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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation Charlotte Palmer Phillips Foundation, Inc C/O Kotin, Crabtree & Strong, LLP		A Employer identification number 13-6100994
Number and street (or P.O. box number if mail is not delivered to street address) One Bowdoin Square	Room/suite	B Telephone number 617-227-7031
City or town, state, and ZIP code Boston, MA 02114-2925		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,633,430.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		64.	64.		Statement 1
4 Dividends and interest from securities		59,844.	59,844.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		111,763.			
b Gross sales price for all assets on line 6a		1,550,685.			
7 Capital gain net income (from Part IV, line 2)			111,763.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		5,111.	5,111.		Statement 3
12 Total. Add lines 1 through 11		176,782.	176,782.		
13 Compensation of officers, directors, trustees, etc.		2,000.	0.		2,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 4		11,137.	0.		11,137.
b Accounting fees Stmt 5		8,779.	0.		8,779.
c Other professional fees Stmt 6		26,568.	26,568.		0.
17 Interest					
18 Taxes Stmt 7		3,415.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 8		250.	0.		250.
24 Total operating and administrative expenses. Add lines 13 through 23		52,149.	26,568.		22,166.
25 Contributions, gifts, grants paid		89,500.			89,500.
26 Total expenses and disbursements. Add lines 24 and 25		141,649.	26,568.		111,666.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		35,133.			
b Net investment income (if negative, enter -0-)			150,214.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 21 2013

Revenue

Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,686.	12,190.	12,190.
	2 Savings and temporary cash investments	46,068.	73,008.	73,008.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	2,391,060.	2,386,338.	2,548,232.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	2,438,814.	2,471,536.	2,633,430.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	2,438,814.	2,471,536.	
30 Total net assets or fund balances	2,438,814.	2,471,536.		
31 Total liabilities and net assets/fund balances	2,438,814.	2,471,536.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,438,814.
2 Enter amount from Part I, line 27a	2	35,133.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,473,947.
5 Decreases not included in line 2 (itemize) ▶ Timing Difference	5	2,411.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,471,536.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,550,685.		1,438,922.	111,763.

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) 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	
a			
b			
c			
d			
e			111,763.

2 Capital gain net income or (net capital loss)	2	111,763.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	107,821.	2,564,680.	.042041
2010	116,357.	2,442,816.	.047632
2009	109,972.	2,290,474.	.048013
2008	134,540.	2,662,126.	.050539
2007	149,999.	2,994,042.	.050099

2 Total of line 1, column (d)	2	.238324
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	.047665
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,567,654.
5 Multiply line 4 by line 3	5	122,387.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,502.
7 Add lines 5 and 6	7	123,889.
8 Enter qualifying distributions from Part XII, line 4	8	111,666.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	3,004.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	3,004.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	3,004.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	2,800.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6d		
b Exempt foreign organizations - tax withheld at source	7	2,800.	
c Tax paid with application for extension of time to file (Form 8868)	8		
d Backup withholding erroneously withheld	9	204.	
7 Total credits and payments. Add lines 6a through 6d	10		
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	11		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13		
14	The books are in care of ► Tonneson + Co Telephone no. ► 781-245-9999 Located at ► 401 Edgewater Place, Suite 300, Wakefield, MA ZIP+4 ► 01880			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A
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	N/A
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

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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? **N/A** ☐ 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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		2,000.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

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

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,516,804.
b	Average of monthly cash balances	1b	89,951.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,606,755.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,606,755.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,101.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,567,654.
6	Minimum investment return. Enter 5% of line 5	6	128,383.

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	128,383.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,004.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,004.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	125,379.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	125,379.
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	125,379.

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	111,666.
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	111,666.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	111,666.

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				125,379.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	2,089.			
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	2,089.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 111,666.				
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				111,666.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	2,089.			2,089.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				11,624.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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



b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

b 85% of line 2a

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

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

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

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

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

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

c "Support" alternative test - enter:

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

[illegible]

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

1 Information Regarding Foundation Managers:

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

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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 Paid during the year				
Oshkosh Area Foundation 230 Ohio Street Oshkosh, WI 54902	None	Public Charity	Contribution	1,000.
La Sala deGalisteo 5637 State Highway 4 Lamy, NM 87540	None	Public Charity	Contribution	500.
Minot Sleeper Library 35 Pleasant St Bristol, NH 03222	None	Public Charity	Contribution	1,000.
Trustees of Phillips Exeter Academy 20 Main Street Exeter, NH 03833	None	Education	Contribution	2,000.
President & Trustees of Bowdoin College 4100 College Station Brunswick, ME 04011	None	Education	Contribution	11,000.
Total	See continuation sheet(s)			89,500.
b Approved for future payment				
None				
Total				0.

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: First In First Out (FIFO)

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CURRENCYSHARES JAPANESE YEN TRUST: FXV	655.0000	10/05/11	02/02/12	\$84,624.45	\$83,993.93	\$630.52
Security Subtotal				\$84,624.45	\$83,993.93	\$630.52
ISHARES IBXX INVESTOP IBXX \$ INVESTOP CORP BOND FUND: LQD	453.0000	10/05/11	10/03/12	\$55,089.55	\$50,416.05	\$4,673.50
Security Subtotal				\$55,089.55	\$50,416.05	\$4,673.50
ISHARES MSCI HK IDX FD HONG KONG INDEX FUND: EWH	4,844.0000	10/05/11	02/02/12	\$81,812.62	\$68,823.07	\$12,989.55
ISHARES MSCI HK IDX FD HONG KONG INDEX FUND: EWH	4,089.0000	11/01/11	02/02/12	\$69,061.06	\$66,959.01	\$2,102.05
Security Subtotal				\$150,873.68	\$135,782.08	\$15,091.60
ISHARES TR BARCLAYS TIPS BOND FUND: TIP	436.0000	09/27/11	06/06/12	\$52,371.15	\$49,983.17	\$2,387.98
Security Subtotal				\$52,371.15	\$49,983.17	\$2,387.98
S P D R S&P 500 ETF TR EXPIRING 01/22/2118: SPY	425.0000	02/02/12	06/06/12	\$55,849.83	\$56,390.70	(\$540.87)
Security Subtotal				\$55,849.83	\$56,390.70	(\$540.87)

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SPDR BARCLAYS CAPITAL HIGH YIELD BOND TF: JNK	2,390.0000	02/09/12	10/03/12	\$95,600.25	\$94,638.03	\$962.22
Security Subtotal				\$95,600.25	\$94,638.03	\$962.22
VANGUARD TOTAL STOCK MKT: VTI	169.0000	05/31/11	02/02/12	\$11,552.96	\$11,794.51	(\$241.55)
VANGUARD TOTAL STOCK MKT VTI	1,320.0000	09/08/11	02/02/12	\$90,236.10	\$81,303.42	\$8,932.68
Security Subtotal				\$101,789.06	\$93,097.93	\$8,691.13
Total Short-Term				\$596,197.97	\$564,301.89	\$31,896.08

Long-Term

	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
3 SHARES TR BARCLAYS TIPS BOND FUND: TIP	752.0000	09/27/11	10/03/12	\$92,230.73	\$86,209.51	\$6,021.22
Security Subtotal				\$92,230.73	\$86,209.51	\$6,021.22
PIMCO EXCH TRADED FUND 15+ YR US TIPS INDEX FD: LTPZ	250.0000	10/04/10	02/02/12	\$16,811.71	\$14,112.98	\$2,698.73
PIMCO EXCH TRADED FUND 15+ YR US TIPS INDEX FD: LTPZ	357.0000	10/04/10	10/03/12	\$25,785.53	\$20,153.33	\$5,632.20

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PIMCO EXCH TRADED FUND 15+ YR US TIPS INDEX FD: LTPZ	201.0000	09/08/11	10/03/12	\$14,517.91	\$12,759.96	\$1,757.95
Security Subtotal				\$57,115.15	\$47,026.27	\$10,088.88
POWERSHS QQQ TRUST SER 1: QQQ	289.0000	02/01/11	10/03/12	\$19,941.10	\$16,467.31	\$3,473.79
Security Subtotal				\$19,941.10	\$16,467.31	\$3,473.79
SPDR GOLD TRUST GLD	279.0000	10/16/08	06/06/12	\$44,282.26	\$21,938.11	\$22,344.15
SPDR GOLD TRUST GLD	57.0000	10/31/08	06/06/12	\$9,046.91	\$4,069.03	\$4,977.88
SPDR GOLD TRUST GLD	69.0000	10/31/08	07/17/12	\$10,610.02	\$4,925.66	\$5,684.36
SPDR GOLD TRUST GLD	238.0000	05/12/10	07/17/12	\$36,596.87	\$28,935.04	\$7,661.83
SPDR GOLD TRUST GLD	26.0000	10/04/10	07/17/12	\$3,997.97	\$3,343.05	\$654.92
SPDR GOLD TRUST GLD	85.0000	10/04/10	10/03/12	\$14,659.33	\$10,929.21	\$3,730.12

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SPDR GOLD TRUST	45.0000	05/31/11	10/03/12	\$7,760.82	\$6,734.25	\$1,026.57
Security Subtotal				\$126,954.18	\$80,874.35	\$46,079.83
VANGUARD DIV APPRECIATION: VIG	221.0000	12/08/10	06/06/12	\$12,240.87	\$11,450.10	\$790.77
VANGUARD DIV APPRECIATION: VIG	440.0000	02/01/11	06/06/12	\$24,370.97	\$23,633.24	\$737.73
Security Subtotal				\$36,611.84	\$35,083.34	\$1,528.50
VANGUARD MSCI EMERGING MARKETS ETF: VWO	803.0000	05/31/11	12/06/12	\$34,367.63	\$39,403.21	(\$5,035.58)
Security Subtotal				\$34,367.63	\$39,403.21	(\$5,035.58)
VANGUARD REIT: VNQ	255.0000	10/04/10	02/02/12	\$15,887.64	\$13,214.86	\$2,672.78
Security Subtotal				\$15,887.64	\$13,214.86	\$2,672.78
VANGUARD TOTAL STOCK MKT: VTI	1,968.0000	06/19/07	02/02/12	\$134,533.83	\$150,145.50	(\$15,611.67)
VANGUARD TOTAL STOCK MKT: VTI	272.0000	07/11/07	02/02/12	\$18,594.11	\$20,540.51	(\$1,946.40)
VANGUARD TOTAL STOCK MKT: VTI	478.0000	02/26/08	02/02/12	\$32,676.41	\$32,806.08	(\$129.67)

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
VANGUARD TOTAL STOCK MKT: VTI	404.0000	02/04/09	02/02/12	\$27,617.72	\$17,048.32	\$10,569.40
Security Subtotal				\$213,422.07	\$220,540.41	(\$7,118.34)
Total Long-Term				\$596,530.34	\$538,819.26	\$57,711.08
Total Realized Gain or (Loss)				\$1,192,728.31	\$1,103,121.15	\$89,607.16

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.

Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CURRENCYSHARES JAPANESE YEN TRUST. FXV	161.0000	10/05/11	02/02/12	\$20,800.82	\$20,645.84	\$154.98
Security Subtotal				\$20,800.82	\$20,645.84	\$154.98
GUGGENHEIM EXCHG TRD FD ENHANCED SHORT DURATION BOND ETF: GSY	73.0000	02/02/12	06/07/12	\$3,643.35	\$3,641.09	\$2.26
Security Subtotal				\$3,643.35	\$3,641.09	\$2.26
ISHARES MSCI HK IDX FD HONG KONG INDEX FUND: EWH	1,305.0000	11/01/11	02/02/12	\$22,040.77	\$21,369.90	\$670.87
Security Subtotal				\$22,040.77	\$21,369.90	\$670.87
IMCO EXCH TRADED FUND ENHANCED SHORT MATURITY STRATEGY FUN: MINT	179.0000	09/08/11	02/02/12	\$17,991.30	\$18,039.41	(\$48.11)
PIMCO EXCH TRADED FUND ENHANCED SHORT MATURITY STRATEGY FUN: MINT	38.0000	09/08/11	06/07/12	\$3,839.05	\$3,829.59	\$9.46
Security Subtotal				\$21,830.35	\$21,869.00	(\$38.65)
POWERSHARES GLOBAL ETF FUNDAMENTAL HIGH YLD USDBOND PORT: PHB	1,136.0000	02/09/12	10/03/12	\$21,664.73	\$21,297.73	\$367.00
Security Subtotal				\$21,664.73	\$21,297.73	\$367.00

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2012 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
OWERSHARES S&P ETF 500 LOW VOLATILITY PORTFOLIO: SPLV	94.0000	02/02/12	12/04/12	\$2,610.32	\$2,434.32	\$176.00
Security Subtotal				\$2,610.32	\$2,434.32	\$176.00
POWERSHS QQQ TRUST SER 1- QQQ	91.0000	10/05/11	06/07/12	\$5,703.84	\$4,821.36	\$882.48
Security Subtotal				\$5,703.84	\$4,821.36	\$882.48
S P D R S&P 500 ETF TR EXPIRING 01/22/2118: SPY	161.0000	02/02/12	06/06/12	\$21,157.23	\$21,362.12	(\$204.89)
Security Subtotal				\$21,157.23	\$21,362.12	(\$204.89)
SPDR GOLD TRUST SPDR GOLD SHARES. GLD	16.0000	09/09/11	07/17/12	\$2,460.29	\$2,896.63	(\$436.34)
Security Subtotal				\$2,460.29	\$2,896.63	(\$436.34)
Total Short-Term				\$121,911.70	\$120,337.99	\$1,573.71

Long-Term

	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ISHARES TR BARCLAYS BONDBARCLAYS 1-3 YEAR TREAS BOND FUND: SHY	82.0000	10/31/08	06/07/12	\$6,921.46	\$6,901.60	\$19.86

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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11/19/12/13/14/15/16/17/18/19/20

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ISHARES TR BARCLAYS BONDBARCLAYS 1-3 YEAR TREAS BOND FUND: SHY	279.0000	10/31/08	10/03/12	\$23,562.00	\$23,482.29	\$79.71
ISHARES TR BARCLAYS BONDBARCLAYS 1-3 YEAR TREAS BOND FUND: SHY	57.0000	10/02/09	10/03/12	\$4,813.74	\$4,801.52	\$12.22
ISHARES TR BARCLAYS BONDBARCLAYS 1-3 YEAR TREAS BOND FUND: SHY	30.0000	09/08/11	10/03/12	\$2,533.55	\$2,539.77	(\$6.22)
Security Subtotal				\$37,830.75	\$37,725.18	\$105.57
ISHARES TR BARCLAYS BONDBARCLAYS 7-10 YEAR TREASURY BON: IEF	28.0000	05/31/11	12/04/12	\$3,045.81	\$2,705.36	\$340.45
Security Subtotal				\$3,045.81	\$2,705.36	\$340.45
ISHARES TR BARCLAYS TIPSBOND FUND: TIP	20.0000	07/09/07	06/07/12	\$2,404.54	N/A	2217.14
ISHARES TR BARCLAYS TIPSBOND FUND: TIP	45.0000	06/16/08	06/07/12	\$5,410.23	\$4,718.35	\$691.88
ISHARES TR BARCLAYS TIPSBOND FUND: TIP	56.0000	06/16/08	10/03/12	\$6,868.25	\$5,871.72	\$996.53
ISHARES TR BARCLAYS TIPSBOND FUND: TIP	71.0000	10/04/10	10/03/12	\$8,707.95	\$7,774.22	\$933.73
ISHARES TR BARCLAYS TIPSBOND FUND: TIP	135.0000	09/08/11	10/03/12	\$16,557.38	\$15,668.87	\$888.51
Security Subtotal				\$39,948.35	\$34,033.16	\$3,510.65

2012 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PIMCO EXCH TRADED FUND ENHANCED SHORT MATURITY STRATEGY FUN: MINT	121.0000	06/02/10	02/02/12	\$12,161.72	\$12,126.13	\$35.59
PIMCO EXCH TRADED FUND ENHANCED SHORT MATURITY STRATEGY FUN: MINT	211.0000	10/04/10	02/02/12	\$21,207.63	\$21,317.57	(\$109.94)
PIMCO EXCH TRADED FUND ENHANCED SHORT MATURITY STRATEGY FUN: MINT	190.0000	11/18/10	02/02/12	\$19,096.91	\$19,212.80	(\$115.89)
Security Subtotal				\$52,466.26	\$52,656.50	(\$190.24)
PIMCO EXCH TRADED FUND 15+ YR US TIPS INDEX FD: LTPZ	121.0000	10/04/10	02/02/12	\$8,136.86	\$6,892.52	\$1,304.34
PIMCO EXCH TRADED FUND 15+ YR US TIPS INDEX FD: LTPZ	68.0000	10/04/10	10/03/12	\$4,911.53	\$3,839.76	\$1,071.77
PIMCO EXCH TRADED FUND 15+ YR US TIPS INDEX FD: LTPZ	122.0000	09/08/11	10/03/12	\$8,811.86	\$7,744.85	\$1,067.01
PIMCO EXCH TRADED FUND 15+ YR US TIPS INDEX FD: LTPZ	21.0000	09/09/11	10/03/12	\$1,516.80	\$1,344.63	\$172.17
Security Subtotal				\$23,377.05	\$19,761.76	\$3,615.29

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SPDR BARCLAYS CAP ETF SHORT TERM CORPORATE BOND: SCPB	237.0000	02/01/11	06/07/12	\$7,209.85	\$7,200.06	\$9.79
Security Subtotal				\$7,209.85	\$7,200.06	\$9.79
SPDR BARCLAYS ETF 1-3 YEAR US CORP INVESTMENT G: SCPB	122.0000	02/01/11	12/04/12	\$3,756.30	\$3,706.36	\$49.94
Security Subtotal				\$3,756.30	\$3,706.36	\$49.94
SPDR GOLD TRUST SPDR GOLD SHARES: GLD	32.0000	11/04/08	02/02/12	\$5,464.90	\$2,391.95	\$3,072.95
SPDR GOLD TRUST SPDR GOLD SHARES: GLD	15.0000	11/04/08	07/17/12	\$2,306.53	\$1,121.23	\$1,185.30
SPDR GOLD TRUST SPDR GOLD SHARES: GLD	94.0000	05/12/10	07/17/12	\$14,454.23	\$11,433.54	\$3,020.69
Security Subtotal				\$22,225.66	\$14,946.72	\$7,278.94
VANGUARD BOND INDEX FUNDTOTAL BOND MARKET ETF: BND	52.0000	11/04/08	06/06/12	\$4,373.88	\$3,849.56	\$524.32
VANGUARD BOND INDEX FUNDTOTAL BOND MARKET ETF: BND	127.0000	11/04/08	06/07/12	\$10,680.71	\$9,401.81	\$1,278.90

2012 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
'ANGUARD BOND INDEX FUNDTOTAL BOND MARKET ETF-BND	28.0000	11/04/08	12/04/12	\$2,377.01	\$2,072.84	\$304.17
Security Subtotal				\$17,431.60	\$15,324.21	\$2,107.39
VANGUARD DIV APPRECIATION: VIG	20.0000	03/17/10	06/07/12	\$1,123.58	\$978.16	\$145.42
VANGUARD DIV APPRECIATION: VIG	69.0000	06/02/10	06/07/12	\$3,876.33	\$3,191.75	\$684.58
VANGUARD DIV APPRECIATION: VIG	121.0000	06/02/10	10/03/12	\$7,248.57	\$5,597.13	\$1,651.44
Security Subtotal				\$12,248.48	\$9,767.04	\$2,481.44
VANGUARD REIT: VNQ	90.0000	09/15/10	02/02/12	\$5,607.40	\$4,733.43	\$873.97
VANGUARD REIT: VNQ	79.0000	09/15/10	06/07/12	\$4,990.32	\$4,154.89	\$835.43
Security Subtotal				\$10,597.72	\$8,888.32	\$1,709.40

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
VANGUARD TOTAL STOCK MKT: VTI	77.0000	02/01/11	06/07/12	\$5,228.95	\$5,189.03	\$39.92
Security Subtotal				\$5,228.95	\$5,189.03	\$39.92
Total Long-Term				\$235,366.78	\$211,903.70 ^h	\$21,058.54 ^h
Total Realized Gain or (Loss)				\$357,278.48	\$332,241.69 ^h	\$22,632.25 ^h

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers. Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options

Endnotes For Your Account

Symbol Endnote Legend

^h Value includes incomplete cost basis.

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	Charles Schwab 9500	P		
b	Charles Schwab 9500	P		
c	Charles Schwab 9295	P		
d	Charles Schwab 9295	P		
e	PowerShares DB Commodity Index	P		
f	PowerShares DB Commodity Index	P		
g	Capital Gains Dividends			
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 596,198.		564,302.	31,896.
b 596,530.		538,819.	57,711.
c 121,912.		120,338.	1,574.
d 235,367.		213,920.	21,447.
e 213.			213.
f		1,543.	-1,543.
g 465.			465.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			31,896.
b			57,711.
c			1,574.
d			21,447.
e			213.
f			-1,543.
g			465.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	111,763.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Mystic Seaport Museum 75 Greenmanville Avenue Mystic, CT 06355-0990	None	Public Charity	Contribution	1,000.
Exploratorium 15/17 Pier San Francisco, CA 94111	None	Public Charity	Contribution	4,000.
The Miquon School 2025 Harts Ln Conshohocken, PA 19428	None	Education	Contribution	4,000.
Grace Church School 84 4th Avenue New York, NY 10003	None	Education	Contribution	4,000.
Fordham Preparatory School 441 E. Fordham Road Bronx, NY 10458	None	Education	Contribution	5,000.
Fordham University 155 W 60th Street New York, NY 10023	None	Education	Contribution	3,000.
Gregorian University Foundation 106 W 56th Street New York, NY 10019	None	Education	Contribution	1,000.
Cristo Rey New York High School 112 E 106TH Street New York, NY 10029	None	Education	Contribution	500.
1st United Methodist Church 1320 Main Street Houston, TX 77002	None	Religious	Contribution	1,000.
1st United Methodist Church 1320 Main Street Houston, TX 77002	None	Religious	Contribution	1,000.
Total from continuation sheets				74,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Humane Farming Association PO Box 3577 San Rafael, CA 94912	None	Public Charity	Contribution	3,000.
Carlton Hills Evangelical Lutheran Church 9735 Halberns Blvd Santee, CA 92071	None	Religious	Contribution	2,000.
Lake George Land Conservancy 4905 Lake Shore Dr. Bolton Landing, NY 12814	None	Public Charity	Contribution	1,000.
Fuller Center For Housing 701 S. Martin Luther King Blvd. Americus, GA 31719	None	Public Charity	Contribution	1,500.
Natick Community Organic Farm 117 Eliot Street Natick, MA 01760	None	Public Charity	Contribution	2,000.
Heartwood PO Box 538 Gosport, IN 47433	None	Public Charity	Contribution	500.
Harvard Law School Fund 125 Mount Auburn Street Cambridge, MA 02138	None	Education	Contribution	500.
Radio WGAO at Dean College 99 Main Street Franklin, MA 02038	None	Education	Contribution	5,000.
Hopewell Cancer Support 10628 Falls Rd Lutherville, MD 21093	None	Public Charity	Contribution	5,000.
People for Cats 44 Beagle Lane Teaticket, MA 02536	None	Public Charity	Contribution	2,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Oshkosh Area Foundation 230 Ohio Street Oshkosh, WI 54902	None	Public Charity	Contribution	3,000.
University of Wisconsin 500 Lincoln Drive Madison, WI 53706	None	Education	Contribution	1,000.
Oshkosh Public Museum 1331 Algoma Blvd Oshkosh, WI 54901	None	Public Charity	Contribution	1,000.
Paine AA Center 1410 Algoma Blvd Oshkosh, WI 54901	None	Public Charity	Contribution	500.
Aldo Leopold Foundation E13701 Levee Rd Baraboo, WI 53913	None	Public Charity	Contribution	500.
Friends of Arlington Great Meadows PO Box 492 Arlington, MA 02476	None	Public Charity	Contribution	500.
Boston Children's Chorus 112 Shawmut Ave Boston, MA 02118	None	Public Charity	Contribution	2,000.
Shady Hill School 178 Coolidge Hill Cambridge, MA 02138	None	Education	Contribution	2,000.
Harvard Study of Adult Development 1350 Massachusetts Ave Cambridge, MA 02139	None	Education	Contribution	2,500.
Appalachian Mountain Club 5 Joy Street Boston, MA 02108	None	Public Charity	Contribution	1,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)Total from continuation sheets

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
PowerShres DB Commodity Index	64.
Total to Form 990-PF, Part I, line 3, Column A	64.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Charles Schwab 9295	13,815.	448.	13,367.
Charles Schwab 9500	46,494.	17.	46,477.
Total to Fm 990-PF, Part I, ln 4	60,309.	465.	59,844.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
PowerShares DB Commodity Index	4,526.	4,526.	
Other Income	585.	585.	
Total to Form 990-PF, Part I, line 11	5,111.	5,111.	

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Kotin, Crabtree & Strong LLP	6,122.	0.		6,122.
Hodgson Russ LLP	5,015.	0.		5,015.
To Fm 990-PF, Pg 1, ln 16a	11,137.	0.		11,137.

Form 990-PF	Accounting Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Grant Thornton	8,779.	0.		8,779.	
To Form 990-PF, Pg 1, ln 16b	8,779.	0.		8,779.	

Form 990-PF	Other Professional Fees			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Investment Expenses	26,568.	26,568.		0.	
To Form 990-PF, Pg 1, ln 16c	26,568.	26,568.		0.	

Form 990-PF	Taxes			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
2011 Federal tax due paid in 2012	615.	0.		0.	
2012 Federal Estimate tax	2,800.	0.		0.	
To Form 990-PF, Pg 1, ln 18	3,415.	0.		0.	

Form 990-PF	Other Expenses			Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Filing Fee	250.	0.		250.	
To Form 990-PF, Pg 1, ln 23	250.	0.		250.	

Form 990-PF	Other Investments	Statement	9
Description	Valuation Method	Book Value	Fair Market Value
See Attached Schedule 2	COST	1,779,813.	1,915,724.
See Attached Schedule 2	COST	598,387.	624,370.
Accumulated income adjustment from PowerShares DB Commodity Index	COST	8,138.	8,138.
Total to Form 990-PF, Part II, line 13		2,386,338.	2,548,232.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	10
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Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Expense Contrib Account
Marjorie Gilbert 16 Cleveland Drive Croton-on-Hudson, NY 10520	Trustee 2.00	2,000.	0. 0.
William S. Strong, ESQ. C/O Kotin, Crabtree & Strong, LLP, One Bowdoin Square Boston, MA 02114-2919	Treasurer 4.00	0.	0. 0.
Paul M. Frank, ESQ. C/O Hodgson Russ, LLP, 1540 Broadway, 24th Floor New York, NY 10036	President 4.00	0.	0. 0.
Sarah E. Cogan, ESQ. C/O Simpson Thacher & Bartlett LLP, 425 Lexington Ave, 15th Floor New York, NY 10017-3954	Secretary 2.00	0.	0. 0.
Ann Reinke Strong 37 Maple Street Lexington, MA 02420	Trustee 0.00	0.	0. 0.
John Gibbons C/O Odin Partners, 237 Park Avenue New York, NY 10017-3140	Trustee 0.00	0.	0. 0.

Charlotte Palmer Phillips Foundation, Inc

13-6100994

Marjorie T. Cook-Sullivan	Trustee			
PO Box 163	0.00	0.	0.	0.
Water Valley, MS 38965				

John B. Chessare MD, MPH	Trustee			
C/O Greater Baltimore Medical				
Center, 6701 N. Charles St.	0.00	0.	0.	0.
Baltimore, MD 21204				

Totals included on 990-PF, Page 6, Part VIII

2,000.	0.	0.
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