efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491168003083

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 01-01-2012 , and ending 12-31-2012

Name of foundation
APPLE PICKERS FOUNDATION

A Employer identification number
20-7196513

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 1033

Room/suite

B Telephone number (see instructions)
(401) 596-8960

City or town, state, and ZIP code
WESTERLY, RI 02891

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)* ▶$ 11,319,704

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) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	28,467	28,467		
	4	Dividends and interest from securities	180,905	180,905		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	186,873			
	b	Gross sales price for all assets on line 6a 8,477,392				
	7	Capital gain net income (from Part IV, line 2)		186,873		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	396,245	396,245		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,600			
	c	Other professional fees (attach schedule)	41,232	41,232		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	9,481	3,317		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	325	325		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	53,638	44,874		0
	25	Contributions, gifts, grants paid	380,000			380,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	433,638	44,874		380,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-37,393			
	b	**Net investment income** (if negative, enter -0-)		351,371		
	c	**Adjusted net income** (if negative, enter -0-)				

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		-4	
	2	Savings and temporary cash investments	1,807,528	649,832	649,832
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	2,240	6,200	6,200
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	5,064,876	5,458,703	5,765,848
	c	Investments—corporate bonds (attach schedule)	650,130	3,453,264	3,151,445
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,856,391	1,772,000	1,742,602
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)		3,777	3,777
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	11,381,165	11,343,772	11,319,704
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	
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	11,381,165	11,343,772	
	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			
	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 page 17 of the instructions)	11,381,165	11,343,772	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	11,381,165	11,343,772	

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	11,381,165
2	Enter amount from Part I, line 27a	2	-37,393
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,343,772
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,343,772

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) 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	See Additional Data Table			
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	186,873
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	-27,488

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	554,347	11,688,994	0 047425
2010	495,495	11,003,688	0 045030
2009	594,907	9,344,067	0 063667
2008	440,671	11,910,024	0 037000
2007	130,000	7,702,139	0 016878

2	**Total** of line 1, column (d).	2	0 210000
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 042000
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	11,231,629
5	Multiply line 4 by line 3.	5	471,728
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,514
7	Add lines 5 and 6.	7	475,242
8	Enter qualifying distributions from Part XII, line 4.	8	500,000

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	3,514
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	3,514
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,514
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,200		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	6,200
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	2,686
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	100	**Refunded** ▶	11	2,586

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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ______			
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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶MICHAEL WARBURG Telephone no ▶(401) 596-8960

Located at ▶PO BOX 1033 WESTERLY RI ZIP+4 ▶02891

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		No

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	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**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

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

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	
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 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	10,312,565
b	Average of monthly cash balances	1b	1,090,104
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	11,402,669
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	11,402,669
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	171,040
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,231,629
6	**Minimum investment return.** Enter 5% of line 5	6	561,581

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	561,581
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,514		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,514
3	Distributable amount before adjustments Subtract line 2c from line 1			3	558,067
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	558,067
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	558,067

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	380,000
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	120,000
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	500,000
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	3,514
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	496,486

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				558,067
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			52,194	
b Total for prior years 20___, 20___, 20___				
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.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 500,000				
a Applied to 2011, but not more than line 2a			52,194	
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.				447,806
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				110,261
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

See Additional Data Table

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				380,000
b *Approved for future payment* YEAR UP INC YEAR UP PROVIDENCE 10 DORRANCE ST STE 1180 PROVIDENCE,RI 02903	N/A	PUBLIC CHARI	GENERAL SUPPORT	75,000
FRIENDS OF BROOKSVALE PARK INC 156 BROOKSVALE AVE HAMDEN,CT 06518	N/A	PUBLIC CHARI	GENERAL SUPPORT	45,000
Total . . . . ▶ **3b**				120,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	28,467	
4 Dividends and interest from securities			14	180,905	
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			14	186,873	
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)				396,245	

13 Total. Add line 12, columns (b), (d), and (e) **13** 396,245

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2013-06-10	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
TERENCE J MALAGHAN CPA	TERENCE J MALAGHAN CPA	2013-06-10		

Firm's name	GOTHIE HOYT FILIPPETTI & MALAGHAN LLC	Firm's EIN
Firm's address	107 AIRPORT RD WESTERLY, RI 028913420	Phone no (401) 596-2000

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BOEING CO ODDLOT TENDER OFFER	P	2011-02-09	2012-02-09
QEP RESOURCES INC	P	2011-04-04	2012-03-13
GENERAL ELECTRIC COMPANY	P	2010-11-30	2012-02-14
METLIFE INC	P	2009-09-23	2012-02-14
UNITEDHEALTH GROUP INC	P	2010-08-06	2012-02-28
BERKSHIRE HATHAWAY B NEWCLASS B	P	2010-12-28	2012-03-13
APACHE CORP	P	2009-12-23	2012-03-23
EXXON MOBIL CORPORATION	P	2010-05-19	2012-05-31
VANGUARD TAX-MANAGED EURO	P	2008-06-09	2012-02-09
VANGUARD TAX-MANAGED EURO	P	2009-09-26	2012-03-23
CISCO SYSTEMS INC	P	2011-06-20	2012-02-14
ROYAL DUTCH SHELL A ADRFSPONSORED AD	P	2011-04-26	2012-03-23
GENERAL ELECTRIC COMPANY	P	2010-11-30	2012-02-28
PROCTER & GAMBLE EXCHANGE OFFER EXP	P	2009-01-08	2012-02-14
UNIT CORPORATION	P	2010-12-02	2012-02-28
GENERAL DYNAMICS CORP	P	2010-04-13	2012-03-20
BERKSHIRE HATHAWAY B NEWCLASS B	P	2010-12-28	2012-03-23
JOHNSON & JOHNSON	P	2010-06-29	2012-05-31
VANGUARD TAX-MANAGED EURO	P	2008-05-07	2012-02-09
VANGUARD TAX-MANAGED EURO	P	2009-09-26	2012-04-05
HEWLETT-PACKARD COMPANY	P	2011-09-27	2012-02-14
CISCO SYSTEMS INC	P	2011-06-20	2012-04-05
GENERAL ELECTRIC COMPANY	P	2010-11-30	2012-04-05
UNILEVER PLC ADR NEW FWITH STOCK SPL	P	2010-10-26	2012-02-14
UNILEVER PLC ADR NEW FWITH STOCK SPL	P	2010-10-26	2012-02-28
CALPINE CORP NEW	P	2011-02-03	2012-03-20
CALPINE CORP NEW	P	2011-02-03	2012-03-23
UNITEDHEALTH GROUP INC	P	2010-08-06	2012-06-26
VANGUARD TAX-MANAGED EURO	P	2008-05-07	2012-02-09
VANGUARD TAX-MANAGED EURO	P	2009-09-26	2012-04-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
QEP RESOURCES INC	P	2011-04-04	2012-02-14
GOLDMAN SACHS GROUP INC	P	2011-10-17	2012-04-24
ABBOTT LABORATORIES	P	2010-01-29	2012-02-14
UNIT CORPORATION	P	2010-12-02	2012-02-14
PROCTER & GAMBLE EXCHANGE OFFER EXP	P	2009-01-08	2012-02-28
METLIFE INC	P	2009-09-23	2012-03-20
B C E INC NEW F	P	2010-03-30	2012-03-23
KRAFT FOODS INC EXCHANGE OFFER EXP	P	2010-05-07	2012-07-25
VANGUARD TAX-MANAGED EURO	P	2008-05-07	2012-02-09
VANGUARD TAX-MANAGED EURO	P	2009-09-26	2012-06-12
ROYAL DUTCH SHELL A ADRFSPONSORED AD	P	2011-04-26	2012-02-14
CISCO SYSTEMS INC	P	2011-06-20	2012-05-18
A F L A C INC ODD LOT OFFER	P	2009-12-03	2012-02-14
UNITEDHEALTH GROUP INC	P	2010-08-06	2012-02-14
MERCK	P	2009-09-01	2012-02-28
METLIFE INC	P	2009-09-23	2012-03-20
BOEING CO ODDLOT TENDER OFFER	P	2011-02-09	2012-04-05
UNITEDHEALTH GROUP INC	P	2010-08-06	2012-07-25
VANGUARD TAX-MANAGED EURO	P	2008-08-11	2012-02-28
VANGUARD INTL EQUITY	P	2008-05-07	2012-04-05
STAPLES INC	P	2011-06-01	2012-02-14
NATIXIS FDS TR IV AEW REAL - 63872W4	P	2012-08-14	2012-11-07
AMGEN INCORPORATED	P	2009-12-03	2012-02-14
WAL-MART STORES INC	P	2008-10-10	2012-02-14
KRAFT FOODS INC EXCHANGE OFFER EXP	P	2010-05-07	2012-02-28
METLIFE INC	P	2009-09-23	2012-03-20
ABBOTT LABORATORIES	P	2010-01-29	2012-04-05
PROSHARES TRUST ETF ULTRASHORT LEHMA	P	2010-08-06	2012-10-22
VANGUARD TAX-MANAGED EURO	P	2008-08-11	2012-02-28
VANGUARD INTL EQUITY	P	2008-06-09	2012-04-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
GOLDMAN SACHS GROUP INC	P	2011-10-17	2012-02-14
VANGUARD REIT - 922908553	P	2012-07-26	2012-11-07
APACHE CORP	P	2009-12-23	2012-02-14
WAL-MART STORES INC	P	2009-12-23	2012-02-14
AMGEN INCORPORATED	P	2009-12-03	2012-02-28
METLIFE INC	P	2009-09-23	2012-03-20
UNITEDHEALTH GROUP INC	P	2010-08-06	2012-04-05
INTL BUSINESS MACHINES	P	2009-12-23	2012-11-13
VANGUARD TAX-MANAGED EURO	P	2008-07-09	2012-02-28
VANGUARD INTL EQUITY	P	2008-04-08	2012-04-05
STAPLES INC	P	2011-06-01	2012-02-16
COLUMBIA SELECT LARGE CAP GROWTH - 1	P	2012-03-13	2012-11-13
BERKSHIRE HATHAWAY B NEWCLASS B	P	2010-12-28	2012-02-14
B C E INC NEW F	P	2010-03-30	2012-02-09
A F L A C INC ODD LOT OFFER	P	2009-12-03	2012-02-28
METLIFE INC	P	2009-09-23	2012-03-20
UNILEVER PLC ADR NEW FWITH STOCK SPL	P	2010-10-26	2012-04-18
INTL BUSINESS MACHINES	P	2009-12-23	2012-11-13
VANGUARD TAX-MANAGED EURO	P	2008-03-07	2012-02-28
VANGUARD INTL EQUITY	P	2008-08-11	2012-04-24
STAPLES INC	P	2011-08-19	2012-02-16
COLUMBIA SELECT LARGE CAP GROWTH - 1	P	2012-04-18	2012-11-13
CALPINE CORP NEW	P	2011-02-03	2012-02-14
OAKMARK INTL FD CLASS I	P	2008-01-16	2012-02-16
ABBOTT LABORATORIES	P	2010-01-29	2012-02-28
METLIFE INC	P	2009-09-23	2012-03-20
PROCTER & GAMBLE EXCHANGE OFFER EXP	P	2009-01-08	2012-04-18
B C E INC NEW F	P	2010-03-30	2012-03-23
VANGUARD TAX-MANAGED EURO	P	2008-04-08	2012-02-28
VANGUARD INTL EQUITY	P	2008-07-08	2012-04-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
HEWLETT-PACKARD COMPANY	P	2011-09-27	2012-02-16
COLUMBIA SELECT LARGE CAP GROWTH - 1	P	2012-05-01	2012-11-13
EXXON MOBIL CORPORATION	P	2010-01-29	2012-02-14
B C E INC NEW F	P	2010-03-30	2012-02-16
CALPINE CORP NEW	P	2011-02-03	2012-02-28
MERCK	P	2009-09-01	2012-03-20
ABBOTT LABORATORIES	P	2010-01-29	2012-04-18
B C E INC NEW F	P	2010-03-30	2012-03-23
VANGUARD TAX-MANAGED EURO	P	2008-08-11	2012-03-13
VANGUARD INTL EQUITY	P	2008-03-07	2012-04-24
SPRINT NEXTEL CORP	P	2011-02-28	2012-02-28
DU PONT E I DE NEMOURS & CO - 263534	P	2012-02-16	2012-11-15
GENERAL DYNAMICS CORP	P	2010-04-13	2012-02-14
AMGEN INCORPORATED	P	2009-12-03	2012-02-16
JOHNSON & JOHNSON	P	2008-08-05	2012-02-28
SPRINT NEXTEL CORP	P	2011-02-28	2012-03-20
ABBOTT LABORATORIES	P	2010-05-19	2012-04-18
B C E INC NEW F	P	2010-03-30	2012-03-23
VANGUARD TAX-MANAGED EURO	P	2008-08-11	2012-03-13
VANGUARD INTL EQUITY	P	2008-04-08	2012-04-24
SPRINT NEXTEL CORP	P	2011-02-28	2012-02-28
DU PONT E I DE NEMOURS & CO - 263534	P	2012-03-23	2012-11-15
JOHNSON & JOHNSON	P	2008-08-05	2012-02-14
UNIT CORPORATION	P	2010-12-02	2012-02-16
B C E INC NEW F	P	2010-03-30	2012-02-28
LOCKHEED MARTIN CORP	P	2009-09-28	2012-03-23
EXXON MOBIL CORPORATION	P	2010-01-29	2012-04-18
B C E INC NEW F	P	2010-03-30	2012-03-23
VANGUARD TAX-MANAGED EURO	P	2008-09-09	2012-03-13
VANGUARD INTL EQUITY	P	2009-09-24	2012-06-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
QEP RESOURCES INC	P	2011-04-04	2012-02-28
BOEING CO - 097023BB0	P	2012-03-23	2012-11-20
KRAFT FOODS INC EXCHANGE OFFER EXP	P	2010-05-07	2012-02-14
UNITEDHEALTH GROUP INC	P	2010-08-06	2012-02-16
GENERAL DYNAMICS CORP	P	2010-04-13	2012-03-13
AMGEN INCORPORATED	P	2009-12-03	2012-03-23
WAL-MART STORES INC	P	2008-10-10	2012-04-24
B C E INC NEW F	P	2010-03-30	2012-03-23
VANGUARD TAX-MANAGED EURO	P	2008-09-09	2012-03-13
VANGUARD INTL EQUITY	P	2008-08-11	2012-06-12
MERCK	P	2011-05-13	2012-02-28
ABBOTT LABS - 002824AX8	P	2012-04-05	2012-12-10
LOCKHEED MARTIN CORP	P	2009-09-28	2012-02-14
CALPINE CORP NEW	P	2011-02-03	2012-02-16
SPRINT NEXTEL CORP	P	2011-02-28	2012-03-13
AMGEN INCORPORATED	P	2010-05-19	2012-03-23
EXXON MOBIL CORPORATION	P	2010-01-29	2012-05-01
VANGUARD TAX-MANAGED EURO	P	2008-04-08	2012-02-09
VANGUARD TAX-MANAGED EURO	P	2009-09-26	2012-03-13
VANGUARD INTL EQUITY	P	2008-08-11	2012-06-12
CISCO SYSTEMS INC	P	2011-06-20	2012-02-28
GENERAL ELECTRIC COMPANY	P	2010-11-30	2012-04-18
MERCK	P	2009-12-23	2012-02-09
WAL-MART STORES INC	P	2008-10-10	2012-02-28
A F L A C INC ODD LOT OFFER	P	2009-12-03	2012-03-13
AMGEN INCORPORATED	P	2010-06-29	2012-03-23
BOEING CO ODDLOT TENDER OFFER	P	2011-02-09	2012-05-29
VANGUARD TAX-MANAGED EURO	P	2008-06-09	2012-02-09
VANGUARD TAX-MANAGED EURO	P	2009-09-26	2012-03-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
37,952		36,198	1,754
92,418		125,991	-33,573
19,145		15,758	3,387
37,201		38,782	-1,581
27,802		16,673	11,129
35,876		36,014	-138
101,503		94,640	6,863
78,998		62,149	16,849
2,785		3,787	-1,002
168,165		172,601	-4,436
20,279		15,008	5,271
98,257		105,838	-7,581
38,149		31,516	6,633
63,608		60,416	3,192
97,513		85,689	11,824
72,584		76,728	-4,144
161,960		160,063	1,897
99,639		94,617	5,022
168		234	-66
101,080		106,529	-5,449
29,159		24,087	5,072
40,355		30,015	10,340
40,169		32,304	7,865
81,393		72,337	9,056
9,727		8,680	1,047
34,202		29,302	4,900
85,492		73,256	12,236
58,058		33,347	24,711
104,034		145,089	-41,055
97,765		103,561	-5,796

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
30,824		41,997	-11,173
111,946		96,534	15,412
55,114		53,335	1,779
47,647		42,845	4,802
19,975		18,125	1,850
11,488		11,635	-147
7,991		5,914	2,077
78,033		59,423	18,610
3,356		4,680	-1,324
149,526		172,601	-23,075
72,824		75,599	-2,775
98,968		90,046	8,922
48,837		46,109	2,728
52,842		33,347	19,495
30,493		30,114	379
9,535		9,652	-117
29,389		28,958	431
51,591		33,347	18,244
107,180		128,795	-21,615
41,646		50,008	-8,362
72,873		83,119	-10,246
50,000		50,366	-366
67,209		56,996	10,213
6,186		5,301	885
22,737		17,827	4,910
3,829		3,878	-49
30,627		26,668	3,959
33		72	-39
2,147		2,580	-433
43,363		50,004	-6,641

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
78,293		65,161	13,132
64,594		65,710	-1,116
53,411		51,890	1,521
55,674		48,194	7,480
33,525		28,498	5,027
26,806		27,147	-341
29,397		16,673	12,724
43,567		30,008	13,559
81,927		100,015	-18,088
29,667		33,872	-4,205
86,097		94,756	-8,659
31,084		33,848	-2,764
79,096		80,031	-935
40,194		29,572	10,622
18,710		18,444	266
3,829		3,878	-49
98,707		86,804	11,903
31,874		21,954	9,920
119,278		150,159	-30,881
19,577		19,952	-375
13,594		12,394	1,200
173,634		190,000	-16,366
30,454		29,302	1,152
194,278		198,000	-3,722
22,650		21,334	1,316
21,100		21,363	-263
66,881		60,416	6,465
47,945		35,486	12,459
30,262		40,406	-10,144
47,911		50,013	-2,102

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
159,580		132,477	27,103
45,281		50,000	-4,719
84,873		64,917	19,956
39,279		29,572	9,707
31,095		29,302	1,793
109,227		90,527	18,700
60,554		53,335	7,219
11,986		8,869	3,117
11,965		14,538	-2,573
44,964		49,991	-5,027
8,940		17,402	-8,462
150,000		154,725	-4,725
35,448		38,364	-2,916
61,239		51,297	9,942
64,624		70,314	-5,690
57,371		94,189	-36,818
30,277		23,972	6,305
3,995		2,956	1,039
3,370		4,095	-725
13,851		16,127	-2,276
12,525		21,753	-9,228
100,000		102,733	-2,733
64,974		70,314	-5,340
52,243		47,129	5,114
40,304		29,572	10,732
134,210		117,837	16,373
34,029		25,967	8,062
3,995		2,957	1,038
112,405		124,003	-11,598
68,945		68,507	438

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,975		8,399	-1,424
250,000		252,413	-2,413
77,149		59,423	17,726
49,135		30,012	19,123
50,454		53,710	-3,256
26,626		22,798	3,828
58,876		49,687	9,189
3,995		2,956	1,039
23,593		26,028	-2,435
15,368		17,206	-1,838
3,766		3,723	43
158,501		158,633	-132
43,777		39,279	4,498
13,837		13,186	651
27,200		43,505	-16,305
46,595		38,635	7,960
86,573		64,917	21,656
80,945		109,753	-28,808
94,777		97,071	-2,294
11,497		12,872	-1,375
50,237		37,519	12,718
95,973		78,790	17,183
38,164		37,642	522
29,197		26,503	2,694
89,988		92,218	-2,230
26,626		21,589	5,037
104,988		108,593	-3,605
144,305		196,218	-51,913
90,935		93,136	-2,201

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1,754
			-33,573
			3,387
			-1,581
			11,129
			-138
			6,863
			16,849
			-1,002
			-4,436
			5,271
			-7,581
			6,633
			3,192
			11,824
			-4,144
			1,897
			5,022
			-66
			-5,449
			5,072
			10,340
			7,865
			9,056
			1,047
			4,900
			12,236
			24,711
			-41,055
			-5,796

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-11,173
			15,412
			1,779
			4,802
			1,850
			-147
			2,077
			18,610
			-1,324
			-23,075
			-2,775
			8,922
			2,728
			19,495
			379
			-117
			431
			18,244
			-21,615
			-8,362
			-10,246
			-366
			10,213
			885
			4,910
			-49
			3,959
			-39
			-433
			-6,641

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			13,132
			-1,116
			1,521
			7,480
			5,027
			-341
			12,724
			13,559
			-18,088
			-4,205
			-8,659
			-2,764
			-935
			10,622
			266
			-49
			11,903
			9,920
			-30,881
			-375
			1,200
			-16,366
			1,152
			-3,722
			1,316
			-263
			6,465
			12,459
			-10,144
			-2,102

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			27,103
			-4,719
			19,956
			9,707
			1,793
			18,700
			7,219
			3,117
			-2,573
			-5,027
			-8,462
			-4,725
			-2,916
			9,942
			-5,690
			-36,818
			6,305
			1,039
			-725
			-2,276
			-9,228
			-2,733
			-5,340
			5,114
			10,732
			16,373
			8,062
			1,038
			-11,598
			438

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-1,424
			-2,413
			17,726
			19,123
			-3,256
			3,828
			9,189
			1,039
			-2,435
			-1,838
			43
			-132
			4,498
			651
			-16,305
			7,960
			21,656
			-28,808
			-2,294
			-1,375
			12,718
			17,183
			522
			2,694
			-2,230
			5,037
			-3,605
			-51,913
			-2,201

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
GEORGE S WARBURG PO BOX 1033 WESTERLY, RI 02891	TRUSTEE 2 00	0	0	0
ELINOR B WARBURG PO BOX 1033 WESTERLY, RI 02891	TRUSTEE 2 00	0	0	0
DANIEL S WARBURG PO BOX 1033 WESTERLY, RI 02891	TRUSTEE 2 00	0	0	0
MICHAEL F WARBURG PO BOX 1033 WESTERLY, RI 02891	TRUSTEE 2 00	0	0	0
JOHN P WARBURG PO BOX 1033 WESTERLY, RI 02891	TRUSTEE 2 00	0	0	0

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000).

GEORGE S WARBURG
ELINOR B WARBURG

Form 990PF Part XV Line 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*				
CONNECTICUT PLAYERS FOUNDATION INC LONG WHARF THEATRE 222 SARGENT DRIVE NEW HAVEN,CT 06511	N/A	PUBLIC CHARI	THEATRE REFURBISHMENT	50,000
YEAR UP INC YEAR UP PROVIDENCE 10 DORRANCE ST STE 1108 PROVIDENCE,RI 02903	N/A	PUBLIC CHARI	GENERAL SUPPORT	75,000
UNITES STATES YOUTH CRICKET ASSOC 1405 MADISON PARK DRIVE GLEN BURNIE,MD 21061	N/A	PUBLIC CHARI	PURCHASE TRAINING EQUIPMENT	25,000
FRIENDS OF THE JEWISH MUSEUM BERLIN 227 RIDGEVIEW RD PRINCETON,NJ 08540	N/A	PUBLIC CHARI	GENERAL SUPPORT	50,000
WESTMINSTER SCHOOL FOUNDATION US 630 FIFTH AVE NEW YORK,NY 10111	N/A	PUBLIC CHARI	GENERAL SUPPORT	100,000
NEW ISRAEL FUND 703 MARKET ST STE 1503 SAN FRANCISCO,CA 94103	N/A	PUBLIC CHARI	GENERAL SUPPORT FOR HUMAN RIGHTS	80,000
Total . . . . ▶ **3a**				380,000

TY 2012 Accounting Fees Schedule

Name: APPLE PICKERS FOUNDATION

EIN: 20-7196513

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	2,600			

TY 2012 Compensation Explanation

Name: APPLE PICKERS FOUNDATION

EIN: 20-7196513

Person Name	Explanation
GEORGE S WARBURG	
ELINOR B WARBURG	
DANIEL S WARBURG	
MICHAEL F WARBURG	
JOHN P WARBURG	

TY 2012 Investments Corporate Bonds Schedule

Name: APPLE PICKERS FOUNDATION

EIN: 20-7196513

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ALTRIA GROUP 4.125%15NOTES DUE 09/11		
CORNING INC DEB 6.75%13		
FCX 8.250 04/ 8.25%15 DUE 04/01/15		
KRAFT FOODS 4.125%16NOTES DUE 02/09/		
L-3 COMMUNICATIONS CORP SR SB NT5.87		
MORGAN STANLEY 5%25NOTES DUE 06/11/2		
PITNEY BOWES INC NT 5%15		
GENERAL ELECTRIC 2.8% DUE 1/8/13	254,380	250,070
IBM 2.1% DUE 5/6/13	255,026	251,560
JP MORGAN CHASE & CO 2.05% DUE 1/24/	304,908	304,695
WALMART STORES INC 3.0% DUE 2/3/14	156,868	154,376
COCA COLA 3.625% DUE 3/15/14	159,716	155,636
NOVARTIS CAP CORP 1.9% DUE 4/24/13	254,474	251,298
ISHARES BARCLAYS TIPS	399,449	443,147
ISHARES BACLAYS 1-3 YR CR BD FUND	209,842	210,960
PROSHARES ULTRASHORT 20+ YEAR TR ETF	500,344	237,684
SHELL INTL FIN B V 3.1% DUE 6/28/15	161,635	158,904
ARTIO GLOBAL HIGH YIELD INCOME FD	345,941	355,695
PIMCO HIGH YIELD FD	200,000	205,547
PROSAHRES SHORT 20+ YR TREASURY	250,681	171,873

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491168003083

TY 2012 Investments Corporate Stock Schedule

Name: APPLE PICKERS FOUNDATION

EIN: 20-7196513

Name of Stock	End of Year Book Value	End of Year Fair Market Value
A F L A C INC ODD LOT OFFER		
ABBOTT LABORATORIES		
AMGEN INCORPORATED		
APACHE CORP		
APPLE INC	130,336	212,869
B C E INC NEW F		
BERKSHIRE HATHAWAY B NEWCLASS B		
BOEING CO ODDLOT TENDER OFFER		
CALPINE CORP NEW		
CYSCO SYSTEMS INC		
EXXON MOBIL		
GENERAL DYNAMICS		
GENERAL ELECTRIC		
GOLDMAN SACHS GROUP INC		
HEWLETT-PACKARD COMPANY		
IBM		
JOHNSON & JOHNSON		
KRAFT FOODS		
LOCKHEED MARTIN		
MERCK		
METLIFE INC		
PROCTOR & GAMBLE		
QEP RESOURCES		
ROYAL DUTCH SHELL		
SPRINT NEXTEL		
STAPLES		
UNILEVER		
UNIT CORPORATION		
UNITEDHEALTH GROUP INC		
WALMART STORES		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COLUMBIA DIVIDEND INCOME FUND	1,172,800	1,205,362
COLUMBIA SELECT LARGE CAP GROWTH FUN	735,352	738,621
IBM	64,953	95,775
SELECT SECTOR SPDR TR FINANCIAL	47,760	49,170
VANGUARD LARGE CAP ETF	131,911	130,320
COLUMBIA ACORN FUND	405,700	394,343
FIRST TR ISE REVERE NAT GAS	225,288	219,520
JOHN HANCOCK FDS III DISCIPLINED	410,850	437,370
CAMBIAR SAMLL CAP FUND	267,500	261,408
EAGLE SM CAP GROWTH FUND	229,540	231,083
ARTISAN INTERNATIONAL FUND	209,200	230,780
ARTISAN INTL VALUE FUND	208,040	231,547
VANGUARD MSCI EAFE ETF FUND	517,535	528,450
SPDR S&P CHINA	69,134	74,090
VANGUARD MSCI EMERGING MKTS ETF	579,247	667,950
WISDOMTREE EMERGING MARKETS HIGH YI	53,557	57,190

TY 2012 Investments - Other Schedule

Name: APPLE PICKERS FOUNDATION

EIN: 20-7196513

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
JP MORGAN EXCH TRAD NOTEPENDING EN	AT COST		
PROSHARES TRUST ETF ULTRASHORT LEHMA	AT COST		
RYDEX ETF TRUST AUSTRALIAN DOLLAR TR	AT COST		
VANGUARD EUROPE PAC ETF	AT COST		
VANGUARD EMERGING MARKET	AT COST		
LOOMIS SAYLES BOND CL I	AT COST		
OAKMARK INTL FD CLASS I	AT COST		
MESIROW ABS RETURN LTD	AT COST	500,000	511,868
PIMCO ALL ASSET ALL AUTH FUND	AT COST	200,000	197,332
PROVIDENCE VII PARTICIPATION TR	AT COST	50,000	50,000
INTERNATIONAL FARMLAND FD	AT COST	75,000	66,450
ALEXANDRIA REAL ESTATE EQ INC	AT COST	17,229	17,330
DUKE RLTY CORP	AT COST	13,870	13,870
EQUITY REIDENTIAL SH BEN INT	AT COST	14,590	14,168
EXTRA SPACE STORAGE INC REITS	AT COST	8,682	9,098
HEALTH CARE REIT INC	AT COST	14,618	15,323
MEDICAL PPTYS TR INC REIT	AT COST	11,758	11,960
NATIXIS FDS TR IV AEW REAL ESTATE	AT COST	321,634	312,318
NUVEEN REAL ESTATE SECS FUND	AT COST	50,000	47,690
SUN COMMUNITIES INC	AT COST	10,460	9,973
VANGUARD REIT ETF	AT COST	64,959	65,800
PIMCO COMMODITY REALRETURN	AT COST	419,200	399,422

TY 2012 Other Assets Schedule

Name: APPLE PICKERS FOUNDATION

EIN: 20-7196513

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE		3,777	3,777

TY 2012 Other Expenses Schedule

Name: APPLE PICKERS FOUNDATION

EIN: 20-7196513

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK CHARGES	325	325		

TY 2012 Other Professional Fees Schedule

Name: APPLE PICKERS FOUNDATION

EIN: 20-7196513

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	41,232	41,232		

TY 2012 Taxes Schedule

Name: APPLE PICKERS FOUNDATION

EIN: 20-7196513

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	3,317	3,317		
EXCISE TAX ON INVESTMENTS	6,164			

APPLE PICKERS FOUNDATION
20-7196513

FORM 990-PF – PART XII, LINE 3B - EXPLANATION OF CASH SET-ASIDE

A MATCHING GRANT OF $75,000 WAS MADE TO YEAR UP INC FOR PURPOSE OF GENERAL SUPPORT FOR THE PUBLIC CHARITY THE AMOUNT TO BE MATCHED WAS NOT AVAILABLE BEFORE THE END OF 2012 SO THE FUNDS WERE NOT DISBURSED UNTIL 2013

A MATCHING GRANT OF $45,000 WAS MADE TO FRIENDS OF BROOKSVALE PARK, INC FOR PURPOSE OF GENERAL SUPPORT FOR THE PUBLIC CHARITY THE AMOUNT TO BE MATCHED WAS NOT AVAILABLE BEFORE THE END OF 2012 SO THE FUNDS WERE NOT DISBURSED UNTIL 2013