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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation JOSEPHINE AND LOUISE CRANE FOUNDATION		A Employer identification number 20-8970284
C/O W K MACKAY		
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (508) 548-1155
220 MAIN STREET, SUITE 202		
P.O. BOX 901		
City or town, state, and ZIP code		
FALMOUTH, MA 02451		
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization		C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 69,115,231.		J Accounting method: ☒ Cash ☐ Accrual ☐ 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)				
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,531,766.	1,643,409.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	872,391.			
	b Gross sales price for all assets on line 6a	1,393,787.			
	7 Capital gain net income (from Part IV, line 2)		1,393,787.		
	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) ATCH 2	12,238.	92,595.			
12 Total. Add lines 1 through 11	2,416,395.	3,129,791.			
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 3	11,500.	5,750.		
	c Other professional fees (attach schedule) *	257,750.	358,754.		
	17 Interest ATCH 5		23,956.		
	18 Taxes (attach schedule) (see instructions) ATCH 6	55,350.	5,083.		500.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	3,559.	43,821.		17.
	24 Total operating and administrative expenses. Add lines 13 through 23	328,159.	437,364.		517.
	25 Contributions, gifts, grants paid	3,250,000.			3,250,000.
26 Total expenses and disbursements. Add lines 24 and 25	3,578,159.	437,364.	0	3,250,517.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,161,764.				
b Net investment income (if negative, enter -0-)		2,692,427.			
c Adjusted net income (if negative, enter -0-)					

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2

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	1,247,828.	1,160,835.	1,160,835.
	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 8	42,371,442.	40,683,158.	58,236,184.
	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) ATCH 9	7,478,558.	8,092,071.	9,718,212.
	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)	51,097,828.	49,936,064.	69,115,231.	
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 ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	51,097,828.	49,936,064.	
	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 instructions)	51,097,828.	49,936,064.	
	31	Total liabilities and net assets/fund balances (see instructions)	51,097,828.	49,936,064.	

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	51,097,828.
2	Enter amount from Part I, line 27a	2	-1,161,764.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	49,936,064.
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	49,936,064.

Form 990-PF (2012)

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,393,787.	
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	3,300,502.	68,613,185.	0.048103
2010	3,000,000.	63,788,982.	0.047030
2009	3,000,000.	58,188,315.	0.051557
2008	3,743,039.	26,385,374.	0.141860
2007	3,704,774.	82,026,937.	0.045165
2 Total of line 1, column (d)			2 0.333715
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 0.066743
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 68,950,522.
5 Multiply line 4 by line 3			5 4,601,965.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 26,924.
7 Add lines 5 and 6			7 4,628,889.
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 3,250,517.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	53,849.
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	53,849.
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	53,849.
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	54,316.
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	54,316.
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	467.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 467. Refunded ☐ 11	11	

Part VII-A Statements Regarding Activities

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

Form 990-PF (2012)

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 WILLIAM K. MACKEY, TRUSTEE Telephone no 508-548-1155			
Located at 220 MAIN STREET, SUITE 202 FALMOUTH, MA ZIP+4 02541				
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
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes	☐ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here		☐
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?		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes	☐ No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☐ No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		

Form 990-PF (2012)

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)? ☐ Yes ☒ No

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		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
ATCH 11		242,750.

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 ▶	

Form 990-PF (2012)

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	59,448,041.
b	Average of monthly cash balances	1b	2,342,336.
c	Fair market value of all other assets (see instructions)	1c	8,210,153.
d	Total (add lines 1a, b, and c)	1d	70,000,530.
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	70,000,530.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,050,008.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	68,950,522.
6	Minimum investment return. Enter 5% of line 5	6	3,447,526.

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	3,447,526.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	53,849.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	53,849.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,393,677.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,393,677.
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	3,393,677.

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	3,250,517.
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	3,250,517.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,250,517.

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.

Form 990-PF (2012)

Page **9****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				3,393,677.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,110,286.	
b Total for prior years 20 10, 20 09, 20 08				
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 ▶ \$ 3,250,517.				
a Applied to 2011, but not more than line 2a			1,110,286.	
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				2,140,231.
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				1,253,446.
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		0		
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Form 990-PF (2012)

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

NOT APPLICABLE

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 foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a 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**

Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
ATCH 12					
Total				► 3a	3,250,000.
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	1,531,766.	
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	872,391.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a MISCELLANEOUS				01	12,238.	
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)					2,416,395.	
13 Total. Add line 12, columns (b), (d), and (e)					13	2,416,395.

(See worksheet in line 13 instructions to verify calculations)

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

[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: William K. Mackey Date: 11/13/13 Title: Treasurer

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

DONALD F. ANDERSON

Firm's name	▶ KPMG LLP
-------------	------------

Firm's address ► 60 SOUTH STREET
BOSTON, MA

Preparer's signature

Kennell L. (1/2)

Date	
------	--

11/8/13

Check ☐ if self-employed

PTIN	
------	--

P00237951

Firm's EIN ► 13-5565207

Phone no 617-988-1000

Form 990-PF (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)	
6,929,895.		GAIN/LOSS ON SALES PER CLIENT DETAIL 6,057,504.					VAR 872,391.	VAR
78,091.		SHORT TERM CAPITAL GAINS VIA K-1S					VAR 78,091.	VAR
425,396.		LONG TERM CAPITAL GAINS VIA K-1S					VAR 425,396.	VAR
17,909.		SEC. 1231 GAIN VIA K-1S					17,909.	
TOTAL GAIN(LOSS)							<u>1,393,787.</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>
CAPE COD 5 CUSTODY	59.	59.
CAPE COD 5 CHECKING	27.	27.
TD BANKNORTH	26,089.	26,089.
FIDELITY INVESTMENTS	169.	169.
DIVIDENDS	1,505,422.	1,505,422.
ACL ALTERNATIVE FUND SAC LIMITED VIA K-1		671.
AMPERSAND 2006 LP VIA K-1		24,390.
A.W. JONES COMPANY VIA K-1		14,253.
BNY PARTNERS FUND VIA K-1		8,844.
DAVIS INVESTMENT VENTURES FUND VIA K-1		38,014.
DAVIS INVESTMENT VENTURES FUND II-A K-1		153.
EAGLE INCOME APPRECIATION II VIA K-1		732.
EXCELSIOR ABSOLUTE RETURN LIQ TRUST 2		54.
MONDRIAN INTERNATIONAL FIXED INCOME K-1		22,491.
MONITOR VENTURE PARTNERS I VIA K-1		652.
MONITOR VENTURE PARTNERS I-A VIA K-1		970.
POWERSHARES DB AGRICULTURE FUND VIA K-1		24.
POWERSHARES DB COMMODITY INDEX VIA K-1		353.
RMK GLOBAL TIMBERLAND RESOURCES VIA K-1		18.
WESTVIEW CAPITAL PARTNERS VIA K-1		24.
TOTAL	<u>1,531,766.</u>	<u>1,643,409.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PROCEEDS OF CLASS ACTION - LUCENT	139.	139.
PROCEEDS OF CLASS ACTION - COOPER	197.	197.
PROCEEDS OF CLASS ACTION - ENRON	2,575.	2,575.
DISTRIBUTION DUE TO DISSOLUTION - ISWD	5,097.	
SETTLEMENT PAYMENT - COLBURN	18.	18.
FINAL SETTLEMENT - COLBURN FAIR FUND	27.	27.
TIFF - RETURN OF CAPITAL	4,185.	
ACL ALTERNATIVE FUND SAC LIMITED VIA K-1		-402.
A.W. JONES COMPANY VIA K-1		54,307.
BNY PARTNERS FUND LLC VIA K-1		1,140.
DAVIS INVESTMENT VENTURES VALUE OPP. K-1		7,132.
DAVIS INVESTMENT VENTURES FUND VII-A K-1		26.
EAGLE INCOME APPRECIATION II LP VIA K-1		115.
EXCELSIOR ABSOLUTE RETURN LIQ. TRUST 2		5.
MONDRIAN INTERNATIONAL FIXED INCOME K-1		-1,629.
POWERSHARES DB AGRICULTURE FUND VIA K-1		-6,393.
POWERSHARES DB COMMODITY INDEX VIA K-1		35,338.
TOTALS	<u>12,238.</u>	<u>92,595.</u>

ATTACHMENT 3FORM 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	11,500.	5,750.		
TOTALS	<u>11,500.</u>	<u>5,750.</u>		

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CAPE COD 5	4,322.	4,322.
TD BANKNORTH	56,942.	56,942.
BALLENTINE, FINN & CO.	185,808.	185,808.
TIFF INTERNATIONAL EQUITY	678.	678.
MACKEY & FOSTER PA	10,000.	
VIA AMPERSAND 2006 LP		19,113.
VIA A.W. JONES CO.		9,639.
VIA BNY PARTNERS FUND		4,238.
VIA DAVIS INV. VENTURES OPP.		18,361.
VIA DAVIS INV. FUND II-A		12,693.
VIA EAGLE INCOME APPRECIATION		1,273.
VIA EXCELSIOR ABSOLUTE RETURN		120.
VIA KANYE ANDERSON ENERGY FUND		1,366.
VIA MONDRIAN INTERNATIONAL		965.
VIA MONITOR VENTURE PARTNERS		22,820.
VIA MONITOR VENTURE PTNRS. I-A		6,791.
VIA POWERSHARES DB AGRICULTURE		494.
VIA POWERSHARES DB COMMODITY		3,711.
VIA WESTVIEW CAPITAL PTNRS. II		9,420.
TOTALS	<u>257,750.</u>	<u>358,754.</u>

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
VIA A.W. JONES CO.		20,072.
VIA DAVIS INVESTMENT VENTURES		3,246.
VIA EAGLE INCOME APPRECIATION		633.
VIA WESTVIEW CAPITAL PTNRS.		5.
TOTALS		<u>23,956.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES PAID	2,350.	2,350.	
EXCISE TAXES	52,500.		
VIA A.W. JONES CO.		752.	
VIA BNY PARTNERS FUND		32.	
VIA EAGLE INCOME APPRECIATION		27.	
VIA MONDRIAN INTERNATIONAL		1,922.	
COMMONWEALTH OF MA FEE	500.		500.
TOTALS	<u>55,350.</u>	<u>5,083.</u>	<u>500.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MISCELLANEOUS EXPENSES		3,559.	
VIA ACL ALTERNATIVE FUND		25,918.	
VIA A.W. JONES COMPANY		9,157.	
VIA BNY PARTNERS FUND		278.	1.
VIA DAVIS INVESTMENT VENTURES		1,372.	15.
VIA EAGLE INCOME APPRECIATION		1.	
VIA EXCELSIOR ABSOLUTE RETURN		51.	
VIA KANYE ANDERSON ENERGY FUND		85.	1.
VIA WESTVIEW CAPITAL PARTNERS		3,400.	
TOTALS	3,559.	43,821.	17.

ATTACHMENT 8FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 8A	42,371,442.	40,683,158.	58,236,184.
TOTALS	<u>42,371,442.</u>	<u>40,683,158.</u>	<u>58,236,184.</u>

JOSEPHINE AND LOUISE CRANE FOUNDATION, INC.

20-8970284

STATEMENT OF REVENUE, GRANTS, EXPENSES
FUND BALANCE AND BALANCE SHEET

	<u>Cost</u>	<u>Market Value</u>
<u>Cape Cod 5 Custody Account 7200333018:</u>		
2,000 Abbott Laboratories	105,596	131,000
4,650 AT&T Inc.	20,419	156,752
2,000 Autoliv Inc.	43,500	134,780
1,500 Boeing Co.	33,319	113,040
2,000 Coach Inc.	45,890	111,020
1,600 Comcast Corp. CL A	13,492	59,776
2,000 Comcast Corp. New CL A	30,620	71,840
5,000 Corning Inc.	57,691	63,100
1,000 Costco Wholesale Corp.	48,818	98,730
8,000 De Master Blenders	80,241	91,961
2,000 Deere & Co.	20,079	172,840
2,000 Du Pont E I De Nemours & Co.	63,848	89,957
2,000 Equifax, Inc.	12,925	108,240
1,971 Express Scripts Holding Co.	33,906	106,434
10,000 Exxon Mobil Corp.	41,346	865,500
10,000 General Electric Co.	41,632	209,900
2,000 Hillshire Brands Co.	46,619	56,280
5,500 IBM Corp.	44,659	1,053,525
2,350 J.P. Morgan Chase & Co.	41,895	103,327
2,800 Merck & Co.	63,740	114,632
4,000 Microsoft Corp.	103,918	106,839
2,000 Pepsico Inc.	25,732	136,860
7,000 Pfizer Inc.	29,197	175,555
1,500 Syngenta AG Sponsored ADR	71,450	121,200
2,500 Verizon Communications	43,957	108,175
94,704 Vanguard Sh Term Inv Gr Adm	1,001,699	1,025,648
10,933 Vanguard Intl Equity Ind Fd	420,814	486,846
28,411 Vanguard Total Intl Stk Ind	397,760	425,595

JOSEPHINE AND LOUISE CRANE FOUNDATION, INC.

20-8970284

STATEMENT OF REVENUE, GRANTS, EXPENSES
FUND BALANCE AND BALANCE SHEET

	<u>Cost</u>	<u>Market Value</u>
<u>TD Wealth Management 63-0014-01-7:</u>		
4,400 Abbott Labs	111,837	288,200
3,450 Anadarko Petroleum	200,410	256,370
6,600 Automatic Data Processing	218,166	375,738
4,500 Bemis Inc.	138,384	150,570
2,000 Berkshire Hathaway Inc.	167,898	179,400
8,100 Chevron Corporation	646,634	875,934
5,300 Colgate Palmolive Co.	331,038	554,062
2,400 E I DuPont de Nemours Inc.	125,810	107,948
8,000 Emerson Electric Co.	225,749	423,680
2,128 Express Scripts Holding Co.	26,087	114,912
300 Google Inc.	174,608	212,214
3,800 Home Depot Inc.	104,348	235,030
1,120 IBM Corp.	114,813	214,536
2,360 Intl Flavors & Fragrances Inc.	107,409	157,034
2,150 McDonalds Corp.	102,605	189,651
5,900 Merck & Co. Inc.	263,002	241,546
3,000 Microsoft Corporation	86,949	80,129
2,706 Norfolk Southern Corp.	82,533	167,339
2,660 Novartis A G Sponsored	152,293	168,378
5,050 Pepsico Inc.	208,815	345,571
35,000 Select Sector Spdr Tr - Tech	634,197	1,009,750
3,400 Syngenta Ag ADR	99,645	274,720
2,090 Techne Corp.	109,514	142,831
56,507 Vanguard Totl Intl Stk Index	825,000	846,473
13,000 Vanguard Financial Vipers	317,214	443,300
13,500 Vanguard Intl Equity Index Fd - Emerging Mkt Vipers	546,681	601,155
3,300 Verizon Communications	105,009	142,791
4,000 Walgreen Co.	62,750	148,040
3,430 Walt Disney Co.	81,051	170,780
3,320 Zimmer Holdings Inc.	155,635	221,311

STATEMENT OF REVENUE, GRANTS, EXPENSES
FUND BALANCE AND BALANCE SHEET

		<u>Cost</u>	<u>Market Value</u>
<u>TD Wealth Management 63-0014-01-7:</u>			
(continued)			
Face			
Amount	Bonds & Notes		
6,734	Vanguard LTD Term T/E Fund	75,361	75,088
150M	GE Company, 5%, 2/1/13	152,891	150,572
500M	US Treas. Infl Ind, 2.00%, 1/15/14	510,945	646,248
<u>Fidelity Brokerage Account 674-459429:</u>			
2,800	3M	153,426	259,980
4,000	Abbott Laboratories	183,821	262,000
7,200	American Express Co.	310,995	413,856
9,208	Anadarko Pete Corp.	165,673	684,246
22,550	Analog Devices	386,875	948,453
6,850	Automatic Data Processing	231,556	389,971
6,700	Chevron Corp.	534,647	724,538
15,100	Cisco Systems Inc.	297,376	296,700
4,000	Coca Cola Co.	117,923	145,000
4,750	Costco Wholesale Corp.	169,517	468,967
41,900	CSX Corp.	226,408	826,687
6,000	CVS Corp.	139,744	290,100
5,000	EBay Inc.	170,127	254,990
15,700	Exxon Mobil Corp.	465,896	1,358,835
69,300	General Electric	1,772,185	1,454,607
1,000	Goldman Sachs Group Inc.	89,169	127,560
325	Google Inc.	154,440	229,899
4,500	Home Depot Inc.	145,789	278,325
6,850	IBM Corp.	362,820	1,312,118
51,300	Intel Corp.	1,138,094	1,057,806
16,106	Ishares Corp S&P Sm Cap	661,878	1,257,879
16,450	Ishares Tr MSCI All Country Asia Ex Japan Index Fd	903,706	995,554
14,850	Johnson & Johnson	554,875	1,040,985

JOSEPHINE AND LOUISE CRANE FOUNDATION, INC.

20-8970284

STATEMENT OF REVENUE, GRANTS, EXPENSES
FUND BALANCE AND BALANCE SHEET

For the Year January 1, 2012 - December 31, 2012

		<u>Cost</u>	<u>Market Value</u>
<u>Fidelity Brokerage Account 674-459429:</u>			
(continued)			
10,000	Microsoft Corp.	257,400	267,100
18,000	Pall Corp.	405,000	1,084,680
5,500	Pepsico Inc.	219,436	376,365
10,000	Pfizer Inc.	325,867	250,790
27,000	Powershares DB Commodity Ind	749,963	750,060
13,050	Procter & Gamble Co.	469,129	885,964
6,850	Quest Diagnostics Inc.	217,458	399,150
15,000	Schlumberger Ltd.	511,413	1,039,485
36,000	Sector SPDR Tr Shs Ben Intl Finl	424,778	590,040
20,000	Sector SPDR Tr Shs Ben Intl Util	617,376	698,420
2,500	United Parcel Service	151,961	184,325
10,000	Verizon Communications Inc.	311,165	432,700
6,250	Wal Mart Stores Inc.	352,548	426,437
9,500	Walt Disney Co.	259,347	473,005
50,450	Vanguard Tax Mng Intl Fd	1,558,156	1,777,353
85,150	Vanguard Emerging Mkts Vipers	3,111,824	3,791,730
3,200	Vanguard Index Fund	100,923	210,560
35,550	Vanguard Index Tr Ext Mkt Vipers	1,542,314	2,150,775
17,153	AQR Risk Parity Fund	200,025	197,084
51,335	DFA Intl Real Estate SEC Port	250,025	265,400
62,165	DFA Intl Small Company Port	771,150	990,295
26,618	DFA Intl Small Cap Value	360,050	425,359
9,948	DFA US Small Cap Value Prtf	135,025	260,748
77,318	DFA Intl Value Prtf Instl	1,200,000	1,283,478
23,946	Harbor High Yield Bond	250,025	266,044
14,180	JP Morgan Highbridge Dynamic	250,025	198,100
24,979	Pimco All Asset Inst Class	300,025	314,238
79,182	Templeton Global Bond Advisor	952,088	1,056,285
35,618	Vanguard Infl Procted Sec Adm	830,223	1,016,542
51,547	Vanguard Inter Trm Invst Gr Adm	464,479	531,968
71,137	Vanguard ST Inv Gr Admiral	704,632	770,412

JOSEPHINE AND LOUISE CRANE FOUNDATION, INC.

20-8970284

STATEMENT OF REVENUE, GRANTS, EXPENSES
FUND BALANCE AND BALANCE SHEET

For the Year January 1, 2012 - December 31, 2012

		<u>Cost</u>	<u>Market Value</u>
<u>U.S. Trust:</u>			
2,365	Jones Lang LaSalle Income Property Trust	245,901	142,927
147	Excelsior Liquidating Trusts	17,132	5,592
<u>The Investment Fund for Foundations:</u>			
185,637	Multi-Asset Fund	2,579,312	2,933,064

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
A.W. JONES COMPANY	640,000.	570,000.	1,304,887.
PINEHURST INSTITUTIONAL LTD	1,000,000.	1,000,000.	1,316,498.
BNY PARTNERS FUND, LLC			175,869.
AMPERSAND 2006 LTD PARTNERSHIP	603,984.	386,713.	731,548.
BNY CAYMAN FUND III, LTD	700,000.	800,000.	835,217.
MONITOR VENTURE PARTNERS I, LP	830,627.	865,627.	452,666.
MONITOR VENTURE PTNS I-A, LP	238,791.	265,791.	242,899.
WESTVIEW CAPITAL PARTNERS, LP			241,229.
WESTVIEW CAPITAL II, LP	237,119.	292,687.	371,408.
ABBAY CAPITAL LIMITED ALT. FD	1,000,000.	1,000,000.	900,017.
MONDRIAN INT'L FIXED INC. FUND	730,761.	670,761.	1,110,658.
DAVIS VALUE OPP. FUND I-A	601,612.	443,669.	754,502.
DAVIS VALUE OPP. FUND II-A		98,805.	92,264.
AVILA FUND	395,664.	364,847.	4,530.
HIGHBRIDGE QUANTITATIVE	500,000.	500,000.	398,789.
RMK GLOBAL TIMBERLAND FUND		313,171.	278,540.
KANYE ANDERSON ENERGY FUND		20,000.	17,863.
EAGLE INCOME APPRECIATION FUND		500,000.	488,828.
TOTALS	<u>7,478,558.</u>	<u>8,092,071.</u>	<u>9,718,212.</u>

JOSEPHINE AND LOUISE CRANE FOUNDATION

20-8970284

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DAVIS CRANE GREENE 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	DIRECTOR, PRESIDENT 1.00	0	0	0
WINNIE CRANE MACKEY 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	DIRECTOR, VP 1.00	0	0	0
WILLIAM K. MACKEY 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	DIRECTOR/TREASURER/SECRETARY 1.00	0	0	0

WILLIAM K. MACKEY IS A TRUSTEE OF THE FOUNDATION AND ALSO A PRINCIPAL WITH MACKEY & FOSTER, PA. MACKEY & FOSTER, PA PROVIDED ADMINISTRATIVE SERVICES TO THE FOUNDATION DURING 2012 AND WAS PAID \$10,000 FOR THESE SERVICES. THE FOUNDATION BELIEVES THE SERVICES PROVIDED WERE REASONABLE AND NECESSARY FOR THE CARRYING OUT OF THE FOUNDATION'S EXEMPT PURPOSE AND THE AMOUNT PAID WAS NOT EXCESSIVE. ACCORDINGLY THE FOUNDATION HAS CONCLUDED THAT THESE PAYMENTS ARE PERMISSIBLE UNDER INTERNAL REVENUE REGULATION 53.4941(D) (3).

JOSEPHINE AND LOUISE CRANE FOUNDATION

20-8970284

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JOSEPHINE B. GREENE 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02541	DIRECTOR, ASST VP 1.00	0	0	0
CAMERON K. MACKEY 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	ASST, TREASURER 1.00	0	0	0
WINNIE GREENE 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	DIRECTOR 1.00	0	0	0
AMY L. GREENE 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	DIRECTOR 1.00	0	0	0
WILLIAM T. MACKEY 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	DIRECTOR 1.00	0	0	0
GRAND TOTALS		0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BALLENTINE, FINN, & CO. 230 3RD AVENUE, 5TH FLOOR WALTHAM, MA 02451	INVESTMENT MGMT	185,808.
TD BANKNORTH 495 STATION AVENUE S. YARMOUTH, MA 02664	CUSTODIAN	56,942.
TOTAL COMPENSATION		<u>242,750.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE 300 COMMITTEE LAND TRUST, INC 157 LOCUST STREET FALMOUTH, MA 02540	NONE EXEMPT ORGANIZATION	UNRESTRICTED	70,000
BERKSHIRE CHILDREN & FAMILIES, INC 480 WEST STREET PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	55,000
BERKSHIRE COUNTY CHAPTER OF THE AMERICAN RED CROSS 480 WEST STREET PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	65,000
BERKSHIRE HISTORICAL SOCIETY 780 HOLMES RD PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	10,000
BERKSHIRE MEDICAL CENTER, INC 725 NORTH STREET PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	90,000
BERKSHIRE MUSEUM 39 SOUTH STREET PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	100,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BERKSHIRE MUSIC SCHOOL, INC 30 WENDELL AVENUE PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	20,000
BERKSHIRE THEATRE GROUP, INC 111 SOUTH STREET PITTSFIELD, MA 02101	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000.
BERKSHIRE UNITED WAY, INC 200 SOUTH STREET PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	250,000
BOSTON UNIVERSITY 940 COMMONWEALTH AVENUE WEST BOSTON, MA 02215	NONE EXEMPT ORGANIZATION	UNRESTRICTED	200,000
THE BOTTOM LINE, INC 500 AMORY STREET, SUITE 3 JAMAICA PLAIN, MA 02130	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000
BOYS AND GIRLS CLUB OF DORCHESTER, INC 1135 DORCHESTER AVENUE DORCHESTER, MA 02125	NONE EXEMPT ORGANIZATION	UNRESTRICTED	75,000.

FORM 990E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
BOYS AND GIRLS CLUB OF PITTSFIELD, INC 16 MELVILLE STREET PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION		UNRESTRICTED	240,000
CAPE COD COMMUNITY COLLEGE 2240 IYANNOUGH ROAD WEST BARNSTABLE, MA 02668	NONE EXEMPT ORGANIZATION		UNRESTRICTED	25,000
CAPE COD HEALTHCARE FOUNDATION, INC P.O. BOX 370 HYANNIS, MA 02601	NONE EXEMPT ORGANIZATION		UNRESTRICTED	250,000
CAPE COD SYMPHONY & CONSERVATORY OF MUSIC & ARTS 60 HIGHFIELD DRIVE PALMOUTH, MA 02540	NONE EXEMPT ORGANIZATION		UNRESTRICTED	20,000
CAPE COD THEATRE PROJECT, INC P O BOX 410 HYANNIS, MA 02601	NONE EXEMPT ORGANIZATION		UNRESTRICTED	5,000
CAREER COLLABORATIVE, INC 77 SUMMER STREET, 11TH FLOOR BOSTON, MA 02110	NONE EXEMPT ORGANIZATION		UNRESTRICTED	15,000

FORM 990DP, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDREN'S HOSPITAL TRUST CORPORATION 1 AUTUMN STREET, NO 731 BOSTON, MA 02215-5301	NONE EXEMPT ORGANIZATION	UNRESTRICTED	134,000
CITIZENS FOR SAFETY, INC 31 HEATH STREET JAMAICA PLAIN, MA 02130	NONE EXEMPT ORGANIZATION	UNRESTRICTED	10,000
THE COALITION FOR BUZZARDS BAY, INC 620 BELLEVILLE AVENUE SUITE 12 NEW BEDFORD, MA 02745-6035	NONE EXEMPT ORGANIZATION	UNRESTRICTED	35,000
CODMAN ACADEMY FOUNDATION 637 WASHINGTON STREET DORCHESTER, MA 02124	NONE EXEMPT ORGANIZATION	UNRESTRICTED	38,000
COMMUNITY HEALTH CENTER OF CAPE COD, INC 107 COMMERCIAL STREET MASHPEE, MA 02649	NONE EXEMPT ORGANIZATION	UNRESTRICTED	125,000
COMMUNITY ROWING, INC HARRY PARKER BOATHOUSE BRIGHTON, MA 02135	NONE EXEMPT ORGANIZATION	UNRESTRICTED	10,000

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DORCHESTER YOUTH COLLABORATIVE, INC 1514A DORCHESTER AVE 20 NONANTUM ROAD DORCHESTER, MA 02122	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000
DUFFY HEALTH CENTER, INC 105 PARK ST HYANNIS, MA 02601	NONE EXEMPT ORGANIZATION	UNRESTRICTED	5,000
EDVESTORS, INC 140 CLARENDON STREET, SUITE 305 BOSTON, MA 02116	NONE EXEMPT ORGANIZATION	UNRESTRICTED	40,000
FALMOUTH ACADEMY, INC 7 HIGHFIELD DRIVE FALMOUTH, MA 02540	NONE EXEMPT ORGANIZATION	UNRESTRICTED	85,000
FALMOUTH ARTISTS GUILD, INC P O BOX 660 FALMOUTH, M 02541	NONE EXEMPT ORGANIZATION	UNRESTRICTED	2,500.
FALMOUTH EDUCATION FOUNDATION, INC P O BOX 1061 FALMOUTH, MA 02540	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000

FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
FALMOUTH SERVICE CENTER, INC P O BOX 208 FALMOUTH, MA 02541	NONE EXEMPT ORGANIZATION	UNRESTRICTED	75,000.
FAMILY SERVICE ASSOCIATION OF GREATER BOSTON 31 HEATH STREET JAMAICA PLAIN, MA 02130	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000
FOUNDATION FOR NEUROLOGICAL DISEASES, INC 10 STATE STREET NEWBURYPORT, MA 01950	NONE EXEMPT ORGANIZATION	UNRESTRICTED	70,000
FRIENDS OF FAIRWINDS, INC P O BOX 2447 TEATICKET, MA 02536	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000
GOSNOLD, INC 200 TER HEUN DRIVE FALMOUTH, MA 02540	NONE EXEMPT ORGANIZATION	UNRESTRICTED	20,000
GREATER YELLOWSTONE COALITION, INC P O BOX 1874 BOZEMAN, MT 59711-1874	NONE EXEMPT ORGANIZATION	UNRESTRICTED	35,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HANCOCK SHAKER VILLAGE, INC P O BOX 927 PITTSFIELD, MA 01202	NONE EXEMPT ORGANIZATION	UNRESTRICTED	20,000
HISTORIC HIGHFIELD, INC. P O BOX 494 PALMOUTH, MA 02541	NONE EXEMPT ORGANIZATION	UNRESTRICTED	5,000
THE HOME FOR LITTLE WANDERERS, INC 271 HUNTINGTON AVENUE BOSTON, MA 02115	NONE EXEMPT ORGANIZATION	UNRESTRICTED	8,000
HULL LIFESAVING MUSEUM, INC 1117 NANTASKET AVENUE HULL, MA 02045-1310	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000
HURRICANE ISLAND OUTWARD BOUND SCHOOL 39 MECHANIC STREET CAMDEN, ME 04843	NONE EXEMPT ORGANIZATION	UNRESTRICTED	35,200
ISABELLA STEWART GARDNER MUSEUM 280 THE FENWAY SUITE 310 BOSTON, MA 02115	NONE EXEMPT ORGANIZATION	UNRESTRICTED	30,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>		<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
THE LENNY ZAKIM FUND, INC 33 ARCH ST , 26TH FL BOSTON, MA 02110	NONE	EXEMPT ORGANIZATION	UNRESTRICTED	30,000
THE LOUIS D. BROWN PEACE INSTITUTE CORP 1452 DORCHESTER AVENUE, 2ND FLOOR DORCHESTER, MA 02122	NONE	EXEMPT ORGANIZATION	UNRESTRICTED	20,000
MANNESS COLLEGE THE NEW SCHOOL FOR MUSIC 150 WEST 85TH STREET NEW YORK, NY 10024	NONE	EXEMPT ORGANIZATION	UNRESTRICTED	15,000
MARINE BIOLOGICAL LABORATORY 7 MBL STREET WOODS HOLE, MA 02543-1015	NONE	EXEMPT ORGANIZATION	UNRESTRICTED	100,000
MASSACHUSETTS AUDOBON SOCIETY, INC 208 SOUTH GREAT ROAD LINCOLN, MA 01773	NONE	EXEMPT ORGANIZATION	UNRESTRICTED	40,000
MASSACHUSETTS COMMUNITIES ACTION NETWORK 1773 DORCHESTER AVENUE DORCHESTER, MA 02124	NONE	EXEMPT ORGANIZATION	UNRESTRICTED	15,000

JOSEPHINE AND LOUISE CRANE FOUNDATION

20-8970284

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE MCLEAN HOSPITAL CORPORATION 115 MILL STREET BELMONT, MA 02478	NONE EXEMPT ORGANIZATION	UNRESTRICTED	40,000
MILTON ACADEMY 170 CENTRE STREET MILTON, MA 02186	NONE EXEMPT ORGANIZATION	UNRESTRICTED	35,000
PAL OF CAPE COD, INC. P O BOX 751 PALMOUTH, MA 02541	NONE EXEMPT ORGANIZATION	UNRESTRICTED	10,000
PARENT/PROFESSIONAL ADVOCACY LEAGUE, INC 45 BROMFIELD STREET, 10TH FLOOR BOSTON, MA 02108	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000
SIERRA CLUB FOUNDATION 85 SECOND STREET, SECOND FLOOR SAN FRANCISCO, CA 94105	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000
ST MARY'S WOMEN & CHILDREN'S CENTER, INC 90 CUSHING AVENUE DORCHESTER, MA 02125	NONE EXEMPT ORGANIZATION	UNRESTRICTED	80,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEEN EMPOWERMENT, INC 48 RUTLAND STREET BOSTON, MA 02118	NONE EXEMPT ORGANIZATION	UNRESTRICTED	20,000
UNION OF MINORITY NEIGHBORHOODS, INC 42 SEAVENS AVE. JAMAICA PLAIN, MA 02130	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000
URBAN IMPROV FREELANCE PLAYERS, INC JAMAICA PLAIN, MA 02130	NONE EXEMPT ORGANIZATION	UNRESTRICTED	20,000
VISIONS, INC 48 JUNIPER STREET 8 ST JOHN STREET ROXBURY, MA 02119	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000
W MURRAY CRANE COMMUNITY HOUSE 400 MAIN STREET DALTON, MA 01226	NONE EXEMPT ORGANIZATION	UNRESTRICTED	200,000
WCAI, THE CAPE AND ISLANDS NFR STATION P O. BOX 82 WOODS HOLE, MA 02543	NONE EXEMPT ORGANIZATION	UNRESTRICTED	10,000

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE WEST END HOUSE, INC 105 ALLSTON ST ALLSTON, MA 02134	NONE EXEMPT ORGANIZATION		UNRESTRICTED	25,000.
WOODS HOLE COMMUNITY ASSOCIATION P O BOX 327 WOODS HOLE, MA 02543	NONE EXEMPT ORGANIZATION		UNRESTRICTED	5,000.
WOODS HOLE FILM FESTIVAL P O BOX 624 WOODS HOLE, MA 02543	NONE EXEMPT ORGANIZATION		UNRESTRICTED	5,000
WOODS HOLE PUBLIC LIBRARY P O BOX 386 WOODS HOLE, MA 02543	NONE EXEMPT ORGANIZATION		UNRESTRICTED	7,300.
WOODS HOLE RESEARCH CENTER, INC 149 WOODS HOLE ROAD WOODS HOLE, MA 02543	NONE EXEMPT ORGANIZATION		UNRESTRICTED	35,000.
ZUMIX, INC 202 MAVERICK STREET EAST BOSTON, MA 02128	NONE EXEMPT ORGANIZATION		UNRESTRICTED	30,000
TOTAL CONTRIBUTIONS PAID				<u>3,250,000.</u>

**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

JOSEPHINE AND LOUISE CRANE FOUNDATION

20-8970284

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

Social security number (SSN)

c/o WILLIAM K. MACKEY, 220 MAIN ST, SUITE 202

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

FALMOUTH, MA 02541

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

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 ► WILLIAM K. MACKEY, TREASURER

Telephone No. ► 508-548-1155

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 AUGUST 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	\$	54,316
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	\$	54,316
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	\$	NONE

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)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**
- **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

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	
	JOSEPHINE AND LOUISE CRANE FOUNDATION		X 20-8970284	
	Number, street, and room or suite no. If a P O box, see instructions		Social security number (SSN)	
	c/o WILLIAM K. MACKEY, 220 MAIN ST, SUITE 202			
	City, town or post office, state, and ZIP code. For a foreign address, see instructions			
	FALMOUTH, MA 02541			

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-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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☒ WILLIAM K. MACKEY, TREASURER
Telephone No ☒ 508-548-1155 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

- I request an additional 3-month extension of time until NOVEMBER 15, 20 13
- For calendar year 2012, or other tax year beginning, 20, and ending, 20
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a 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.	8a	\$	54,316
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 and any amount paid previously with Form 8868	8b	\$	54,316
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$	NONE

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature Title Tax Manager Date 8/13/2013

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

KPMG LLP
TWO FINANCIAL CENTER, 60 SOUTH STREET,
BOSTON, MA 02111