Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2012

Open to public Inspection

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

Name of foundation
ARCADIA CHARITABLE TRUST

A Employer identification number
13-7102310

Number and street (or P O. box number if mail is not delivered to street address)
HEMENWAY & BARNES LLP, PO BOX 961209

Room/suite

B Telephone number
(617) 227-7940

City or town, state, and ZIP code
BOSTON, MA 02196-1209

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name 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)* ▶$ 6,433,504.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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)
Revenue	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	74.	10,279.		STATEMENT 2
	4	Dividends and interest from securities	78,590.	86,851.		STATEMENT 3
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	450,316.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 2,500,290.				
	7	Capital gain net income (from Part IV, line 2)		512,433.		
	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	14,469.	3,395.		STATEMENT 4
	12	**Total.** Add lines 1 through 11	543,449.	612,958.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees STMT 5	83,344.	66,469.		16,875.
	17	Interest				
	18	Taxes STMT 6	20,138.	1,323.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	314.	34,921.		35.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	103,796.	102,713.		16,910.
	25	Contributions, gifts, grants paid	308,654.			308,654.
	26	**Total expenses and disbursements.** Add lines 24 and 25	412,450.	102,713.		325,564.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	130,999.			
	b	**Net investment income** (if negative, enter -0-)		510,245.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2012)

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	151,443.	145,576.	145,576.
	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			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	5,114,048.	5,249,392.	6,287,928.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	5,265,491.	5,394,968.	6,433,504.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	5,265,491.	5,263,969.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	130,999.	
	30	**Total net assets or fund balances**	5,265,491.	5,394,968.	
	31	**Total liabilities and net assets/fund balances**	5,265,491.	5,394,968.	

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	5,265,491.
2	Enter amount from Part I, line 27a	2	130,999.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,396,490.
5	Decreases not included in line 2 (itemize) ▶ ADJUST FOR YEAR END DIVIDEND POSTING	5	1,522.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,394,968.

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	2,500,290.		2,056,786.	512,433.

	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				512,433.

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	512,433.
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	297,452.	6,574,451.	.045244
2010	322,785.	6,473,308.	.049864
2009	316,361.	5,843,532.	.054139
2008	257,815.	6,735,874.	.038275
2007	391,096.	7,989,006.	.048954

2 **Total** of line 1, column (d)	2	.236476
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	.047295
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,476,536.
5 Multiply line 4 by line 3	5	306,308.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,102.
7 Add lines 5 and 6	7	311,410.
8 Enter qualifying distributions from Part XII, line 4	8	325,564.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	5,102.
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	5,102.
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	5,102.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,327.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	18,327.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	13,225.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		5,200.	**Refunded** ▶ 11	8,025.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ HEMENWAY & BARNES, LLP Telephone no. ▶617-227-7940

Located at ▶60 STATE STREET, BOSTON, MA ZIP+4 ▶02109-1899

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			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)? N/A	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		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 ▶ ________, ________, ________, ________

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.

▶ ________, ________, ________, ________

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SARAH S FITZGERALD C/O HEMENWAY & BARNES LLP 60 STATE ST BOSTON, MA 02109	TRUSTEE 0.50	0.	0.	0.
CATHERINE M STONE C/O HEMENWAY & BARNES LLP 60 STATE ST BOSTON, MA 02109	TRUSTEE 0.50	0.	0.	0.
R. GREGG STONE III C/O HEMENWAY & BARNES LLP 60 STATE ST BOSTON, MA 02109	TRUSTEE 0.50	0.	0.	0.

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

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

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

Part 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.

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	4,529,909.
b	Average of monthly cash balances			1b	250,227.
c	Fair market value of all other assets			1c	1,795,027.
d	**Total** (add lines 1a, b, and c)			1d	6,575,163.
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	6,575,163.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	98,627.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	6,476,536.
6	**Minimum investment return.** Enter 5% of line 5			6	323,827.

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	323,827.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,102.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	575.		
c	Add lines 2a and 2b			2c	5,677.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	318,150.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	318,150.
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	318,150.

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	325,564.
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	325,564.
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	5,102.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	320,462.

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				318,150.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			308,654.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 325,564.				
a Applied to 2011, but not more than line 2a			308,654.	
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				16,910.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				301,240.
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				

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12-05-12

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: **a** "Assets" alternative test - enter: **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 9

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:

SEE STATEMENT 10

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FIDELITY CHARITABLE GIFT FUND	N/A	PUBLIC CHARITY	GENERAL PURPOSE	31,154.
HARLEM ACADEMY 1330 FIFTH AVENUE NEW YORK, NY 10026	N/A	PUBLIC CHARITY	EDUCATION	42,500.
MAINE ISLAND TRAIL ASSSOCIATION 58 FORE ST., SUITE 30-3 PORTLAND, ME 04101	N/A	PUBLIC CHARITY	ENVIRONMENT	25,000.
MOUNT SINAI ADOLESCENT HEALTH CENTER ONE GUSTAVE LEVY NEW YORK, NY 10029	N/A	PUBLIC CHARITY	HEALTH	55,000.
SUMMER SEARCH NEW YORK CITY 90 BROAD STREET, SUITE 202 NEW YORK, NY 10004	N/A	PUBLIC CHARITY	SOCIAL SERVICES	30,000.
Total SEE CONTINUATION SHEET(S) ▶ **3a**				308,654.
b *Approved for future payment* NONE				
Total ▶ **3b**				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	74.	
4 Dividends and interest from securities			14	78,590.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	14,469.	
8 Gain or (loss) from sales of assets other than inventory			18	450,316.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		543,449.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 543,449.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

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

Signature of officer or trustee	Date	Title
	11/8/13	TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PATRICE A VIEHL		10/31/13		P00957136

Firm's name ▶ HEMENWAY & BARNES LLP — Firm's EIN ▶ 04-1433295

Firm's address ▶ 60 STATE STREET
BOSTON, MA 02109-1899

Phone no. (617)227-7940

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions Copy B for Recipient OMB No. 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**16** State Tax Withheld
AMERICAN TOWER CORPORATION COM USD0.01, AMT, 03027X100										
Sale	06/13/12	06/15/11	310.000	20,711.93	15,736.53	4,975.40				
CHECK POINT SOFTWARETECHNOLOGIES ORD ILS, CHKP, M22465104										
Sale	10/17/12	03/15/12	510.000	21,107.35	32,056.41	-10,949.06				
Sale	10/17/12	05/15/12	150.000	6,208.04	8,035.60	-1,827.56				
Sale	10/17/12	06/13/12	110.000	4,552.57	5,767.60	-1,215.03				
Sale	10/17/12	08/24/12	310.000	12,829.96	15,337.47	-2,507.51				
Subtotals				**44,697.92**	**61,197.08**					
COACH INC, COH, 189754104										
Sale	03/08/12	08/17/11	163.000	12,524.51	8,396.05	4,128.46				
Sale	08/30/12	06/13/12	140.000	8,032.29	8,536.80	-504.51				
Subtotals				**20,556.80**	**16,932.85**					
CVR ENERGY INC COM TENDERED FROM CUSIP:, 126993690										
Tender	05/21/12	05/17/12	2,210.000	66,300.00	67,587.77	-1,287.77				
GRACE W R & CO DEL NEW, GRA, 38388F108										
Sale	01/05/12	07/15/11	100.000	4,629.21	4,603.98	25.23				
Sale	01/05/12	07/15/11	200.000	9,258.42	9,192.40	66.02				
Sale	01/05/12	07/15/11	217.000	10,045.39	9,971.58	73.81				
Sale	01/05/12	07/15/11	103.000	4,768.08	4,734.91	33.17				
Sale	07/10/12	07/15/11	510.000	25,455.82	23,444.70	2,011.12				
Subtotals				**54,156.92**	**51,947.57**					

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2012 TAX REPORTING STATEMENT

ARCADIA CHARITABLE TRUST

Account No. **663-047473** Customer Service: CALL ADVISOR
Recipient ID No. **13-7102310** Payer's Fed ID Number: 04-3523567

FORM 1099-B 2012 Proceeds from Broker and Barter Exchange Transactions

Short-term transactions for which basis <u>is reported</u> to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
LINCOLN NATIONAL CORP IND, LNC, 534187109										
Sale	10/04/12	01/18/12	100.000	2,453.94	2,216.33	237.61				
Sale	10/04/12	01/18/12	200.000	4,906.47	4,432.66	473.81				
Sale	10/04/12	01/18/12	400.000	9,803.82	8,865.32	938.50				
Sale	10/04/12	01/18/12	1,450.000	35,567.70	32,136.79	3,430.91				
Sale	10/04/12	08/24/12	390.000	9,566.48	9,204.20	362.28				
Subtotals				**62,298.41**	**56,855.30**					
MCCORMICK & CO INC NON VTG, MKC, 579780206										
Sale	03/15/12	08/05/11	630.000	32,485.86	29,382.07	3,103.79				
Sale	03/20/12	08/05/11	170.000	8,796.03	7,928.49	867.54				
Sale	03/20/12	08/17/11	200.000	10,348.27	9,358.60	989.67				
Sale	03/20/12	09/12/11	260.000	13,452.76	11,723.40	1,729.36				
Subtotals				**65,082.92**	**58,392.56**					
NOVO-NORDISK AS ADR-EACH CNV INTO 1 CLAS, NVO, 670100205										
Sale	02/02/12	09/27/11	100.000	12,522.31	10,320.89	2,201.42				
Sale	02/22/12	09/27/11	155.000	21,558.72	15,997.38	5,561.34				
Sale	03/06/12	09/27/11	155.000	21,317.36	15,997.38	5,319.98				
Subtotals				**55,398.39**	**42,315.65**					
PETSMART INC, PETM, 716768106										
Sale	06/13/12	11/01/11	220.000	14,804.26	10,127.68	4,676.58				

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2012 TAX REPORTING STATEMENT

ARCADIA CHARITABLE TRUST
Account No. **663-047473** Customer Service: CALL ADVISOR
Recipient ID No. **13-7102310** Payer's Fed ID Number: 04-3523567

FORM 1099-B 2012 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB No. [illegible]

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c & 6**)

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8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**16** State Tax Withheld
REPUBLIC SERVICES INC CL A, RSG, 760759100										
Sale	04/27/12	11/01/11	1,630.000	44,185.21	45,348.39	-1,163.18				
Sale	04/27/12	11/14/11	550.000	14,909.12	15,009.23	-100.11				
Subtotals				**59,094.33**	**60,357.62**					
SUNCOKE ENERGY INC COM USD0.01, SXC, 86722A103										
Sale	02/22/12	07/08/11	848.727	11,913.96	11,411.45	502.51				
Sale	02/22/12	07/15/11	318.273	4,467.74	4,219.72	248.02				
Subtotals				**16,381.70**	**15,631.17**					
SUNOCO INC, 86764P109										
Sale	02/01/12	07/08/11	1,100.000	42,186.49	38,853.26	3,333.23				
SYNCHRONOSS TECHNOLOGIES INC COM, SNCR, 87157B103										
Sale	08/24/12	03/21/12	100.000	2,187.95	3,262.59	-1,074.64				
Sale	08/24/12	03/21/12	611.000	13,424.28	19,934.46	-6,510.18				
Sale	08/24/12	03/22/12	249.000	5,470.78	7,946.71	-2,475.93				
Sale	10/18/12	03/22/12	10.000	207.59	319.15	-111.56				
Sale	11/06/12	05/09/12	175.000	3,350.53	3,570.33	-219.80				
Sale	11/06/12	05/10/12	160.000	3,063.34	3,350.13	-286.79				
Sale	11/06/12	06/13/12	330.000	6,318.13	5,724.18	593.95				
Sale	11/06/12	06/13/12	500.000	9,572.93	8,682.00	890.93				
Subtotals				**43,595.53**	**52,789.55**					
VANGUARD INTERMED TRM INVST GR ADMIRAL, VFIDX, 922031810										
Sale	03/21/12	various	73.623	743.34	750.54	-7.20				

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2012 TAX REPORTING STATEMENT

ARCADIA CHARITABLE TRUST
Account No. **663-047473** Customer Service: CALL ADVISOR
Recipient ID No. **13-7102310** Payer's Fed ID Number: 04-3523567

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Short-term transactions for which basis <u>**is reported**</u> **to the IRS** --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**16** State Tax Withheld
TOTALS				566,008.94	549,475.13			0.00		
		Box A Short-Term Realized Gain				**46,774.64**				
		Box A Short-Term Realized Loss				**-30,240.83**				
		Box A Wash Sale Loss Disallowed					**0.00**			

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Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

ARCADIA CHARITABLE TRUST

Account No **663-047473** Customer Service: CALL ADVISOR
Recipient ID No. **13-7102310** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Short-term transactions for which basis <u>is not reported</u> to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part I (i)
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**16** State Tax Withheld
EL PASO PIPELINE PARTNERS L P COM UNIT L, EPB, 283702108										
Sale	12/19/12	11/12/12	510.000	19,368.95	18,240.50	1,128.45				
Sale	12/19/12	11/12/12	700.000	26,584.84	25,021.08	1,563.76				
Sale	12/19/12	12/13/12	100.000	3,797.83	3,654.00	143.83				
Sale	12/19/12	12/13/12	100.000	3,797.83	3,663.00	134.83				
Sale	12/19/12	12/13/12	200.000	7,595.68	7,308.66	287.02				
Subtotals				**61,145.13**	**57,887.24**(c)					
SUNCOKE ENERGY INC COM USD0.01, SXC, 86722A103										
Cash In Lieu	01/24/12	01/24/12	0.000	0.29	0.00	0.29				
VANGUARD INTERMED TRM INVST GR ADMIRAL, VFIDX, 922031810										
Sale	03/21/12	various	626.225	6,322.93	6,276.72	46.21				
TOTALS				**67,468.35**	**64,163.96(c)**			**0.00**		
	Box B Short-Term Realized Gain					**3,304.39**				
	Box B Short-Term Realized Loss					**0.00**				
	Box B Wash Sale Loss Disallowed						**0.00**			

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2012 TAX REPORTING STATEMENT

ARCADIA CHARITABLE TRUST

Account No. **663-047473** Customer Service: CALL ADVISOR
Recipient ID No. **13-7102310** Payer's Fed ID Number: 04-3523567

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB No. 1545-0715

Long-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**16** State Tax Withheld
AMERICAN TOWER CORPORATION COM USD0.01, AMT, 03027X100										
Sale	07/18/12	06/15/11	290.000	20,418.85	14,721.27	5,697 58				
Sale	07/18/12	06/23/11	30.000	2,112.29	1,571.99	540.30				
Sale	08/28/12	06/23/11	180.000	12,500.40	9,431.97	3,068.43				
Subtotals				**35,031.54**	**25,725.23**					
BIOMARIN PHARMACEUTICAL INC, BMRN, 09061G101										
Sale	06/13/12	03/23/11	400.000	14,467.71	9,424.38	5,043.33				
Sale	09/25/12	03/23/11	800.000	32,228.40	18,848.75	13,379.65				
Sale	09/25/12	03/24/11	130.000	5,237.11	3,090.26	2,146.85				
Sale	11/06/12	03/24/11	370.000	17,993.47	8,795.34	9,198.13				
Sale	12/06/12	03/24/11	400.000	19,131.77	9,508.48	9,623.29				
Subtotals				**89,058.46**	**49,667.21**					
COACH INC, COH, 189754104										
Sale	08/30/12	08/17/11	487.000	27,940.90	25,085.12	2,855.78				
JPMORGAN CHASE & CO, JPM, 46625H100										
Sale	08/24/12	03/07/11	240.000	8,891.41	10,832.66	-1,941.25				
Sale	08/24/12	03/07/11	300.000	11,114.27	13,531.89	-2,417.62				
Sale	08/24/12	04/27/11	70.000	2,593.33	3,173.09	-579.76				
Subtotals				**22,599.01**	**27,537.64**					
SCHLUMBERGER LIMITEDCOM STK USD0.01, SLB, 806857108										
Sale	08/24/12	06/28/11	90.000	6,674.25	7,584.90	-910.65				
Sale	08/24/12	06/28/11	200.000	14,823.68	16,855.34	-2,031.66				

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Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

ARCADIA CHARITABLE TRUST

Account No. **663-047473** Customer Service: CALL ADVISOR
Recipient ID No. **13-7102310** Payer's Fed ID Number: 04-3523567

FORM 1099-B [illegible] 2012 Proceeds from Broker and Barter Exchange Transactions [illegible]

Long-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**16** State Tax Withheld
SCHLUMBERGER LIMITEDCOM STK USD0.01, SLB, 806857108										
Sale	08/24/12	06/28/11	200.000	14,833.66	16,855.34	-2,021.68				
Subtotals				**36,331.59**	**41,295.58**					
SUNOCO INC, 86764P109										
Sale	07/20/12	07/08/11	500.000	24,011.56	17,660.57	6,350.99				
Sale	07/20/12	07/15/11	600.000	28,813.87	20,897.68	7,916.19				
Subtotals				**52,825.43**	**38,558.25**					
TOTALS				**263,786.93**	**207,869.03**			**0.00**		
	Box A Long-Term Realized Gain					**65,820.52**				
	Box A Long-Term Realized Loss					**-9,902.62**				
	Box A Wash Sale Loss Disallowed						**0.00**			

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2012 TAX REPORTING STATEMENT

ARCADIA CHARITABLE TRUST
Account No. **663-047473** Customer Service: CALL ADVISOR
Recipient ID No. **13-7102310** Payer's Fed ID Number: 04-3523567

FORM 1099-B 2012 Proceeds from Broker and Barter Exchange Transactions Copy B for Recipient OMB No. 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part II (i)

(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**16** State Tax Withheld
BLACKSTONE GROUP L PCOM UNIT REPSTG LTD, BX, 09253U108										
Sale	02/02/12	02/04/10	2,230.000	36,786.49	28,758.97	8,027.52				
COSTCO WHOLESALE CORP, COST, 22160K105										
Sale	09/25/12	09/01/10	140.000	14,308.34	7,997.78	6,310.56				
GILEAD SCIENCES INC, GILD, 375558103										
Sale	02/02/12	03/24/09	282.000	13,959.24	12,691.88	1,267.36				
Sale	08/02/12	03/24/09	630.000	36,524.50	28,354.20	8,170.30				
Subtotals				**50,483.74**	**41,046.08 (c)**					
INTL FLAVORS & FRAGRANCES INC, IFF, 459506101										
Sale	03/06/12	06/04/07	400.000	22,185.12	20,513.33	1,671.79				
Sale	03/06/12	09/05/07	1,100.000	61,009.08	55,162.00	5,847.08				
Subtotals				**83,194.20**	**75,675.33 (c)**					
KIRBY CORP FORMERLY KIRBY EXPL INC, KEX, 497266106										
Sale	02/02/12	07/22/02	900.000	60,403.52	603.26	59,800.26				
Sale	08/24/12	07/22/02	100.000	5,234.88	67.03	5,167.85				
Sale	08/24/12	07/22/02	100.000	5,237.71	67.03	5,170.68				
Sale	08/24/12	07/22/02	100.000	5,229.88	67.03	5,162.85				
Sale	08/24/12	07/22/02	100.000	5,238.27	67.03	5,171.24				
Sale	08/24/12	07/22/02	200.000	10,474.54	134.06	10,340.48				
Sale	08/24/12	07/22/02	1,400.000	73,206.46	938.41	72,268.05				
Sale	12/13/12	07/22/02	100.000	5,778.87	67.03	5,711.84				
Sale	12/13/12	07/22/02	100.000	5,778.88	67.03	5,711.85				

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Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

ARCADIA CHARITABLE TRUST
Account No. **663-047473** Customer Service: CALL ADVISOR
Recipient ID No. **13-7102310** Payer's Fed ID Number: 04-3523567

FORM 1099-B* **2012 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis <u>is not reported</u> to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part II (i)
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**16** State Tax Withheld
KIRBY CORP FORMERLY KIRBY EXPL INC, KEX, 497266106										
Sale	12/13/12	07/22/02	100.000	5,771.87	67.03	5,704.84				
Sale	12/13/12	07/22/02	100.000	5,779.95	67.03	5,712.92				
Sale	12/13/12	07/22/02	100.000	5,780.95	67.03	5,713.92				
Subtotals				**193,915.78**	**2,279.00** (c)					
MOOG INC CLASS A, MOGA, 615394202										
Sale	09/19/12	01/08/10	130.000	5,166.76	4,197.30	969.46				
Sale	09/19/12	01/11/10	200.000	7,948.86	6,500.04	1,448.82				
Sale	09/19/12	01/12/10	200.000	7,948.86	6,410.18	1,538.68				
Sale	09/19/12	01/13/10	100.000	3,974.43	3,256.95	717.48				
Sale	09/19/12	01/14/10	200.000	7,948.86	6,650.00	1,298.86				
Sale	09/19/12	01/15/10	400.000	15,897.72	13,224.72	2,673.00				
Sale	09/19/12	06/08/10	500.000	19,872.16	15,415.20	4,456.96				
Subtotals				**68,757.65**	**55,654.39** (c)					
QUALCOMM INC, QCOM, 747525103										
Sale	02/02/12	06/10/10	730.000	44,506 61	25,380.52	19,126 09				
REITMANS(CANADA) NONVTG CLASS A NPV ISIN, RTMAF, 759404205										
Sale	02/06/12	11/13/06	70.000	1,048.46	1,293.67	-245.21				
Sale	02/06/12	04/26/07	100.000	1,497.80	2,163.14	-665.34				
Sale	02/06/12	04/26/07	200.000	2,995.60	4,328.06	-1,332.46				
Sale	02/06/12	04/26/07	200.000	2,995.60	4,347.70	-1,352 10				
Sale	02/06/12	04/26/07	300.000	4,493.40	6,435.83	-1,942.43				

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2012 TAX REPORTING STATEMENT

ARCADIA CHARITABLE TRUST
Account No. **663-047473** Customer Service: CALL ADVISOR
Recipient ID No. **13-7102310** Payer's Fed ID Number: 04-3523567

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient, OMB NO. 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part II (i)
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
REITMANS(CANADA) NONVTG CLASS A NPV ISIN, RTMAF, 759404205										
Sale	02/06/12	04/26/07	203.000	3,040.55	4,438.27	-1,397.72				
Sale	02/07/12	04/26/07	97.000	1,440.90	2,120.75	-679.85				
Sale	02/07/12	04/26/07	500.000	7,427.30	10,726.45	-3,299.15				
Sale	02/07/12	04/26/07	80.000	1,188.37	1,731.94	-543.57				
Sale	02/08/12	04/26/07	480.000	7,106.45	10,391.61	-3,285.16				
Sale	02/09/12	04/26/07	105.000	1,549.72	2,273.17	-723 45				
Sale	02/10/12	04/26/07	335.000	4,942.79	7,252.48	-2,309.69				
Subtotals				**39,726.94**	**57,503.07** (c)					
SNAP ON INC, SNA, 833034101										
Sale	02/22/12	07/30/09	400.000	24,445.16	13,357.08	11,088.08				
Sale	02/22/12	07/31/09	230.000	14,055.96	7,961.98	6,093.98				
Sale	06/13/12	07/31/09	460.000	29,011.96	15,923.96	13,088.00				
Sale	07/02/12	07/31/09	310.000	19,122.76	10,731.36	8,391.40				
Sale	07/02/12	11/25/09	200.000	12,337.26	7,447.82	4,889.44				
Sale	07/02/12	11/25/09	200.000	12,337.26	7,439.20	4,898.06				
Sale	07/03/12	11/25/09	100.000	6,213.62	3,719.60	2,494.02				
Subtotals				**117,523.98**	**66,581.00** (c)					
VANGUARD INTERMED TRM INVST GR ADMIRAL, VFIDX, 922031810										
Sale	03/21/12	various	10,493.090	105,947.40	105,173.16	774.24				

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Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

ARCADIA CHARITABLE TRUST
Account No. **663-047473** Customer Service: CALL ADVISOR
Recipient ID No. **13-7102310** Payer's Fed ID Number 04-3523567

FORM 1099-B* **2012 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part II (i)
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
VANGUARD SHORT TERM INVMT GRADE ADMIRAL, VFSUX, 922031836										
Sale	11/12/12	various	6,663.603	72,465.00	71,190.60	1,274 40				
Sale	12/13/12	06/30/10	4,139 834	44,965.00	44,227.91	737.09				
Subtotals				**117,430.00**	**115,418.51(c)**					
TOTALS				**872,581.13**	**581,467.81(c)**			**0.00**		
	Box B Long-Term Realized Gain					**308,889.45**				
	Box B Long-Term Realized Loss					**-17,776.13**				
	Box B Wash Sale Loss Disallowed						**0.00**			

For any transaction listed on Form 1099-B in a section indicating that **"basis is reported to the IRS"**, we are reporting to the IRS **1c** type of gain or loss (i.e. short-term or long-term), **6** basis reported to IRS, **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a, 1b, 1e, 2a** and **2b, 3, 4, 5, 13, 14** and **15** We are not reporting to the IRS: the Action, the Gain / Loss, and all subtotals and totals.

For any transaction listed on Form 1099-B in a section indicating that **"basis is not reported to the IRS"**, we are reporting to the IRS: **6** Noncovered security **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a, 1e, 2a** and **2b, 4, 13, 14** and **15**. We are not reporting to the IRS: **1c** type of gain or loss (i.e. short-term or long-term), the Action, the Gain / Loss, columns **1b, 3, 5**, and all subtotals and totals.

Although Fidelity makes every effort to provide accurate information, please bear in mind that you, the taxpayer, are ultimately responsible for the accuracy of your tax returns.

(a) Gross proceeds less commissions

(b) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

(c) Totals of Cost or Other Basis include all tax lots with known basis. Totals do not include tax lots with unknown basis.

(i) All gain/loss information may not be reflected due to incomplete cost basis information.

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers.

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2012 TAX REPORTING STATEMENT

ARCADIA CHARITABLE TRUST
Account No. **673-166340** Customer Service: 617-960-5300
Recipient ID No. **13-7102310** Payer's Fed ID Number: 04-3523567

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I

(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, *CUSIP*

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
CURRENCYSHARES JAPANESE YEN TR JAPANESE, FXY, 23130A102										
Sale	02/02/12	10/05/11	388.000	50,120.72	49,763.13	357.59				
ISHARES GOLD TRUST ISHARES ISIN #US46428, IAU, 464285105										
Principal	02/29/12	02/02/12	0.000	10.09	10.36	-0.27				
Principal	03/30/12	02/02/12	0.000	10.65	11.16	-0.51				
Principal	04/30/12	02/02/12	0.000	10.07	10.63	-0.56				
Principal	05/31/12	02/02/12	0.000	10.15	11.11	-0.96				
Principal	06/29/12	02/02/12	0.000	9.65	10.63	-0.98				
Principal	07/31/12	02/02/12	0.000	9.99	11.00	-1.01				
Principal	08/31/12	02/02/12	0.000	10.03	10.36	-0.33				
Principal	09/28/12	02/02/12	0.000	10.25	10.09	0.16				
Principal	10/31/12	02/02/12	0.000	10.86	11.11	-0.25				
Principal	11/30/12	02/02/12	0.000	10.32	10.52	-0.20				
Principal	12/31/12	02/02/12	0.000	10.55	10.95	-0.40				
Subtotals				**112.61**	**117.92**					
POWERSHARES GLOBAL EXCHANGE TRADED HIGH, PHB, 73936T557										
Sale	10/03/12	02/09/12	2,774.000	52,895.20	52,014.90	880.30				
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Principal	10/08/12	10/03/12	0.000	12.16	12.19	-0.03				
Principal	11/19/12	10/03/12	0.000	11.23	11.53	-0.30				
Principal	12/11/12	10/03/12	0.000	10.61	11.03	-0.42				

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Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

ARCADIA CHARITABLE TRUST

Account No. **673-166340** Customer Service. 617-960-5300
Recipient ID No. **13-7102310** Payer's Fed ID Number: 04-3523567

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**16** State Tax Withheld
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Subtotals				**34.00**	**34.75**					
SPDR S&P 500 ETF TRUST UNIT SER 1 S&P, SPY, 78462F103										
Sale	06/06/12	02/02/12	392.000	51,505.30	52,020.08	-514.78				
TOTALS				**154,667.83**	**153,950.78**			**0.00**		
	Box A Short-Term Realized Gain					**1,238.05**				
	Box A Short-Term Realized Loss					**-521.00**				
	Box A Wash Sale Loss Disallowed						**0.00**			

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2012 TAX REPORTING STATEMENT

ARCADIA CHARITABLE TRUST
Account No. **673-166340** Customer Service: 617-960-5300
Recipient ID No. **13-7102310** Payer's Fed ID Number: 04-3523567

FORM 1099-B [illegible] Proceeds from Broker and Barter Exchange Transactions

Short-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part I (i)
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**16** State Tax Withheld
ISHARES INC MSCI HONG KONG INDEX FD, EWH, 464286871										
Sale	02/02/12	11/01/11	3,141.000	53,041.89	51,443.08	1,598.81				
TOTALS				**53,041.89**	**51,443.08(c)**			**0.00**		
		Box B Short-Term Realized Gain				**1,598.81**				
		Box B Short-Term Realized Loss				**0.00**				
		Box B Wash Sale Loss Disallowed					**0.00**			

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Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

ARCADIA CHARITABLE TRUST
Account No. **673-166340** Customer Service: 617-960-5300
Recipient ID No. **13-7102310** Payer's Fed ID Number: 04-3523567

FORM 1099-B* 2012 Proceeds From Broker and Barter Exchange Transactions

Long-term transactions for which basis <u>is not reported</u> to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part II (i)
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
ISHARES BARCLAYS TREAS INFLATION PROTECT, TIP, 464287176										
Sale	10/03/12	04/07/09	668.000	81,928.36	67,202.99	14,725.37				
Sale	10/03/12	10/04/10	53.000	6,500.30	5,796.61	703.69				
Subtotals				**88,428.66**	**72,999.60 (c)**					
ISHARES BARCLAYS 1-3YEAR TREASURY BD FD, SHY, 464287457										
Sale	10/03/12	03/13/09	192.000	16,213.00	16,111.71	101.29				
Sale	10/03/12	04/07/09	701.000	59,194.34	58,838.58	355.76				
Subtotals				**75,407.34**	**74,950.29 (c)**					
PIMCO ETF TR ENHANCED SHORT MATURITY STR, MINT, 72201R833										
Sale	02/02/12	06/02/10	782.000	78,594.90	78,340.89	254 01				
Sale	02/02/12	10/04/10	785.000	78,896.42	79,283.53	-387.11				
Subtotals				**157,491.32**	**157,624.42 (c)**					
PIMCO ETF TR 15+ YR US TIPS INDEX FD, LTPZ, 72201R304										
Sale	02/02/12	10/04/10	418.000	28,101.22	23,595.24	4,505.98				
Sale	10/03/12	10/04/10	514.000	37,117.43	29,014.25	8,103.18				
Subtotals				**65,218.65**	**52,609.49 (c)**					
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Principal	01/11/12	04/07/09	0.000	15.34	8.28	7.06				
Principal	01/11/12	05/12/10	0.000	19.67	14.95	4.72				
Sale	02/02/12	04/07/09	294.000	50,202.33	25,225.90	24,976.43				
Sale	02/02/12	05/12/10	71.000	12,123.69	8,574.00	3,549.69				
Principal	02/14/12	05/12/10	0.000	15.40	11.11	4.29				

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Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

ARCADIA CHARITABLE TRUST

Account No. **673-166340** Customer Service: 617-960-5300
Recipient ID No. **13-7102310** Payer's Fed ID Number: 04-3523567

[illegible]

Long-term transactions for which basis <u>is not reported</u> to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part II (i)
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**16** State Tax Withheld
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Principal	03/13/12	05/12/10	0.000	15.84	11.64	4.20				
Principal	04/10/12	05/12/10	0.000	17.23	13.02	4.21				
Principal	05/16/12	05/12/10	0.000	18.22	14.62	3.60				
Principal	06/12/12	05/12/10	0.000	15.49	12.00	3.49				
Principal	07/06/12	05/12/10	0.000	15.63	12.24	3.39				
Sale	07/17/12	05/12/10	306.000	47,045.16	36,878.12	10,167.04				
Subtotals				**109,504.00**	**70,776.88 (c)**					
VANGUARD SPECIALIZEDPORTFOLIOS DIV APPRE, VIG, 921908844										
Sale	10/03/12	03/17/10	225.000	13,474.37	10,997.66	2,476.71				
Sale	10/03/12	06/02/10	183.000	10,959.15	8,458.55	2,500.60				
Subtotals				**24,433.52**	**19,456.21 (c)**					
TOTALS				**520,483.49**	**448,415.89(c)**			**0.00**		
	Box B Long-Term Realized Gain					**72,454.71**				
	Box B Long-Term Realized Loss					**-387.11**				
	Box B Wash Sale Loss Disallowed						**0.00**			

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you <u>if this income is taxable and the IRS determines that it has not been reported.</u>**

FIDELITY
FAMILY
OFFICE
SERVICES

Envelope 146000035

Investment Report

December 1, 2012 - December 31, 2012

Interested Party

NANCY B GARDINER
HEMENWAY & BARNES LLP
60 STATE ST
BOSTON MA 02109-1800

FOR QUESTIONS OR UP-TO-DATE
ACCOUNT INFORMATION CONTACT:

David Wilson
Vice President
Relationship Manager
1-800-544-2978

Brokerage 663-047473

ARCADIA CHARITABLE TRUST U/A 05/07/97 R G STONE III, CATHERINE M STONE AND SARAH S FITZGERALD TRUSTEES

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
Stocks ***83% of holdings***						
ALLERGAN INC (AGN)	580.000	$91.730	$52,979.44	$53,795.00	$53,203.40	$ 223.96
AMERICAN INTL GROUP INC COM NEW (AIG)	1,590.000	35.300	54,751.19	52,676.70	56,127.00	1,375.81

Brokerage 663-047475 ARCADIA CHARITABLE TRUST U/A 05/07/97 R G STONE III, CATHERINE M STONE AND SARAH S FITZGERALD TRUSTEES

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
AMERICAN TOWER CORPORATION COM USD0.01 (AMT)	690.000	77.270	36,517.98	51,701.70	53,316.30	16,798.32
AMERICAN WTR WKS CO INC NEW COM (AWK)	2,300.000	37.130	66,660.36	87,791.00	85,399.00	18,738.64
APPLE INC (AAPL)	110.000	532.173	42,369.97	64,380.80	58,539.03	16,169.06
BP PLC ADR (CNV INTO 6 ORD USD0.25 SHS) (BP)	1,600.000	41.640	60,726.40	66,816.00	66,624.00	5,897.60
BLACKSTONE GROUP L P COM UNIT REPSTG LTD PARTNERSHIP INT (BX)	5,640.000	15.590	69,462.33	82,851.60	87,927.60	18,465.27
CVS CAREMARK CORP (CVS)	1,680.000	48.350	56,598.92	78,136.80	81,228.00	24,629.08
CAPITAL ONE FINANCIAL CORP (COF)	970.000	57.930	57,153.85	55,872.00	56,192.10	- 961.75
CEDAR FAIR L P DEP UNIT (FUN)	2,240.000	33.450	42,769.07	73,987.20	74,928.00	32,158.93
CHEVRON CORP NEW (CVX)	330.000	108.140	36,837.22	34,877.70	35,686.20	- 1,151.02
CITRIX SYSTEMS INC (CTXS)	470.000	65.620	30,082.40	28,745.20	30,841.40	759.00
COSTCO WHOLESALE CORP (COST)	660.000	98.730	37,703.82	68,587.20	65,161.80	27,457.98
FIFTH THIRD BANCORP (FITB)	3,630.000	15.200	51,622.35	53,143.20	55,176.00	3,553.65
FIRST REPUBLIC BANK SAN FRANCISCO COM USD0.01 (FRC)	2,200.000	32.780	67,239.96	74,404.00	72,116.00	4,876.04
FOREST LABORATORIES INC (FRX)	2,300.000	35.320	62,463.98	81,558.00	81,236.00	18,772.02
FORTUNE BRANDS HOME & SECURITY INC USD0.01 WI (FBHS)	2,340.000	29.220	47,685.25	70,176.60	68,374.80	20,689.55
GILEAD SCIENCES INC (GILD)	1,088.000	73.450	45,645.92	81,600.00	79,913.60	34,267.68
GOOGLE INC CL A (GOOG)	80.000	707.380	48,467.14	55,869.60	56,590.40	8,123.26
GRACE W R & CO DEL NEW (GRA)	1,040.000	67.230	41,357.73	68,088.80	69,919.20	28,561.47
HALLIBURTON CO HOLDING CO FRMLY HALLIBURTON CO (HAL)	1,290.000	34.690	45,834.22	43,021.50	44,750.10	- 1,084.12
HANESBRANDS INC COM (HBI)	1,520.000	35.820	45,103.20	54,872.00	54,446.40	9,343.20
JPMORGAN CHASE & CO (JPM)	730.000	43.969	30,894.59	29,988.40	32,097.37	1,202.78
KIRBY CORP FORMERLY KIRBY EXPL INC (KEX)	2,900.000	61.890	1,943.85c	196,792.00	179,481.00	177,537.15
MEAD JOHNSON NUTRITION CO COM (MJN)	910.000	65.890	60,730.72	62,052.90	59,959.90	- 770.82
MERCK & CO INC NEW COM (MRK)	1,450.000	40.940	55,308.37	64,235.00	59,363.00	4,054.63
ORACLE CORPORATION (ORCL)	1,260.000	33.320	40,257.76		41,983.20	1,725.44

Brokerage 663-047473

ARCADIA CHARITABLE TRUST U/A 05/07/97 R G STONE III, CATHERINE M STONE AND SARAH S FITZGERALD TRUSTEES

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
OWENS CORNING NEW COM (OC)	1,170.000	36.990	39,367.71	40,458.60	43,278.30	3,910.59
PAYCHEX INC (PAYX)	1,840.000	31.100	59,442.69	48,484.60	57,224.00	- 2,218.69
PETSMART INC (PETM)	760.000	68.340	34,986.52	53,701.60	51,938.40	16,951.88
QUALCOMM INC (QCOM)	1,470.000	61.860	51,108.72	93,521.40	90,934.20	39,825.48
SCHLUMBERGER LIMITED COM STK USD0.01 (SLB)	510.000	69.299	43,686.98	36,526.20	35,342.49	- 8,344.49
SEALED AIR CORP NEW (SEE)	2,566.000	17.510	40,562.40	43,160.12	44,930.66	4,368.26
STARBUCKS CORP (SBUX)	1,010.000	53.630	45,615.24	52,388.70	54,166.30	8,551.06
TJX COMPANIES INC (TJX)	1,230.000	42.450	38,992.00	54,538.20	52,213.50	13,221.50
3M COMPANY (MMM)	660.000	92.850	60,592.69	60,027.00	61,281.00	688.31
TIME WARNER CABLE INC COM (TWC)	710.000	97.190	69,196.32	67,371.90	69,004.90	- 191.42
VMWARE INC CL A COM (VMW)	640.000	94.140	56,070.75	58,208.00	60,249.60	4,178.85
Subtotal of Stocks			1,828,790.01		2,381,144.15	552,354.14
Mutual Funds ***15% of holdings***						
FIDELITY FLOATING RATE HIGH INCOME (FFRHX)	10,735.432	9.920	100,714.64	105,782.88	106,495.49	5,780.85
30-day Yield: 3.05%						
FIDELITY US TREASURY MONEY MARKET (FDLXX)	1,709.540	1.000	1,709.54	1,709.53	1,709.54	not applicable
7-day Yield: 0.01%						
FIDELITY INSTL MMKT PORT CL I (FMPXX)	32,856.050	1.000	32,856.05	45,077.63	32,856.05	not applicable
7-day Yield: 0.14%						
VANGUARD SHORT TERM INVMT GRADE ADMIRAL (VFSUX)	27,033.469	10.830	291,363.06	337,298.89	292,772.46	1,409.40
Subtotal of Mutual Funds			426,643.29		433,833.54	7,190.25
TOTAL			2,255,433.00		2,814,978.00	

Fidelity INVESTMENTS

Investment Report

December 1, 2012 - December 31, 2012

ID: G13896161

Online	Fidelity.com
FAST(sm)-Automated Telephone	800-544-5555
Private Client Group	800-544-5704
Customer Service	800-544-6666

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NANCY B GARDNER
HEMENWAY & BARNES LP
60 STATE ST
BOSTON MA 02109-1800

Brokerage 673-166340 ARCADIA CHARITABLE TRUST U/A 05/07/97 R G STONE III, CATHERINE M STONE AND SARAH S FITZGERALD TRUSTEES

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
Stocks *96% of holdings*						
CLAYMORE EXCHANGE TRADED FD TR GUGGENHEIM ENHANCED SHORT BD ETF (GSY)	1,736.000	$50.050	$86,596.16	$87,008.32	$86,886.80	$ 290.64

Brokerage 673-166340 ARCADIA CHARITABLE TRUST U/A 05/07/97 R G STONE III, CATHERINE M STONE AND SARAH S FITZGERALD TRUSTEES

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
ISHARES GOLD TRUST ISHARES ISIN #US4642851053 SEDOL #B0SF3S5 (IAU)	3,054.000	16.279	52,313.20	50,940.72	49,716.06	- 2,597.14
ISHARES INC MSCI GERMANY INDEX FD (EWG)	1,563.000	24.700	35,893.96	36,761.76	38,606.10	2,712.14
ISHARES INC MSCI HONG KONG INDEX FD (EWH)	1,955.000	19.420	36,142.61	37,360.05	37,966.10	1,823.49
ISHARES BARCLAYS TREAS INFLATION PROTECTED SECS FD (TIP)	731.000	121.410	83,493.29	89,847.21	88,750.71	5,257.42
ISHARES BARCLAYS 7-10 YEAR TREASURY BOND FD (IEF)	525.000	107.490	50,733.45	57,120.00	56,432.25	5,698.80
ISHARES BARCLAYS 1-3 YEAR TREASURY BD FD (SHY)	1,060.000	84.420	88,993.97	89,506.40	89,485.20	491.23
ISHARES FTSE EPRA/NAREIT GLOBAL REAL ESTATE EX-US INDEX FD (IFGL)	2,292.000	33.130	64,274.07	74,696.28	75,933.96	11,659.89
ISHARES TRUST AAA A RATED CORP BOND FUND (QLTA)	1,029.000	52.270	53,869.82	53,971.05	53,785.83	- 83.99
PIMCO ETF TR ENHANCED SHORT MATURITY STRATEGY FD (MINT)	861.000	101.480	87,065.20	87,382.89	87,374.28	309.08
POWERSHARES QQQ TR UNIT SER 1 (QQQ)	952.000	65.130	50,446.81	62,641.60	62,003.76	11,556.95
POWERSHARES DB COMMODITY INDEX TRACKING FD UNIT BEN INT (DBC)	2,120.000	27.780	50,273.29	59,572.00	58,893.60	8,620.31
POWERSHARES GLOBAL EXCHANGE TRADED FD TR EMERGING MARKETS SOVEREIGN DEBT PORTFOLIO (PCY)	1,160.000	31.446	36,060.75	36,447.20	36,477.36	416.61
POWERSHARES EXCH TRADED FD TST II S&P 500 LOW VOLATILITY PORT (SPLV)	1,338.000	27.680	34,658.14	37,437.24	37,035.84	2,377.70
SPDR GOLD TR GOLD SHS (GLD)	208.000	162.020	35,847.41	34,538.40	33,700.16	- 2,147.25
SPDR SER TR SPDR SPDR BARCLAYS SHORT TERM CORP BD ETF FORMERL LEHMAN SHORT TERM CORPORATE BD ETF (SCPB)	8,717.000	30.720	266,489.97	268,483.60	267,786.24	1,296.27

Investment Report

December 1, 2012 - December 31, 2012

Brokerage 673-166340 ARCADIA CHARITABLE TRUST U/A 05/07/97 R G STONE III, CATHERINE M STONE AND SARAH S FITZGERALD TRUSTEES

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
VANGUARD SPECIALIZED PORTFOLIOS DIV APPRECIATION INDEX FD VIPER SHS (VIG)	598.000	59.570	27,640.50	35,748.44	35,622.86	7,982.36
VANGUARD BD INDEX FD INC TOTAL BD MARKET ETF (BND)	4,138.000	84.030	326,076.68	351,481.72	347,716.14	21,639.46
VANGUARD INDEX FDS VANGUARD REIT ETF FORMERLY VANGUARD INDEX TR TO 05/24/01 REIT VIPER SHS (VNQ)	1,929.000	65.800	105,634.32	123,861.09	126,928.20	21,293.88
VANGUARD INDEX FDS VANGUARD TOTAL STK MKT ETF (VTI)	743.000	73.280	50,078.72	54,149.84	54,447.04	4,368.32
Subtotal of Stocks			1,622,582.32		1,725,548.49	102,966,17
Total			$ 1,622,582.32		$1,725,548.00	$ 102,966.17

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED STATEMENTS			
b	SEE ATTACHED STATEMENTS			
c	FROM K-1 POWERSHARES DB COMMODITY INDEX (32-60422			
d	FROM K-1 AUREUS FUND II (45-3978913)			
e	FROM K-1 THE BLACKSTONE GROUP L.P.			
f	FROM K-1 PALO ALTO FUND II, L.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	1,769,845.		1,402,976.	366,869.
b	728,193.		653,810.	74,383.
c				<1,351.>
d				76,786.
e				778.
f				<7,284.>
g	2,252.			2,252.
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				366,869.
b				74,383.
c				<1,351.>
d				76,786.
e				778.
f				<7,284.>
g				2,252.
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	512,433.
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
BUZZARDS BAY COALITION 114 FRONT STREET NEW BEDFORD, MA 02745	N/A	PUBLIC CHARITY	GENERAL PURPOSE	25,000.
CIVIL WAR TRUST 1156 15TH STREET, NW, SUITE 900 WASHINGTON, NY 10026	N/A	PUBLIC CHARITY	GENERAL PURPOSE	100,000.
Total from continuation sheets				125,000.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED STATEMENTS			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,769,845.	1,396,164.	0.	0.	373,681.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED STATEMENTS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
728,193.	653,810.	0.	0.	74,383.

CAPITAL GAINS DIVIDENDS FROM PART IV	2,252.
TOTAL TO FORM 990-PF, PART I, LINE 6A	450,316.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
FIDELITY	74.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	74.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY	80,842.	2,252.	78,590.
TOTAL TO FM 990-PF, PART I, LN 4	80,842.	2,252.	78,590.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
US TREASURY - 2011 OVERPAYMENT APPLIED TO 2012	8,327.	0.	
OTHER INCOME - FROM K-1 POWERSHARES DB AGRICULTURE FD (87-0778078)	0.	2,177.	
OTHER INCOME - FROM K-1 THE BLACKSTONE GROUP L.P. (20-8875684)	0.	498.	
OTHER INCOME - FROM K-1 EL PASO PIPELINE PARTNERS L.P. (26-0789784)	0.	315.	
OTHER INCOME/LOSS - FROM K-1 AUREUS FUND II (	0.	<3,602.>	
OTHER INCOME - FROM K-1 AUREUS FUND II, LLC (45-3978913)	0.	4,007.	
FROM K-1 BLACKSTONE GROUP LP (20-8875684)	2,558.	0.	
FROM K-1 CEDAR FAIR LP (34-1560655)	3,584.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	14,469.	3,395.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	56,705.	56,705.		0.
ADMINISTRATIVE FEES - HEMENWAY & BARNES LLP	16,875.	0.		16,875.
TAX PREPARATION - HEMENWAY & BARNES LLP	9,764.	9,764.		0.
TO FORM 990-PF, PG 1, LN 16C	83,344.	66,469.		16,875.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	211.	723.		0.
FEDERAL EXCISE TAX - 2011 OVERPAYMENT APPLIED TO 2012	8,327.	0.		0.
FEDERAL TAX - BUSINESS INCOME TAX	1,000.	0.		0.
FEDERAL EXCISE TAX	10,000.	0.		0.
COMMONWEALTH OF MASS - FORM M-990T	600.	600.		0.
TO FORM 990-PF, PG 1, LN 18	20,138.	1,323.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMONWEALTH OF MASSACHUSETTS - FILING FEE	35.	0.		35.
PROCEEDS INVESTMENT EXPENSE (ISHARES GOLD TRUST)	279.	279.		0.
PORTFOLIO DEDUCTIONS - FROM K-1 PALO ALTO FUND II, L.P.	0.	359.		0.
PORTFOLIO DEDUCTIONS - FROM K-1 POWERSHARES DB COMMODITY INDEX TRACKING FD	0.	503.		0.
PORTFOLIO DEDUCTIONS - FROM K-1 THE BLACKSTONE GROUP L.P. (20-8875684)	0.	160.		0.
PORTFOLIO DEDUCTIONS FROM K-1 AUREUS FUND II, LLC	0.	33,620.		0.
TO FORM 990-PF, PG 1, LN 23	314.	34,921.		35.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ATTACHED SCHEDULE	FMV	2,255,433.	2,814,978.
HABROK LTD - CLASS A DOLLAR	FMV	250,000.	628,853.
PALO ALTO FUND II, L.P.	FMV	139,847.	91,075.
AUREUS FUND II LLC	FMV	981,530.	1,027,474.
ATTACHED SCHEDULE	FMV	1,622,582.	1,725,548.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,249,392.	6,287,928.

FORM 990-PF PART XV - LINE 1A STATEMENT 9
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

CATHERINE M STONE
R. GREGG STONE III

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 10
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

NANCY GARDINER
C/O HEMENWAY & BARNES, 60 STATE STREET
BOSTON, MA 02109

TELEPHONE NUMBER

617-227-7940

FORM AND CONTENT OF APPLICATIONS

SUFFICIENT INFORMATION CONCERNING THE ORGANIZATION REQUESTING THE GRANT AND THE INTENDED USE OF THE GRANT.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

INTEREST IN MASSACHUSETTS AREA