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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation THE DINOVI FAMILY FOUNDATION		A Employer identification number 20-0011660
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (617) 227-1050
3 RAVINE ROAD		
City or town, state, and ZIP code WELLESLEY, MA 02481		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,563,718.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	4,029,106.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	51,475.	51,516.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,675,795.			
	b Gross sales price for all assets on line 6a	5,440,689.			
	7 Capital gain net income (from Part IV, line 2)		2,675,795.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	6,756,376.	2,727,311.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	4,375.			
	c Other professional fees (attach schedule) *	2,069.	2,069.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 4	26,236.	986.		250.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5		563.		
	24 Total operating and administrative expenses. Add lines 13 through 23	32,680.	3,618.		250.
	25 Contributions, gifts, grants paid	881,000.			881,000.
26 Total expenses and disbursements. Add lines 24 and 25	913,680.	3,618.	0	881,250.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	5,842,696.				
b Net investment income (if negative, enter -0-)		2,723,693.			
c Adjusted net income (if negative, enter -0-)					

JSA For Paperwork Reduction Act Notice, see instructions.

*ATCH 3

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	40,287.	4,074,443.	4,074,443.	
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule) .				
	b	Investments - corporate stock (attach schedule) ATCH 6 . . .	2,121,645.	1,489,275.	1,489,275.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,161,932.	5,563,718.	5,563,718.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	2,161,932.	5,563,718.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
	30	Total net assets or fund balances (see instructions)	2,161,932.	5,563,718.		
	31	Total liabilities and net assets/fund balances (see instructions)	2,161,932.	5,563,718.		

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	2,161,932.
2	Enter amount from Part I, line 27a	2	5,842,696.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,004,628.
5	Decreases not included in line 2 (itemize) ▶ ATCH 7	5	2,440,910.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,563,718.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,675,795.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	684,497.	1,754,295.	0.390184
2010	622,848.	1,748,035.	0.356313
2009	573,314.	2,012,764.	0.284839
2008	210,750.	2,687,664.	0.078414
2007	569,853.	2,686,799.	0.212094

2 Total of line 1, column (d)	2	1.321844
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.264369
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,996,898.
5 Multiply line 4 by line 3	5	527,918.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,237.
7 Add lines 5 and 6	7	555,155.
8 Enter qualifying distributions from Part XII, line 4 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.	8	881,250.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	27,237.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	27,237.
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	27,237.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	16,312.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	40,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	56,312.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	29,075.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 29,075. Refunded <input type="checkbox"/> <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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	1b	X
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 <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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

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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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ ANTHONY J. DINOVI Telephone no ▶ 617 227-1050			
Located at ▶ 3 RAVINE ROAD WELLESLEY, MA ZIP+4 ▶ 02481				
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			
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	Yes	No 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒ X

If "Yes" to 6b, file Form 8870

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		0	0	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ►		

Part IX-A Summary of Direct Charitable Activities

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

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

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

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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	1,815,270.
b	Average of monthly cash balances	1b	212,038.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,027,308.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,027,308.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	30,410.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,996,898.
6	Minimum investment return. Enter 5% of line 5	6	99,845.

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	99,845.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	27,237.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	27,237.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	72,608.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	72,608.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	72,608.

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	881,250.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	881,250.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	27,237.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	854,013.

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				72,608.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007 465,313.				
b From 2008 77,910.				
c From 2009 473,718.				
d From 2010 537,420.				
e From 2011 619,388.				
f Total of lines 3a through e	2,173,749.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ <u>881,250.</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				72,608.
e Remaining amount distributed out of corpus	808,642.			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,982,391.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	465,313.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,517,078.			
10 Analysis of line 9				
a Excess from 2008 77,910.				
b Excess from 2009 473,718.				
c Excess from 2010 537,420.				
d Excess from 2011 619,388.				
e Excess from 2012 808,642.				

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

NOT APPLICABLE

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATCH 9				
Total			3a	881,000.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	51,475.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,675,795.	
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)				2,727,270.	
13 Total. Add line 12, columns (b), (d), and (e)				2,727,270.	

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

[illegible]

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

- | | | |
|--|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions.</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | Yes | No |
| | | |
| 1a(1) | | |
| 1a(2) | | |
| | | |
| 1b(1) | | |
| 1b(2) | | |
| 1b(3) | | |
| 1b(4) | | |
| 1b(5) | | |
| 1b(6) | | |
| 1c | | |

[illegible]

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

- b** If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

8/19/13
Date

▶ Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name.

Preparer's signature

Date

Check <input type="checkbox"/> if self-employed

PTIN

P00237591

Firm's name ► KPMG LLP

Firm's address ► 60 SOUTH STREET
BOSTON, MA

02111

Phone no 617-988-1000

Form 990-PF (2012)

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization

THE DINOVI FAMILY FOUNDATION

Employer identification number

20-0011660

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

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

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

Name of organization THE DINOVI FAMILY FOUNDATION

Employer identification number
20-0011660**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANTHONY J. DINOVI & DEANNA L. DINOVI 3 RAVINE ROAD WELLESLEY, MA 02481	\$ 4,029,106.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

20-0011660

[illegible]

Name of organization THE DINOVI FAMILY FOUNDATION

Employer identification number

20-0011660

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

Use duplicate copies of Part III if additional space is needed.

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

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print

File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

THE DINOVI FAMILY FOUNDATION

20-0011660

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

3 RAVINE ROAD

City, town or post office, state, and ZIP code. For a foreign address, see instructions

WELLESLEY, MA 02481

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► ANTHONY J. DINOVI

Telephone No ► 617 227-1050

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year 20 12 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	56,312.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	16,312.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	40,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					7,714.	
8,154.		ABBOTT LABORATORIES 3,973.					02/07/2000 4,181.	12/20/2012
28,474.		ACE LIMITED ORD CHF29.43 11,554.					09/17/2003 16,920.	12/20/2012
18,584.		AETNA INC NEW COM 6,012.					09/17/2003 12,572.	12/20/2012
5,579.		AIR METHODS COM NEW 1,581.					03/12/2010 3,998.	12/20/2012
12,296.		ALTRIA GROUP INC 3,866.					VARIOUS 8,430.	12/20/2012
34,903.		AMERISOURCEBERGEN CORP 10,808.					VARIOUS 24,095.	12/20/2012
37,592.		ANADARKO PETE CORP 10,460.					09/17/2003 27,132.	12/20/2012
3,647.		ANALOGIC CORPORATION 1,732.					04/16/2009 1,915.	12/20/2012
3,600.		AOL INC COM 1,502.					11/21/2008 2,098.	12/20/2012
28,379.		AON PLC COM USD0.01 CL A 10,265.					11/05/2004 18,114.	12/20/2012
1,978.		APACHE CORP 836.					09/17/2003 1,142.	12/20/2012
6,840.		APOGEE ENTERPRISES 2,712.					VARIOUS 4,128.	12/20/2012

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
31,352.		APPLE INC 15,598.				06/15/2010 15,754.	12/20/2012
11,092.		ARBITRON INC 4,264.				09/09/2009 6,828.	12/20/2012
25,138.		ARCHER DANIELS MIDLAND 11,790.				09/17/2003 13,348.	12/20/2012
8,835.		ARCTIC CAT INC 2,207.				09/27/2010 6,628.	12/20/2012
10,807.		ARRIS GROUP INC 4,382.				04/09/2008 6,425.	12/20/2012
2,574.		AZZ INC 1,240.				03/12/2010 1,334.	12/20/2012
1,796.		BALL CORP 719.				10/05/2005 1,077.	12/20/2012
2,275.		BANK OF THE OZARKS 1,027.				01/13/2010 1,248.	12/20/2012
60,441.		BAXTER INTL INC 27,672.				01/08/2004 32,769.	12/20/2012
3,909.		BBCN BANCORP INC COM 1,065.				02/17/2009 2,844.	12/20/2012
4,421.		BELDEN INC 1,923.				10/27/2005 2,498.	12/20/2012
3,713.		BIG 5 SPORTING GOODS CORP COM 1,121.				11/19/2008 2,592.	12/20/2012

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
6,092.		BIGLARI HLDGS INC COM 997.				11/19/2003 5,095.	12/20/2012
45,385.		BIOGEN IDEC INC 12,183.				01/08/2004 33,202.	12/20/2012
6,013.		BIOMED RLTY TR INC 2,934.				12/30/2008 3,079.	12/20/2012
12,550.		BMC SOFTWARE INC 4,638.				10/20/2003 7,912.	12/20/2012
11,946.		BOSTON BEER COMPANY INC CL A 4,493.				VARIOUS 7,453.	12/20/2012
11,174.		BRUNSWICK CORP COM 1,100.				11/19/2008 10,074.	12/20/2012
8,402.		BUCKEYE TECHNOLOGIES INC 761.				02/17/2009 7,641.	12/20/2012
6,764.		CABELAS INC 3,016.				VARIOUS 3,748.	12/20/2012
13,165.		CABOT OIL & GAS CP COM 3,964.				09/29/2010 9,201.	12/20/2012
1,615.		CAMBREX CORP 559.				02/17/2009 1,056.	12/20/2012
6,782.		CARTER INC FORMERLY CARTER HLDG INC TO 09 2,271.				11/19/2008 4,511.	12/20/2012
12,942.		CASEYS GEN STORES INC 5,069.				VARIOUS 7,873.	12/20/2012

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,900.		CASH AMER INTL INC FRMLY CASH AMER INVTS 1,773.					06/17/2005 2,127.	12/20/2012
9,313.		CBS CORP NEW CL B 3,579.					05/23/2012 5,734.	12/20/2012
3,684.		CENTRAL GARDEN & PETCO CL A NON-VTG 1,463.					04/09/2008 2,221.	12/20/2012
6,878.		CERNER CORP 3,289.					07/20/2010 3,589.	12/20/2012
192,884.		CHEVRON CORP NEW 60,879.					VARIOUS 132,005.	12/20/2012
4,087.		CHILDREN'S PLACE 2,043.					04/09/2008 2,044.	12/20/2012
37,891.		CHUBB CORP 14,078.					01/08/2003 23,813.	12/20/2012
12,293.		CIRRUS LOGIC INC 6,352.					08/12/2011 5,941.	12/20/2012
4,728.		CLEARWATER PAPER CORP COM 683.					02/17/2009 4,045.	12/20/2012
3,255.		COGNEX CORP 1,419.					07/22/2009 1,836.	12/20/2012
5,260.		COINSTAR INC 2,120.					06/17/2005 3,140.	12/20/2012
42,423.		COLGATE-PALMOLIVE CO 19,972.					12/13/2004 22,451.	12/20/2012

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,053.		COLONIAL PPTYS TR SHBEN INT 1,656.					11/19/2008 6,397.	12/20/2012
15,521.		COMCAST CORP NEW CL A 7,431.					09/29/2010 8,090.	12/20/2012
10,035.		COMERICA INC 4,627.					02/17/2009 5,408.	12/20/2012
20,332.		COMMVAULT SYS INC COM 7,609.					VARIOUS 12,723.	12/20/2012
1,982.		CONCUR TECHNOLOGIES INC 644.					06/19/2007 1,338.	12/20/2012
4,285.		CONSOLIDATED GRAPHICS INC 1,416.					11/19/2008 2,869.	12/20/2012
29,621.		COSTCO WHOLESALE CORP 9,396.					09/17/2003 20,225.	12/20/2012
30,363.		COVIDIEN PLC USD0.20 (POST CONSOLIDATION 14,743.					VARIOUS 15,620.	12/20/2012
10,464.		CROCS INC COM 832.					11/19/2008 9,632.	12/20/2012
4,761.		CUBIC CORPORATION 1,607.					10/27/2005 3,154.	12/20/2012
8,209.		CUBIST PHARMACEUTICALS INC 3,559.					12/21/2009 4,650.	12/20/2012
75,206.		CVS CAREMARK CORP 27,806.					VARIOUS 47,400.	12/20/2012

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
7,125.		CYBERONICS INC 3,403.				06/25/2010 3,722.	12/20/2012
10,761.		CYMER INC 4,889.				06/18/2010 5,872.	12/20/2012
63,206.		DANAHER CORP 22,864.				11/20/2003 40,342.	12/20/2012
3,734.		DARLING INTL INC 1,297.				12/30/2008 2,437.	12/20/2012
5,070.		DEALERTRACK TECHNOLOGIES INC 1,743.				11/19/2008 3,327.	12/20/2012
32,242.		DEVON ENERGY CORP NEW 14,583.				09/17/2003 17,659.	12/20/2012
6,546.		DIAMONDROCK HOSPITALITY CO COM 2,180.				11/19/2008 4,366.	12/20/2012
5,751.		DINEEQUITY INC COM 625.				02/19/2009 5,126.	12/20/2012
2,931.		DIODES INC 982.				12/30/2008 1,949.	12/20/2012
40,064.		DISCOVER FINL SVCS 14,638.				06/15/2010 25,426.	12/20/2012
20,000.		DODGES & COX INTERNATL STOCK FUND 22,319.				01/12/2011 -2,319.	04/27/2012
20,402.		DUKE ENERGY CORP COMUSD0.001 ISIN #US264 9,801.				09/17/2003 10,601.	12/20/2012

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
5,672.		EAGLE MATERIALS INC 1,623.				11/19/2008 4,049.	12/20/2012
30,000.		EATON VANCE FLOATINGRATE CLASS I 30,183.				03/07/2011 -183.	04/27/2012
22,842.		EDISON INTL 9,455.				09/17/2003 13,387.	12/20/2012
3,071.		EHEALTH INC COM 1,157.				07/26/2010 1,914.	12/20/2012
20,000.		EII INTERNATIONAL PROPERTY FD INSTL CL 22,214.				01/12/2011 -2,214.	12/20/2012
9,736.		EMCOR GROUP INC 3,991.				10/17/2005 5,745.	12/20/2012
4,648.		EPR PPTYS SBI USD0.01 1,792.				02/17/2009 2,856.	12/20/2012
1,400.		ESTERLINE TECH CORP 550.				04/16/2009 850.	12/20/2012
35,158.		EXPRESS SCRIPTS HLDGCO COM 15,104.				11/05/2004 20,054.	12/20/2012
17,424.		EXTRA SPACE STORAGE INC 4,975.				VARIOUS 12,449.	12/20/2012
313,590.		EXXON MOBIL CORP 128,352.				VARIOUS 185,238.	12/20/2012
8,924.		FAMILY DOLLAR STORES INC 3,287.				03/26/2008 5,637.	12/20/2012

FORM 990-PF - PART IV
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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
47,890.		FASTENAL CO 19,875.					VARIOUS 28,015.	12/20/2012
15,563.		FEI COMPANY 6,395.					11/10/2010 9,168.	12/20/2012
3,517.		FIFTH & PACIFIC COMPANIES INC COM USD1 778.					02/17/2009 2,739.	12/20/2012
946.		FINISH LINE INC CL A 332.					04/09/2008 614.	12/20/2012
10,440.		FIRST CASH FINL SVCS 1,966.					02/12/2008 8,474.	12/20/2012
2,896.		FORESTAR GROUP INC 1,259.					12/30/2008 1,637.	12/20/2012
3,946.		GENCORP INC 924.					07/22/2009 3,022.	12/20/2012
3,717.		GENESCO INC 1,149.					12/30/2008 2,568.	12/20/2012
73,672.		GILEAD SCIENCES INC 20,180.					VARIOUS 53,492.	12/20/2012
21,678.		GOOGLE INC CL A 9,083.					12/30/2008 12,595.	12/20/2012
7,478.		GROUP 1 AUTOMOTIVE INC 2,173.					VARIOUS 5,305.	12/20/2012
18,876.		HAIN CELESTIAL GROUP INC 6,976.					VARIOUS 11,900.	12/20/2012

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
11,869.		HEADWATERS INC 3,016.					11/03/2011 8,853.	12/20/2012
7,391.		HEALTHCARE SERVICES GROUP INC 2,477.					10/27/2005 4,914.	12/20/2012
3,825.		HEARTLAND PMT SYS INC COM 1,724.					12/21/2009 2,101.	12/20/2012
12,254.		HIBBETT SPORTS INC COM 5,745.					VARIOUS 6,509.	12/20/2012
56,562.		HOME DEPOT INC 24,121.					11/06/2009 32,441.	12/20/2012
8,234.		HSN INC DEL COM 1,048.					12/30/2008 7,186.	12/20/2012
3,929.		ICONIX BRAND GROUP INC 1,601.					12/30/2008 2,328.	12/20/2012
11,172.		INTERCONTINENTALEXCHINC 4,667.					11/21/2008 6,505.	12/20/2012
3,831.		INTERPUBLIC GROUP COS INC DEL 1,218.					02/17/2009 2,613.	12/20/2012
180,900.		INTL BUSINESS MACH 68,479.					VARIOUS 112,421.	12/20/2012
49,439.		INTUIT INC 14,788.					07/13/2004 34,651.	12/20/2012
1,543.		ION GEOPHYSICAL CORPCOM 356.					02/17/2009 1,187.	12/20/2012

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
135,732.		ISHARES TR MSCI EAFE INDEX FD 165,789.				VARIOUS -30,057.	04/27/2012
80,015.		ISHARES TR RUSSELL 3000 VALUE INDEX FD 73,574.				01/12/2011 6,441.	08/21/2012
271,237.		ISHARES TR RUSSELL 3000 VALUE INDEX FD 219,671.				06/24/2004 51,566.	04/27/2012
3,190.		JOS A BANK CLOTHIERSINC 1,236.				12/30/2008 1,954.	12/20/2012
1,646.		KANSAS CITY SOUTHERN COM 403.				06/17/2005 1,243.	12/20/2012
1,703.		KITE RLTY GROUP TR 689.				11/19/2008 1,014.	12/20/2012
23,001.		KRAFT FOODS GROUP INC COM NPV 9,433.				VARIOUS 13,568.	12/20/2012
5,942.		KULICKE & SOFFA INDSINC 778.				12/30/2008 5,164.	12/20/2012
6,760.		LA Z BOY INC FRMLY LA Z BOY CHAIR CO 454.				02/17/2009 6,306.	12/20/2012
4,873.		LASALLE HOTEL PPTYS 1,670.				11/19/2008 3,203.	12/20/2012
7,774.		LEXINGTON REALTY TR 3,227.				VARIOUS 4,547.	12/20/2012
9,336.		LIFE TECHNOLOGIES CORP COM 4,415.				04/14/2004 4,921.	12/20/2012

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
10,131.		LIQUIDITY SVCS INC COM 4,124.					03/04/2011 6,007.	12/20/2012
14,480.		LITHIA MOTORS INC CLA 1,117.					11/19/2008 13,363.	12/20/2012
2,078.		LIVE NATION ENTERTAINMENT INC COM 924.					11/19/2008 1,154.	12/20/2012
36,970.		LOEWS CORP 12,756.					09/17/2003 24,214.	12/20/2012
74,965.		LOOMIS SAYLESS CORE PLUS BOND FUND CL Y 73,810.					VARIOUS 1,155.	09/28/2012
3,985.		LSB INDUSTRIES INC 1,775.					07/26/2010 2,210.	12/20/2012
17,523.		LUMBER LIQUIDATORS HLDGS INC COM USD0.00 5,100.					08/24/2011 12,423.	12/20/2012
5,503.		LYDALL INC DEL 1,319.					07/22/2009 4,184.	12/20/2012
6,875.		MANHATTAN ASSOCIATES INC 2,693.					01/13/2010 4,182.	12/20/2012
4,789.		MARATHON OIL CORP ISIN #US5658491064 3,325.					09/30/2011 1,464.	12/20/2012
4,765.		MARATHON PETROLEUM CORP COM USD0.01 737.					09/17/2003 4,028.	12/20/2012
10,148.		MARRIOTT VACATIONS WORLDWIDE CORP COM US 4,259.					12/07/2011 5,889.	12/20/2012

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
37,870.		MASTERCARD INC CL A 17,150.				09/29/2010 20,720.	12/20/2012
16,681.		MAXIMUS INC 3,802.				11/27/2006 12,879.	12/20/2012
88,219.		MCDONALDS CORP 23,572.				VARIOUS 64,647.	12/20/2012
19,686.		MCKESSON CORP 6,150.				04/14/2004 13,536.	12/20/2012
4,613.		MEDICAL PPTYS TR INC 1,591.				11/19/2008 3,022.	12/20/2012
1,883.		MERITAGE HOMES CORP 613.				02/17/2009 1,270.	12/20/2012
3,543.		MICROSEMI CORP 1,679.				02/17/2009 1,864.	12/20/2012
3,845.		MID-AMER APT CMNTYS INC 1,648.				11/19/2008 2,197.	12/20/2012
33,284.		MONDELEZ INTL INC COM 14,959.				VARIOUS 18,325.	12/20/2012
29,818.		MOTOROLA SOLUTIONS INC COM NEW 6,973.				11/21/2008 22,845.	12/20/2012
4,079.		MULTIMEDIA GAMES HOLDING CO IN 649.				11/19/2008 3,430.	12/20/2012
10,335.		MWI VETERINARY SUPPLY INC COM 3,659.				VARIOUS 6,676.	12/20/2012

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,748.		NATIONAL FINL PARTNERS CORP 953.					11/19/2008 7,795.	12/20/2012
35,830.		NATIONAL OILWELL VARCO INC 9,532.					11/21/2008 26,298.	12/20/2012
4,806.		NATL PENN BANCSHARES 2,038.					07/22/2009 2,768.	12/20/2012
6,184.		NETGEAR INC 1,603.					11/19/2008 4,581.	12/20/2012
48,687.		NIKE INC CLASS B 14,195.					09/17/2003 34,492.	12/20/2012
11,313.		NORDSTROM INC 2,799.					02/17/2009 8,514.	12/20/2012
41,833.		NORFOLK SOUTHERN CRP 14,841.					04/14/2004 26,992.	12/20/2012
17,424.		NUCOR CORP 7,836.					08/31/2004 9,588.	12/20/2012
6,869.		O REILLY AUTOMOTIVE INC NEW COM 2,848.					01/22/2010 4,021.	12/20/2012
3,419.		OFFICEMAX INC DEL COM 1,468.					11/19/2008 1,951.	12/20/2012
11,410.		OLD DOMINION FGHT LINES INC 3,289.					10/27/2005 8,121.	12/20/2012
8,802.		ON ASSIGNMENT INC 2,319.					02/12/2008 6,483.	12/20/2012

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
133,172.		ORACLE CORPORATION 43,979.					VARIOUS 89,193.	12/20/2012
6,057.		OXFORD INDS INC 1,081.					12/30/2008 4,976.	12/20/2012
2,777.		PAREXEL INTL CORP 1,081.					12/17/2009 1,696.	12/20/2012
7,619.		PDC ENERGY INC COM USD0.01 3,245.					09/09/2009 4,374.	12/20/2012
6,548.		PENNSYLVANIA REAL ESTATE INV TRUST SBI 1,731.					11/19/2008 4,817.	12/20/2012
4,024.		PEP BOYS MANNY MOE & JACK 1,232.					11/19/2008 2,792.	12/20/2012
2,145.		PERFICIENT INC COM 848.					12/30/2008 1,297.	12/20/2012
3,192.		PERRY ELLIS INTL INC 762.					02/17/2009 2,430.	12/20/2012
131,544.		PHILIP MORRIS INTL INC COM 40,095.					VARIOUS 91,449.	12/20/2012
7,561.		PIMCO TOTAL RETURN INSTL 7,446.					VARIOUS 115.	08/21/2012
8,720.		PIMCO TOTAL RETURN INSTL 8,319.					VARIOUS 401.	08/21/2012
434,590.		PIMCO TOTAL RETURN INSTL 414,802.					VARIOUS 19,788.	VARIOUS

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
3,865.		PINNACLE ENTMT INC 1,035.				11/19/2008 2,830.	12/20/2012
11,612.		PINNACLE FINL PARTNERS INC 5,440.				09/27/2010 6,172.	12/20/2012
29,481.		PNC FINL SVCS GROUP 12,878.				02/17/2009 16,603.	12/20/2012
2,477.		POLYONE CORP 1,038.				01/13/2010 1,439.	12/20/2012
9,088.		PORTFOLIO RECOVERY ASSOCS INC 3,165.				11/04/2005 5,923.	12/20/2012
13,407.		POST PPTYS INC 5,801.				VARIOUS 7,606.	12/20/2012
24,480.		POWERSHARES DB MULTISECTOR COMMODITY TR 26,397.				01/12/2011 -1,917.	08/21/2012
32,394.		PRAXAIR INC 10,872.				02/10/2004 21,522.	12/20/2012
6,860.		PROASSURANCE CORP 3,328.				06/17/2005 3,532.	12/20/2012
47,918.		PROCTER & GAMBLE CO 22,874.				09/17/2003 25,044.	12/20/2012
94,010.		QUALCOMM INC 36,372.				VARIOUS 57,638.	12/20/2012
13,985.		QUESTCOR PHAR INC 5,922.				02/25/2011 8,063.	12/20/2012

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,106.		QUIKSILVER INC 874.					12/30/2008 1,232.	12/20/2012
3,128.		RED ROBIN GOURMET BURGERS INC 1,058.					11/19/2008 2,070.	12/20/2012
7,775.		REGENERON PHARMACEUTICALS INC 363.					06/17/2005 7,412.	12/20/2012
11,233.		REGIONS FINL CORP 4,998.					02/17/2009 6,235.	12/20/2012
3,938.		REINSURANCE GROUP AMER INC COM NEW 1,638.					09/17/2003 2,300.	12/20/2012
33,631.		REYNOLDS AMERN INC 7,624.					09/17/2003 26,007.	12/20/2012
11,102.		ROBBINS & MYERS INC 4,711.					VARIOUS 6,391.	12/20/2012
6,786.		ROSS STORES INC 2,813.					01/22/2010 3,973.	12/20/2012
5,234.		RUBY TUESDAY INC 816.					11/19/2008 4,418.	12/20/2012
4,848.		RUDOLPH TECH INC 933.					11/19/2008 3,915.	12/20/2012
7,392.		RUTHS HOSPITALITY GROUP INC COM 1,140.					11/19/2008 6,252.	12/20/2012
2,104.		SALIX PHARMACEUTICALS LTD 462.					02/17/2009 1,642.	12/20/2012

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
56,587.		SCHLUMBERGER LIMITEDCOM STK USD0.01 20,824.				VARIOUS 35,763.	12/20/2012
7,740.		SCHWEITZER-MAUDUIT INTL INC 1,893.				04/16/2009 5,847.	12/20/2012
34,052.		SECTOR SPDR TR SHS BEN INT ENERGY 32,853.				VARIOUS 1,199.	VARIOUS
1,389.		SENIOR HOUSING PROP TRUST 669.				11/19/2008 720.	12/20/2012
4,711.		SHFL ENTERTAINMENT INC USD0.01 1,154.				11/19/2008 3,557.	12/20/2012
1,943.		SIGNATURE BK NEW YORK NY 726.				06/09/2009 1,217.	12/20/2012
9,452.		SMITH A O CORP 3,092.				10/27/2005 6,360.	12/20/2012
8,265.		SONIC AUTOMOTIVE INC 1,100.				11/19/2008 7,165.	12/20/2012
7,541.		SOVRAN SELF STORAGE INC 2,786.				VARIOUS 4,755.	12/20/2012
6.		SPDR GOLD TR GOLD SHS 5.				01/12/2011 1.	01/11/2012
17,539.		SPDR GOLD TR GOLD SHS 14,614.				01/12/2011 2,925.	VARIOUS
112.		SPDR GOLD TR GOLD SHS 89.				10/01/2010 23.	VARIOUS

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,642.		STAGE STORES INC 1,247.					07/26/2010 1,395.	12/20/2012
4,816.		STANDARD PAC CORP 1,680.					09/27/2011 3,136.	12/20/2012
7,955.		STANDEX INTL CORP 1,712.					04/16/2009 6,243.	12/20/2012
10,396.		STRATASYS LTD COM USD0.01 2,860.					09/27/2011 7,536.	12/20/2012
9,252.		STURM RUGER & CO INC 2,611.					VARIOUS 6,641.	12/20/2012
861.		SYNAPTICS INC 391.					06/17/2005 470.	12/20/2012
5,965.		TERADATA CORP DEL COM 2,760.					01/22/2010 3,205.	12/20/2012
35,000.		THE OSTERWEIS STRATEGIC INCOME FD 35,596.					03/07/2011 -596.	12/20/2012
31,112.		THERMO FISHER SCIENTIFIC INC 13,410.					11/21/2008 17,702.	12/20/2012
31,960.		TIME WARNER CABLE INC COM 7,291.					11/21/2008 24,669.	12/20/2012
62,812.		TIME WARNER INC NEW COME NEW 20,640.					11/21/2008 42,172.	12/20/2012
12,937.		TJX COMPANIES INC 6,543.					04/01/2010 6,394.	12/20/2012

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,327.		TORO CO 1,373.					11/19/2008 2,954.	12/20/2012
11,002.		TRAVELERS COS INC 5,330.					11/20/2003 5,672.	12/20/2012
4,615.		TUESDAY MORNING CORP 798.					11/19/2008 3,817.	12/20/2012
10,716.		TYLER TECHNOLOGIES INC 4,315.					VARIOUS 6,401.	12/20/2012
50,272.		UNION PACIFIC CORP 11,866.					01/27/2005 38,406.	12/20/2012
10,004.		UNITED NATURAL FOODS INC 3,666.					09/04/2008 6,338.	12/20/2012
4,918.		V F CORP 1,304.					09/17/2003 3,614.	12/20/2012
40,071.		VANGUARD INTL EQUITY INDEX FDS MSCI EMERG 43,416.					10/01/2010 -3,345.	04/27/2012
2,080.		VANGUARD REIT INDEX INVESTOR 1,962.					VARIOUS 118.	08/21/2012
2,986.		VANGUARD REIT INDEX INVESTOR 2,494.					VARIOUS 492.	08/12/2012
147,708.		VANGUARD REIT INDEX INVESTOR 137,108.					VARIOUS 10,600.	VARIOUS
5,681.		VERISIGN INC 2,336.					07/25/2006 3,345.	12/20/2012

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
2,270.		VIROPHARMA INC 656.				07/22/2009 1,614.	12/20/2012
20,415.		VISA INC COM CL A 10,014.				07/20/2010 10,401.	12/20/2012
7,830.		WEX INC COM USD0.01 2,152.				VARIOUS 5,678.	12/20/2012
8,983.		WHOLE FOODS MKT INC 2,796.				01/22/2010 6,187.	12/20/2012
21,215.		WILLIAMS COS INC 4,668.				09/17/2003 16,547.	12/20/2012
4,453.		WINNEBAGO INDS INC 1,310.				11/19/2008 3,143.	12/20/2012
4,567.		WINTRUST FINANCIAL CORP 2,090.				04/16/2009 2,477.	12/20/2012
11,992.		WOLVERINE WORLD WIDEINC 6,272.				10/17/2005 5,720.	12/20/2012
9,752.		WORLD ACCEP CORP S CNEW 4,631.				05/18/2010 5,121.	12/20/2012
3,285.		WORLD FUEL SERVICES CORP 1,468.				12/30/2008 1,817.	12/20/2012
3,309.		WPX ENERGY INC COM USD1 1,033.				09/17/2003 2,276.	12/20/2012
39,712.		YUM! BRANDS INC 9,057.				09/17/2003 30,655.	12/20/2012

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,827.		ZALE CORP NEW 2,181.					VARIOUS 2,646.	12/20/2012
2,747.		ZUMIEZ INC 932.					11/19/2008 1,815.	12/20/2012
		FORM 6781, LINE 1					VARIOUS -1,044.	VARIOUS
		FORM 6781, LINE 1					VARIOUS -1,566.	VARIOUS
TOTAL GAIN(LOSS)							<u>2,675,795.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIDELITY INTEREST INCOME	9.	9.
FIDELITY DIVIDEND INCOME	51,466.	51,466.
POWERSHARES DB AGRICULTURE FUND INTEREST		41.
TOTAL	<u>51,475.</u>	<u>51,516.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
KPMG LLP	4,375.			
TOTALS	<u>4,375.</u>			

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TRANSACTION FEES	2,069.	2,069.
TOTALS	<u>2,069.</u>	<u>2,069.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAX PAID	986.	986.	
COMMONWEALTH OF MASSACHUSETTS	250.		250.
US TREASURY-2011 EXTENSION	25,000.		
TOTALS	<u>26,236.</u>	<u>986.</u>	<u>250.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
POWERSHARES DB - INVESTMENT EXPENSE		563.
TOTALS		<u>563.</u>

ATTACHMENT 6FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COMMON STOCK (FIDELITY)	2,121,645.	1,489,275.	1,489,275.
TOTALS	<u>2,121,645.</u>	<u>1,489,275.</u>	<u>1,489,275.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

BOOK BASIS ADJUSTMENT/FMV

2,440,910.

TOTAL

2,440,910.

THE DINOVI FAMILY FOUNDATION

20-0011660

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ANTHONY J. DINOVI 3 RAVINE ROAD WELLESLEY, MA 02481	TRUSTEE 1.00	0	0	0
DEANNA L. DINOVI 3 RAVINE ROAD WELLESLEY, MA 02481	TRUSTEE 1.00	0	0	0
GRAND TOTALS		0	0	0

THE DINOVI FAMILY FOUNDATION

20-0011660

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
REGIS HIGH SCHOOL 55 E 84TH STREET NEW YORK, NY 10028	NONE EXEMPT ORGANIZATION	UNRESTRICTED	30,000
NATIVITY SCHOOL OF WORCESTER 67 LINCOLN STREET WORCESTER, MA 01605	NONE EXEMPT ORGANIZATION	UNRESTRICTED	5,000
YEAR UP 93 SUMMER ST, 5TH FLOOR BOSTON, MA 02110	NONE EXEMPT ORGANIZATION	UNRESTRICTED	6,000
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD, 2ND FLOOR BETHESDA, MD 20814	NONE EXEMPT ORGANIZATION	UNRESTRICTED	4,500.
FIELDSTONE FOUNDATION INC 636 GREAT RD STOW, MA 01775	NONE EXEMPT ORGANIZATION	UNRESTRICTED	2,500
HARVARD COLLEGE MASSACHUSETTS HALL CAMBRIDGE, MA 02138	NONE EXEMPT ORGANIZATION	UNRESTRICTED	50,000

THE DINOVI FAMILY FOUNDATION

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FORM 990BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HARVARD COLLEGE FUND 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	NONE EXEMPT ORGANIZATION	UNRESTRICTED	1,000
HARVARD BUSINESS SCHOOL SOLDIERS FIELD BOSTON, MA 02163	NONE EXEMPT ORGANIZATION	UNRESTRICTED	1,000
LAKES REGION CONSERVATION TRUST P O. BOX 1097 MEREDITH, NH 03253	NONE EXEMPT ORGANIZATION	UNRESTRICTED	2,500
SQUAM LAKES NATURAL SCIENCE CENTER 23 SCIENCE CENTER ROAD HOLDERNESSE, NH 03245	NONE EXEMPT ORGANIZATION	UNRESTRICTED	500
CHILDRENS HOSPITAL BOSTON 300 LONGWOOD AVENUE BOSTON, MA 02315	NONE EXEMPT ORGANIZATION	UNRESTRICTED	425,000
ST. JOHN THE EVANGELIST PARISH 700 WASHINGTON STREET CANTON, MA 02021	NONE EXEMPT ORGANIZATION	UNRESTRICTED	10,000.

THE DINOVI FAMILY FOUNDATION

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FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HORIZONS FOR HOMELESS CHILDREN INC 1705 COLUMBUS AVENUE ROXBURY, MA 02119	NONE EXEMPT ORGANIZATION	UNRESTRICTED	5,000
CITY YEAR, INC 285 COLUMBUS AVE BOSTON, MA 02116	NONE EXEMPT ORGANIZATION	UNRESTRICTED	5,000
BOYS AND GIRLS CLUB OF BOSTON 50 CONGRESS STREET SUITE 730 BOSTON, MA 02109	NONE EXEMPT ORGANIZATION	UNRESTRICTED	2,500.
SWIM ACROSS AMERICA ONE INTERNATIONAL PLACE, SUITE 4600 BOSTON, MA 02110	NONE EXEMPT ORGANIZATION	UNRESTRICTED	2,500.
PAN MASSACHUSETTS CHALLENGE TRUST 77 FOURTH AVE NEEDHAM, MA 02494	NONE EXEMPT ORGANIZATION	UNRESTRICTED	12,500
TEACH FOR AMERICA 315 WEST 36TH STREET NEW YORK, NY 10018	NONE EXEMPT ORGANIZATION	UNRESTRICTED	100,000

THE DINOVI FAMILY FOUNDATION

20-0011660

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
THE PLAY BALL' FOUNDATION 144 PEARL ST CAMBRIDGE, MA 02139	NONE	EXEMPT ORGANIZATION	UNRESTRICTED	2,500.
THE STEPPINGSTONE FOUNDATION 155 FEDERAL STREET BOSTON, MA 02110	NONE	EXEMPT ORGANIZATION	UNRESTRICTED	2,500.
THE JIMMY FUND 10 BROOKLINE PLACE WEST 6TH FLOOR BROOKLINE, MA 02445-7295	NONE	EXEMPT ORGANIZATION	UNRESTRICTED	500
WOMEN FOR WOMEN INTERNATIONAL 2000 M STREET, NW SUITE 200 WASHINGTON, DC 20036	NONE	EXEMPT ORGANIZATION	UNRESTRICTED	500
TOTAL CONTRIBUTIONS PAID				<u>881,000.</u>