENERAL FUND	500
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND SUITE 201 TOPSHAM, ME 04086	NONE		DONATION TO GENERAL FUND	250
MAINE ISLAND TRAIL 58 FORE STREET PORTLAND, ME 04101	NONE		DONATION TO GENERAL FUND	100
MAX WARBURG COURAGE CURRICULUM 263 HUNTINGTON AVE 366 BOSTON, MA 02115	NONE		DONATION TO GENERAL FUND	200
MIDDLESEX SCHOOL 1400 LOWELL ROAD CONCORD, MA 01742	NONE		DONATION TO GENERAL FUND	700
MULTIPLE SCLEROSIS FOUNDATION 6520 NORTH ANDREWS AVENUE FT LAUDERDALE, FL 33309	NONE		DONATION TO GENERAL FUND	50
NORTHEASTERN UNIVERSITY 360 HUNTINGTON AVENUE BOSTON, MA 02115	NONE		DONATION TO GENERAL FUND	1,000
PARK SCHOOL 171 GODDARD AVENUE BROOKLINE, MA 02445	NONE		DONATION TO GENERAL FUND	6,500
PENINSULA AMBULANCE CORPS PO BOX 834 BLUE HILL, ME 04614	NONE		DONATION TO GENERAL FUND	100
PROCTOR ACADEMY 204 MAIN STREET ANDOVER, NH 03216	NONE		DONATION TO GENERAL FUND	1,000
SHERRILL HOUSE 135 SOUTH HUNTINGON AVE BOSTON, MA 02130	NONE		DONATION TO GENERAL FUND	100
URBAN IMPROV 670 CENTRE STREET JAMAICA PLAIN, MA 02130	NONE		DONATION TO GENERAL FUND	150
PAN MASS CHALLENGE 77 FOURTH AVENUE NEEDHAM, MA 02494	NONE		DONATION TO GENERAL FUND	50

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Name and address (home or business)				
a <i>Paid during the year</i>				
FROM THE TOP 295 HUNTINGTON AVENUE STE 201 BOSTON,MA 02115	NONE		DONATION TO GENERAL FUND	100
BLUE HILL LIBRARY 5 PARKER POINT ROAD BLUE HILL,ME 04614	NONE		DONATION TO GENERAL FUND	500
BLUE HILL FIRE CO 65 WATER STREET BLUE HILL,ME 04614	NONE		DONATION TO GENERAL FUND	100
FRIENDS OF BOCA GRANDE COMMUNITY CENTER 131 FIRST STREET WEST BOCA GRANDE,FL 33921	NONE		DONATION TO GENERAL FUND	500
NATIONAL RESOURCES DEFENSE COUNCIL 40 W 20TH STREET NEW YORK,NY 10011	NONE		DONATION TO GENERAL FUND	2,000
DEDHAM COMMUNITY HOUSE 671 HIGH STREET DEDHAM,MA 02026	NONE		DONATION TO GENERAL FUND	1,000
POMFRET SCHOOL 398 POMFRET STREET POMFRET,CT 06258	NONE		DONATION TO GENERAL FUND	1,000
MUSEUM OF FINE ARTS 465 HUNTINGTON AVENUE BOSTON,MA 02115	NONE		DONATION TO GENERAL FUND	600
WGBH ONE GUEST STREET BOSTON,MA 02135	NONE		DONATION TO GENERAL FUND	100
BEACON HILL SEMINARS 121 MOUNT VERNON STREET BOSTON,MA 02108	NONE		DONATION TO GENERAL FUND	500
CAPE ANN MUSEUM 27 PLEASANT STREET GLOUCESTER,MA 01930	NONE		DONATION TO GENERAL FUND	100
GEORGE STEVENS ACADEMY 23 UNION STREET BLUE HILL,ME 04614	NONE		DONATION TO GENERAL FUND	1,000
FRIENDS OF BLUE HILL BAY PO BOX 1633 BLUE HILL,ME 04614	NONE		DONATION TO GENERAL FUND	500
HANDEL AND HAYDN SOCIETY 300 MASS AVENUE BOSTON,MA 02115	NONE		DONATION TO GENERAL FUND	100
CHAMPLAIN SOCIETY COLLEGE OF THE ATLANTIC 105 EDEN STREET BAR HARBOR,ME 04609	NONE		DONATION TO GENERAL FUND	500

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NORTH BENNET STREET SCHOOL 39 N BENNET STREET BOSTON, MA 02113	NONE		DONATION TO GENERAL FUND	100
NEW SURRY THEATER 18 UNION STREET BLUE HILL, ME 04614	NONE		DONATION TO GENERAL FUND	500
BEACON HILL VILLAGE 74 JOY STREET BOSTON, MA 02114	NONE		DONATION TO GENERAL FUND	1,000
SPRINGSIDE ACADEMY 500 WILLOW GROVE AVENUE PHILADELPHIA, PA 19118	NONE		DONATION TO GENERAL FUND	125
JACKSON LABS 600 MAIN STREET BAR HARBOR, ME 04609	NONE		DONATION TO GENERAL FUND	2,000
AMERICAN DIABETES 1701 NORTH BEAUREGARD STREET AALEXANDRIA, VA 22311	NONE		DONATION TO GENERAL FUND	50
BLUE HILL HERITAGE TRUST 258 MOUNTAIN ROAD BLUE HILL, ME 04614	NONE		DONATION TO GENERAL FUND	250
PEABODY ESSEX MUSEUM 161 ESSEX STREET SALEM, MA 01970	NONE		DONATION TO GENERAL FUND	250
SAILORS FOR THE SEA 449 THAMES STREET 300D NEWPORT, RI 02840	NONE		DONATION TO GENERAL FUND	500
Total			3a	49,725