No statute issue

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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation PAUL & PHYLLIS FIREMAN CHARITABLE FOUNDATION	A Employer identification number 22-2677986
Number and street (or P O box number if mail is not delivered to street address) 800 SOUTH STREET — Room/suite 600	B Telephone number 617-482-5620
City or town, state and ZIP code WALTHAM, MA 02453	C If exemption application is pending check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return [X] 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 [X] 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) ▶$ 138,768,935. J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b) (c) and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,946,997.	1,924,527.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,672,126.			STATEMENT 1
	b Gross sales price for all assets on line 6a 7,020,881.				
	7 Capital gain net income (from Part IV line 2)		4,504,551.		
	8 Net short term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	328,529.	-249,566.		STATEMENT 3
	12 Total Add lines 1 through 11	6,947,652.	6,179,512.		
Operating and Administrative Expenses	13 Compensation of officers directors trustees etc	0.	0.		0.
	14 Other employee salaries and wages	356,925.	0.		356,925.
	15 Pension plans, employee benefits	38,085.	0.		38,085.
	16a Legal fees STMT 4	2,970.	0.		2,970.
	b Accounting fees STMT 5	6,000.	0.		6,000.
	c Other professional fees STMT 6	743,117.	632,898.		110,219.
	17 Interest				
	18 Taxes STMT 7	38,496.	12,945.		25,551.
	19 Depreciation and depletion	8,435.	0.		
	20 Occupancy	72,534.	0.		72,534.
	21 Travel, conferences and meetings	9,367.	0.		9,367.
	22 Printing and publications	1,012.	0.		1,012.
	23 Other expenses STMT 8	998,657.	947,104.		48,735.
	24 Total operating and administrative expenses Add lines 13 through 23	2,275,598.	1,592,947.		671,398.
	25 Contributions, gifts, grants paid	2,900,495.			2,900,495.
	26 Total expenses and disbursements Add lines 24 and 25	5,176,093.	1,592,947.		3,571,893.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,771,559.			
	b Net investment income (if negative enter -0-)		4,586,565.		
	c Adjusted net income (if negative enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	41,979.	145,043.	145,043.
	2 Savings and temporary cash investments	7,324,948.	11,939,447.	11,939,447.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 18,337.			
	Less allowance for doubtful accounts ▶ 0.	2,993.	18,337.	18,337.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	51,759.		
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	78,400,893.	69,348,184.	69,348,184.
	14 Land, buildings, and equipment basis ▶ 221,666.			
	Less accumulated depreciation STMT 11 ▶ 167,426.	62,675.	54,240.	54,240.
	15 Other assets (describe ▶ STATEMENT 12)	48,072,386.	57,263,684.	57,263,684.
	16 Total assets (to be completed by all filers)	133,957,633.	138,768,935.	138,768,935.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	997.	20.	
	23 Total liabilities (add lines 17 through 22)	997.	20.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	1,525.	1,525.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	133,955,111.	138,767,390.	
	30 Total net assets or fund balances	133,956,636.	138,768,915.	
	31 Total liabilities and net assets/fund balances	133,957,633.	138,768,935.	

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	133,956,636.
2	Enter amount from Part I, line 27a	2	1,771,559.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED INVESTMENT GAINS	3	3,040,720.
4	Add lines 1, 2, and 3	4	138,768,915.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	138,768,915.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2 story brick warehouse, or common stock 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day yr)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENTS			
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	7,020,881.		2,516,330.	4,504,551.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than 0) or Losses (from col (h))
a				
b				
c				
d				
e				4,504,551.

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 — 4,504,551.

3 Net short term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8 column (c)
If (loss) enter 0 in Part I, line 8 — 3 — N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,924,601.	130,890,186.	.022344
2010	6,648,443.	141,565,635.	.046964
2009	7,347,662.	144,021,173.	.051018
2008	12,521,406.	191,706,563.	.065315
2007	14,370,698.	231,247,539.	.062144

2 Total of line 1, column (d)	2	.247785
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	.049557
4 Enter the net value of noncharitable use assets for 2012 from Part X, line 5	4	124,295,601.
5 Multiply line 4 by line 3	5	6,159,717.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	45,866.
7 Add lines 5 and 6	7	6,205,583.
8 Enter qualifying distributions from Part XII, line 4	8	3,976,103.

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

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

1a Exempt operating foundations described in section 4940(d)(2) check here ▶ ☐ and enter "N/A" on line 1				
Date of ruling or determination letter ________ (attach copy of letter if necessary see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	91,731.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I line 12 col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter 0)			2	0.
3 Add lines 1 and 2			3	91,731.
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	91,731.
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	15,000.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	187,500.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	202,500.
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	110,769.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	110,769.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ WWW.PPFFOUND.ORG

14 The books are in care of ▶ PAUL FIREMAN Telephone no ▶ 561-684-1900

Located at ▶ 3801 PGA BLVD, STE 910, PALM BEACH GARDENS, FL ZIP+4 ▶ 33410

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012 did the foundation have an interest in or a signature or other authority over a bank, securities or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90 22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1) (6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d) 3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes" list the years ▶ ______ , ______ , ______ , ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year s undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a list the years here ▶ ______ , ______ , ______ , ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No			
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		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? | 5b | X |

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter 0)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PAUL FIREMAN 3801 PGA BLVD, STE 910 PALM BEACH GARDENS, FL 33410	TRUSTEE 0.50	0.	0.	0.
PHYLLIS FIREMAN 3801 PGA BLVD, STE 910 PALM BEACH GARDENS, FL 33410	TRUSTEE 0.50	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DEBORAH FUNG 43 BEALS ST, BROOKLINE, MA 02446	EXECUTIVE DIRECTOR 40.00	154,600.	8,942.	0.
SUSANNE BEATON 200 MARKET ST #309, LOWELL, MA 01852	DIRECTOR OF SPECIAL INITIATIVE 40.00	105,942.	16,732.	0.
ANA M JIMENEZ - 61 BROOKLINE AVE APT 310, BOSTON, MA 02215	ASSOCIATE PROJECT MANAGER 40.00	58,695.	8,888.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
PICARDI ENTERPRISES LLC 48 ALLERTON STREET, BROOKLINE, MA 02445	CONSULTANTS	60,000.
Total number of others receiving over $50 000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 LOAN TO HOME FUNDERS COLLABORATIVE LLC - THE HOME FUNDERS MISSION IS TO SUPPORT THE CREATION OF HOUSING FOR EXTREMELY LOW-INCOME FAMILIES IN A MIXED INCOME HOUSING ENVIRONMENT.	404,210.
2	
All other program related investments See instructions 3	
Total Add lines 1 through 3 ▶	404,210.

Form **990-PF** (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	118,798,554.
b	Average of monthly cash balances	1b	7,389,873.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	126,188,427.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	126,188,427.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,892,826.
5	**Net value of noncharitable use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	124,295,601.
6	**Minimum investment return** Enter 5% of line 5	6	6,214,780.

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	6,214,780.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 91,731.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	91,731.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	6,123,049.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,123,049.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII line 1	7	6,123,049.

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	3,571,893.
b	Program related investments total from Part IX B	1b	404,210.
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	3,976,103.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	3,976,103.

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				6,123,049.
2 Undistributed income if any as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008 2,777,057.				
c From 2009 146,603.				
d From 2010				
e From 2011				
f Total of lines 3a through e	2,923,660.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶$ 3,976,103.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required see instructions)		0.		
c Treated as distributions out of corpus (Election required see instructions)	0.			
d Applied to 2012 distributable amount				3,976,103.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d) the same amount must be shown in column (a))	2,146,946.			2,146,946.
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f 4c and 4e Subtract line 5	776,714.			
b Prior years undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	776,714.			
10 Analysis of line 9				
a Excess from 2008 630,111.				
b Excess from 2009 146,603.				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

1 **Information Regarding Foundation Managers**

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

SEE STATEMENT 14

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient: 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 SCHEDULE ATTACHED	NONE	501(C)(3)	FOR DONEE'S EXEMPT PURPOSE	2,900,495
Total			▶ 3a	2,900,495
b Approved for future payment				
NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512 513 or 514 (c) Exclusion code	Excluded by section 512 513 or 514 (d) Amount	(e) Related or exempt function income
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	531390	22,470.	14	1,924,527.	
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	531390	565,792.	16	-249,566.	
8 Gain or (loss) from sales of assets other than inventory	531390	167,575.	18	4,504,551.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a FED EXCISE TAX REFUND			01	12,303.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		755,837.		6,191,815.	0.
13 Total Add line 12 columns (b), (d), and (e)				13	6,947,652.

(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)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/14/16 Title: Trustee

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
Linda Glahn	[signature]	11/14/16		P00822022

Firm's name ▶ RSM US LLP — Firm's EIN ▶ 42-0714325

Firm's address ▶ 80 City Square Boston, MA 02129-3742 — Phone no 617-912-9000

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	CLASS ACTION PROCEEDS	P	VARIOUS	VARIOUS
b	STATE STREET - NB	P	VARIOUS	VARIOUS
c	STATE STREET - NB	P	VARIOUS	VARIOUS
d	VIA ADVISORY RESEARCH SMALL CAP VALUE	P	VARIOUS	12/31/12
e	VIA AG SUPER FUND, L.P.	P	VARIOUS	12/31/12
f	VIA AVENUE STRATEGIC PARTNERS FEEDER, LP	P	VARIOUS	12/31/12
g	VIA BAY POND PARTNERS LP	P	VARIOUS	12/31/12
h	VIA CARMEL PARTNERS INVESTMENT FUND IV LP	P	VARIOUS	12/31/12
i	VIA HIGHFIELDS CAPITAL IV LP	P	VARIOUS	12/31/12
j	VIA LOOMIS SAYLES GLOBAL FIXED INCOME TRUST	P	VARIOUS	12/31/12
k	VIA MERGANSER CORE PLUS BOND FUND LLC	P	VARIOUS	12/31/12
l	VIA NATURAL RESOURCE FUND	P	VARIOUS	12/31/12
m	VIA SANDALWOOD SPECIAL CREDIT	P	VARIOUS	12/31/12
n	VIA WELLINGTON TRUST COMPANY	P	VARIOUS	12/31/12
o	VIA ACI CAPITAL INVESTORS II AIV LP	P	VARIOUS	12/31/12

	(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	8,268.			8,268.
b	629,377.		642,422.	-13,045.
c	366,039.		384,069.	-18,030.
d			8,153.	-8,153.
e	46,329.			46,329.
f	1,601.		313.	1,288.
g	255,950.		101,736.	154,214.
h	33,325.		174.	33,151.
i	14,949.			14,949.
j	14,548.			14,548.
k	5,161.			5,161.
l			116,656.	-116,656.
m	33,999.		6,243.	27,756.
n	118.			118.
o			314,950.	-314,950.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				8,268.
b				-13,045.
c				-18,030.
d				-8,153.
e				46,329.
f				1,288.
g				154,214.
h				33,151.
i				14,949.
j				14,548.
k				5,161.
l				-116,656.
m				27,756.
n				118.
o				-314,950.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P Purchase D Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo day, yr)
1a	VIA ADVISORY RESEARCH SMALL CAP VALUE	P	VARIOUS	12/31/12
b	VIA AG SUPER FUND, L.P.	P	VARIOUS	12/31/12
c	VIA AVENUE STRATEGIC PARTNERS FEEDER, LP	P	VARIOUS	12/31/12
d	VIA BAY POND PARTNERS LP	P	VARIOUS	12/31/12
e	VIA BLUM STRATEGIC PARTNERS III LP	P	VARIOUS	12/31/12
f	VIA HIGHFIELDS CAPITAL IV LP	P	VARIOUS	12/31/12
g	VIA LOOMIS SAYLES GLOBAL FIXED INCOME TRUST	P	VARIOUS	12/31/12
h	VIA NATURAL RESOURCE FUND	P	VARIOUS	12/31/12
i	VIA SANDALWOOD SPECIAL CREDIT	P	VARIOUS	12/31/12
j	VIA TIMBERVEST CROSSOVER PARTNERS II LP	P	VARIOUS	12/31/12
k	VIA AG SUPER FUND, L.P. SECTION 1231	P	VARIOUS	12/31/12
l	VIA AVENUE INVESTEMNTS SECTION 1231	P	VARIOUS	12/31/12
m	VIA AVENUE STRATEGIC PARTNERS FEEDER, LP SECTION	P	VARIOUS	12/31/12
n	VIA ENDEAVOR CAPITAL FUND VI LP SECTION 1231	P	VARIOUS	12/31/12
o	VIA HIGHFIELDS CAPITAL IV LP SECTION 1231	P	VARIOUS	12/31/12

	(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	77,191.			77,191.
b	154,534.			154,534.
c			64,590.	-64,590.
d	112,431.		58,884.	53,547.
e			21,056.	-21,056.
f			723.	-723.
g	1,168.			1,168.
h			273,195.	-273,195.
i			239,769.	-239,769.
j	3,086.			3,086.
k	26,504.			26,504.
l				0.
m	90.			90.
n			6.	-6.
o	560.		225.	335.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k) but not less than "-0-")
	(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				77,191.
b				154,534.
c				-64,590.
d				53,547.
e				-21,056.
f				-723.
g				1,168.
h				-273,195.
i				-239,769.
j				3,086.
k				26,504.
l				0.
m				90.
n				-6.
o				335.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "0" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2 story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P Purchase D Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day yr)
1a	VIA NORTHBOROUGH INVESTOR LLC SECTION 1231	P	VARIOUS	12/31/12
b	VIA SANDALWOOD SPECIAL CREDIT SECTION 1231	P	VARIOUS	12/31/12
c	VIA TIMBERVEST PARTNERS II LP SECTION 1231	P	VARIOUS	12/31/12
d	VIA TIMBERVEST PARTNERS III LP SECTION 1231	P	VARIOUS	12/31/12
e	VIA WPX INVESTORS II LLC SECTION 1231	P	VARIOUS	12/31/12
f	CAPITAL GAIN BANK BROKERAGE STATE STREET	P	VARIOUS	12/31/12
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,213,912.			5,213,912.
b			6.	-6.
c	21,615.			21,615.
d	126.			126.
e			11,456.	-11,456.
f			271,704.	-271,704.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k) but not less than -0-)
a				5,213,912.
b				-6.
c				21,615.
d				126.
e				-11,456.
f				-271,704.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I line 7 / If (loss) enter "0" in Part I, line 7 }	2	4,504,551.
3	Net short term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLASS ACTION PROCEEDS		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,268.	0.	0.	0.	8,268.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STATE STREET - NB		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
629,377.	642,422.	0.	0.	-13,045.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STATE STREET - NB		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
366,039.	384,069.	0.	0.	-18,030.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA ADVISORY RESEARCH SMALL CAP VALUE	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	8,153.	0.	0.	-8,153.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA AG SUPER FUND, L.P.	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
46,329.	0.	0.	0.	46,329.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA AVENUE STRATEGIC PARTNERS FEEDER, LP	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,601.	0.	0.	0.	1,601.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA BAY POND PARTNERS LP	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
255,950.	0.	0.	0.	255,950.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA CARMEL PARTNERS INVESTMENT FUND IV LP	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33,325.	0.	0.	0.	33,325.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA HIGHFIELDS CAPITAL IV LP	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,949.	0.	0.	0.	14,949.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA LOOMIS SAYLES GLOBAL FIXED INCOME TRUST	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,548.	0.	0.	0.	14,548.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA MERGANSER CORE PLUS BOND FUND LLC	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,161.	0.	0.	0.	5,161.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA NATURAL RESOURCE FUND	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	116,656.	0.	0.	-116,656.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA SANDALWOOD SPECIAL CREDIT	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33,999.	0.	0.	0.	33,999.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA WELLINGTON TRUST COMPANY	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
118.	0.	0.	0.	118.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA ACI CAPITAL INVESTORS II AIV LP	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	314,950.	0.	0.	-314,950.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA ADVISORY RESEARCH SMALL CAP VALUE	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
77,191.	0.	0.	0.	77,191.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA AG SUPER FUND, L.P.	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
154,534.	0.	0.	0.	154,534.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA AVENUE STRATEGIC PARTNERS FEEDER, LP	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	64,590.	0.	0.	-64,590.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA BAY POND PARTNERS LP	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
112,431.	0.	0.	0.	112,431.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA BLUM STRATEGIC PARTNERS III LP	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	21,056.	0.	0.	-21,056.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA HIGHFIELDS CAPITAL IV LP	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	723.	0.	0.	-723.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA LOOMIS SAYLES GLOBAL FIXED INCOME TRUST	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,168.	0.	0.	0.	1,168.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA NATURAL RESOURCE FUND	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	273,195.	0.	0.	-273,195.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA SANDALWOOD SPECIAL CREDIT	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	239,769.	0.	0.	-239,769.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA TIMBERVEST CROSSOVER PARTNERS II LP	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,086.	0.	0.	0.	3,086.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA AG SUPER FUND, L.P. SECTION 1231	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,504.	0.	0.	0.	26,504.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA AVENUE INVESTEMNTS SECTION 1231	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA AVENUE STRATEGIC PARTNERS FEEDER, LP SECTION 1231	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
90.	0.	0.	0.	90.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA ENDEAVOR CAPITAL FUND VI LP SECTION 1231	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	6.	0.	0.	-6.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA HIGHFIELDS CAPITAL IV LP SECTION 1231	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
560.	0.	0.	0.	560.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA NORTHBOROUGH INVESTOR LLC SECTION 1231	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,213,912.	0.	0.	0.	5,213,912.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA SANDALWOOD SPECIAL CREDIT SECTION 1231	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	6.	0.	0.	-6.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA TIMBERVEST PARTNERS II LP SECTION 1231	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,615.	0.	0.	0.	21,615.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA TIMBERVEST PARTNERS III LP SECTION 1231	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
126.	0.	0.	0.	126.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIA WPX INVESTORS II LLC SECTION 1231	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	11,456.	0.	0.	-11,456.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN BANK BROKERAGE STATE STREET	PURCHASED	VARIOUS	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	271,704.	0.	0.	-271,704.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	4,672,126.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS BANK BROKERAGE - STATE STREET	199,951.	0.	199,951.
DIVIDENDS VIA ADVISORY RESEARCH SMALL CAP VALUE EQUITY FUND II, L.P.	34,089.	0.	34,089.
DIVIDENDS VIA AG SUPER FUND, L.P.	44,981.	0.	44,981.
DIVIDENDS VIA AVENUE INVESTMENTS, L.P.	28,443.	0.	28,443.
DIVIDENDS VIA AVENUE STRATEGIC PARTNERS FEEDER, L.P.	3,882.	0.	3,882.
DIVIDENDS VIA BAY POND PARTNERS, L.P.	67,326.	0.	67,326.
DIVIDENDS VIA BAY POND PARTNERS, L.P.	22,415.	0.	22,415.
DIVIDENDS VIA BROADWAY PARTNERS FEEDER FUND A II, L.P.	18,391.	0.	18,391.
DIVIDENDS VIA CARMEL PARTNERS INVESTMENT FUND IV, L.P.	6,492.	0.	6,492.
DIVIDENDS VIA ENDEAVOUR CAPITAL FUND VI, L.P.	5,989.	0.	5,989.
DIVIDENDS VIA FCA BERKSHIRE , LLC	31.	0.	31.
DIVIDENDS VIA FCA ELEMENT, LLC	12.	0.	12.
DIVIDENDS VIA HIGHFIELDS CAPITAL IV L.P.	140.	0.	140.
DIVIDENDS VIA LOOMIS SAYLES GLOBAL FIXED INCOME TRUST	104.	0.	104.
DIVIDENDS VIA NATURAL RESOURCE FUND	22,007.	0.	22,007.

DIVIDENDS VIA SANDALWOOD SPECIAL CREDIT OPPORTUNITIES	16,753.	0.	16,753.
DIVIDENDS VIA WA-ARES LLC	2.	0.	2.
DIVIDENDS VIA WINDROSE - AC VI LLC	2.	0.	2.
DIVIDENDS VIA WINDROSE - IVP XIV LLC	1.	0.	1.
INTEREST BANK BROKERAGE - STATE STREET	589,460.	0.	589,460.
INTEREST VIA ACI CAPITAL INVESTORS II, L.P.	3.	0.	3.
INTEREST VIA AG SUPER FUND, L.P.	135,336.	0.	135,336.
INTEREST VIA AVENUE INVESTMENTS, L.P.	192,193.	0.	192,193.
INTEREST VIA AVENUE STRATEGIC PARTNERS FEEDER, L.P.	46,638.	0.	46,638.
INTEREST VIA BAY POND PARTNERS, L.P.	20,221.	0.	20,221.
INTEREST VIA BLUM STRATEGIC PARTNERS III, L.P.	556.	0.	556.
INTEREST VIA BROADWAY PARTNERS FEEDER FUND A II, L.P.	780.	0.	780.
INTEREST VIA CARMEL PARTNERS INVESTMENT FUND IV, L.P.	10,431.	0.	10,431.
INTEREST VIA CARMEL PARTNERS INVESTMENT FUND IV, L.P.	55.	0.	55.
INTEREST VIA ENDEAVOUR CAPITAL FUND VI, L.P.	174.	0.	174.
INTEREST VIA HIGHFIELDS CAPITAL IV L.P.	3,321.	0.	3,321.
INTEREST VIA HOME FUNDERS COLLABORATIVE, LLC.	81.	0.	81.
INTEREST VIA LOOMIS SAYLES GLOBAL FIXED INCOME TRUST	64,025.	0.	64,025.
INTEREST VIA MERGANSER CORE PLUS BOND FUMD LLC.	217,444.	0.	217,444.
INTEREST VIA NATURAL RESOURCE FUND	3.	0.	3.
INTEREST VIA NORTHBOROUGH INVESTOR, LLC.	474.	0.	474.
INTEREST VIA SANDALWOOD SPECIAL CREDIT OPPORTUNITIES	119,640.	0.	119,640.
INTEREST VIA SHASTA VENTURES III, L.P.	17.	0.	17.
INTEREST VIA TIMBERVEST CROSSOVER PARTNERS II, L.P.	27.	0.	27.
INTEREST VIA TIMBERVEST PARTNERS II, L.P.	9,811.	0.	9,811.
INTEREST VIA TIMBERVEST PARTNERS III, L.P.	1,422.	0.	1,422.
INTEREST VIA WATERTON FUND X INVESTORS , LLC.	50,738.	0.	50,738.
INTEREST VIA WELLINGTON TRUST CO, NA CTF ULTRA DURATION PORTFOLIO	9,656.	0.	9,656.

INTEREST VIA WINDROSE - ADVENT VII, LLC.	191.	0.	191.
ISRAEL BOND INTEREST	3,289.	0.	3,289.
TOTAL TO FM 990-PF, PART I, LN 4	1,946,997.	0.	1,946,997.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP RENTAL INCOME	-530,229.	-530,229.	
PARTNERSHIP RENTAL INCOME	545,263.	0.	
PARTNERSHIP OTHER INCOME	20,529.	0.	
PARTNERSHIP ROYALTY INCOME	48.	48.	
VIA AG SUPER FUND LP	-18,995.	-18,995.	
VIA AVENUE INVESTMENTS L.P.	5,494.	5,494.	
VIA AVENUE STRATEGIC PARTNERS FEEDER LP	-2,807.	-2,807.	
VIA BAY POND PARTNERS LP	-88,071.	-88,071.	
VIA ENDEAVOUR CAPITAL FUND LP	14.	14.	
VIA FCA BERKSHIRE LLC	27.	27.	
VIA FCA ELEMENT LLC	139,017.	139,017.	
VIA HIGH FIELDS CAPITAL IV LP	23,524.	23,524.	
VIA LOOMIS SAYLES GLOBAL FIXED INCOME TRUST	-33,608.	-33,608.	
VIA NATURAL RESOURCE FUND	-316.	-316.	
VIA SANDALWOOD SPECIAL CREDIT OPPORTUNITIES	255,162.	255,162.	
VIA TIMBERVEST PARTNERS II LP	-70,207.	-70,207.	
VIA HOME FUNDERS COLLABORTIVE LLC	606.	606.	
VIA NORTHBOROUGH INVESTOR LLC	85,526.	85,526.	
VIA PILGRIM HOME AND HEARTH LLC	-12,864.	-12,864.	
VIA TIMBERVEST CROSSOVER PARTNERS II LP	-17,827.	-17,827.	
VIA TIMBERVEST PARTNERS III LP	-9,266.	-9,266.	
VIA WATERTON FUND X INVESTORS LLC	25,209.	25,209.	
VIA WPX INVESTORS II LLC	-3.	-3.	
FED EXCISE TAX REFUND	12,303.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	328,529.	-249,566.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,970.	0.		2,970.
TO FM 990-PF, PG 1, LN 16A	2,970.	0.		2,970.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,000.	0.		6,000.
TO FORM 990-PF, PG 1, LN 16B	6,000.	0.		6,000.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	110,219.	0.		110,219.
INVESTMENT MANAGEMENT FEES	632,898.	632,898.		0.
TO FORM 990-PF, PG 1, LN 16C	743,117.	632,898.		110,219.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MASSACHUSETTS ANNUAL REPORT/STATE TAX	500.	0.		500.
PAYROLL TAXES	25,051.	0.		25,051.
FOREIGN TAXES PAID - STATE STREET BROKERAGE	5,599.	5,599.		0.
FOREIGN TAXES PAID FROM PASS-THROUGH K-1'S	7,346.	7,346.		0.
	38,496.	12,945.		25,551.

TO FORM 990-PF, PG 1, LN 18

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	926.	926.		0.
CLEANING AND MAINTENANCE	5,157.	0.		5,157.
DEDUCTIONS FROM PARTNERSHIPS K-1S	0.	0.		0.
INSURANCE	8,090.	0.		8,090.
MISCELLANEOUS	10,042.	0.		10,042.
NON-DEDUCTIBLE CONTRIBUTIONS	2,818.	0.		0.
OFFICE SUPPLIES	3,916.	0.		3,916.
PAYROLL PROCESSING FEES	1,826.	0.		1,826.
POSTAGE	663.	0.		663.
SERVICE AND CONTRACTS	14,183.	0.		14,183.
UTILITIES	4,858.	0.		4,858.
VIA ACI CAPITAL INVESTORS II LP	9,151.	9,151.		0.
VIA ACI CAPITAL INVESTORS II AIV LP	28.	28.		0.
VIA ADVISORY RESEARCH SMALL CAP VALUE EQUITY FUND II LP	21,488.	21,488.		0.
VIA AG SUPER FUND LP	59,017.	59,017.		0.
VIA AVENUE INVESTMENTS	111,401.	111,401.		0.
VIA AVENUE STRATEGIC PARTNERS FEEDER LP	54,751.	54,751.		0.
VIA BAY POND PARTNERS LP	182,120.	182,120.		0.
VIA BLUM STRATEGIC PARTNERS III LP	35,817.	35,817.		0.
VIA BLUM BROADWAY PARTNERS FEEDER FUND A II LP	36,634.	36,634.		0.
VIA CARMEL PARTNERS INVESTMENT FUND IV LP	31,297.	31,297.		0.
VIA CHARLES RIVER INSTITUTIONAL FUND II LP	25.	25.		0.
VIA ENDEAVOUR CAPITAL FUND VI LP	3,525.	3,525.		0.
VIA FCA BERKSHIRE LLC	16,830.	16,830.		0.
VIA FCA ELEMENT LLC	66,692.	66,692.		0.
VIA HIGHFIELDS CAPITAL IV LP	31,417.	31,417.		0.
VIA LOOMIS SAYLES GLOBAL FIXED INCOME TRUST	2,507.	2,507.		0.
VIA MERGANSER CORE PLUS BOND FUND LLC	22,133.	22,133.		0.
VIA NATURAL RESOURCE FUND	19,055.	19,055.		0.
VIA NORTHBOROUGH INVESTOR LLC	10.	10.		0.

VIA RIVERSIDE FUND V OFFSHORE LP	22,905.	22,905.		0.
VIA SANDALWOOD SPECIAL CREDIT OPPORTUNITIES	156,519.	156,519.		0.
VIA SHASTA VENTURES III LP	23,735.	23,735.		0.
VIA WA-ARES LLC	7,452.	7,452.		0.
VIA WATERTON FUND X INVESTORS LLC	6,193.	6,193.		0.
VIA WELLINGTON TRUST COMPANY NA CTF ULTRA SHORT DURATION PORTFOLIO	769.	769.		0.
VIA WINDROSE - AC VI LLC	9,763.	9,763.		0.
VIA WINDROSE - ADVENT VII LLC	9,585.	9,585.		0.
VIA WINDROSE - IVP XIV LLC	2,011.	2,011.		0.
VIA WPX INVESTORS II LLC	3,348.	3,348.		0.
TO FORM 990-PF, PG 1, LN 23	998,657.	947,104.		48,735.

FOOTNOTES STATEMENT 9

ATTACHMENT TO PART VII-B, STATEMENTS REGARDING ACTIVITIES
FOR WHICH FORM 4720 MAY BE REQUIRED: ITEMS 3A AND 3B

THE FOUNDATION AND DISQUALIFIED PERSONS TOGETHER DO NOT HOLD MORE THAN 20% OF THE VOTING STOCK OF ANY ENTERPRISE.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADVISORY SMALL CAP VALUE II	COST	2,312,468.	2,312,468.
ASIAN CENTURY QUEST OFFSHORE	COST	2,030,828.	2,030,828.
AVENUE INVESTMENTS LP	COST	3,776,356.	3,776,356.
CAI HEDGE FUND	COST	495,003.	495,003.
CVC INTERNATIONAL	COST	1,268,188.	1,268,188.
DSAM EQUITY FUND	COST	2,493,193.	2,493,193.
EATON VANCE EMERGING MARKETS	COST	3,778,640.	3,778,640.
EDOMA GLOBAL FUND	COST	18,845.	18,845.
FCA ELEMENTS LLC	COST	3,504,303.	3,504,303.
FIRST EAGLE OVERSEAS I	COST	3,327,623.	3,327,623.
GREENLIGHT CAPITAL	COST	2,020,875.	2,020,875.
INCOME RESEARCH	COST	15,967,293.	15,967,293.
ISHARES MSCI EMERGING MARKET	COST	3,361,952.	3,361,952.
ISRAEL BOND	COST	100,000.	100,000.
KENNEDY SMALL CAP	COST	2,067,242.	2,067,242.
LOEB FUND	COST	9,053,127.	9,053,127.
NEUBERGER	COST	3,285,645.	3,285,645.
RAPTOR FUND	COST	174,897.	174,897.
SABA CAPITAL OFFSHORE FUND	COST	2,440,127.	2,440,127.
STEELHEAD NAVIGATOR	COST	1,190,471.	1,190,471.
TEMPLETON GLOBAL BOND	COST	3,909,501.	3,909,501.
WHV INTERNATIONAL EQUITY	COST	2,771,607.	2,771,607.
TOTAL TO FORM 990-PF, PART II, LINE 13		69,348,184.	69,348,184.

FORM 990-PF — DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT — STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
2008 LEASEHOLD IMPROVEMENTS	126,967.	87,404.	39,563.
2008 FURNITURE & FIXTURES	71,182.	63,241.	7,941.
2008 IT RELATED IMPROVEMENTS	22,111.	15,221.	6,890.
2009 LEASEHOLD IMPROVEMENTS	1,406.	581.	825.
TOTAL TO FM 990-PF, PART II, LN 14	221,666.	166,447.	55,219.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN ACI CAPITAL II AIV,LP	318,261.	0.	0.
INVESTMENT IN ACI CAPITAL II LP	432,127.	367,133.	367,133.
INVESTMENT IN AG SUPER FUND LP	3,508,717.	4,280,720.	4,280,720.
INVESTMENT IN ARCHIPELAGO PARTNERS	5,239,830.	3,653,405.	3,653,405.
INVESTMENT IN BAY POND PARTNERS	2,657,314.	3,409,580.	3,409,580.
INVESTMENT IN BCC MERIDIAN, LP	1,762,000.	0.	0.
INVESTMENT IN BLUM STRATEGIC PARTNERS	2,563,862.	0.	0.
INVESTMENT IN BROADWAY PARTNERS II	1,837,916.	0.	0.
INVESTMENT IN BROADWAY PARTNERS III	1,001,568.	0.	0.
INVESTMENT IN CARMEL PARTNERS INVESTMENT FUND IV, LP	0.	301,493.	301,493.
INVESTMENT IN CHARITY PARTNERS	1,000,000.	3,181,818.	3,181,818.
INVESTMENT IN CHARLES RIVER INSTITUTIONAL FUND II LP	0.	-52,656.	-52,656.
INVESTMENT IN DB CREDIT, LP	3,000,000.	3,000,000.	3,000,000.
INVESTMENT IN ENDEAVOUR CAPITAL FUND VI LP	129,525.	548,391.	548,391.
INVESTMENT IN FCA BERKSHIRE LLC	50,548.	132,676.	132,676.
INVESTMENT IN HIGHFIELDS CAPITAL IV LP	0.	3,423,183.	3,423,183.
INVESTMENT IN HOMEFUNDERS, LLC	3,219,622.	3,220,309.	3,220,309.
INVESTMENT IN LAWRENCE COMMUNITY WORKS	413,508.	413,508.	413,508.
INVESTMENT IN LOOMIS GLOBAL FIXED INCOME	0.	3,181,839.	3,181,839.
INVESTMENT IN MERGANSER CORE PLUS BOND	0.	9,086,195.	9,086,195.
INVESTMENT IN NATURAL RESOURCE FUND	1,531,957.	929,076.	929,076.
INVESTMENT IN ND BURLINGTON	2,395,022.	2,185,114.	2,185,114.
INVESTMENT IN NORTHBOROUGH INVESTOR LLC	2,915,637.	1,484,848.	1,484,848.
INVESTMENT IN SANDALWOOD PARTNERS	5,668,506.	6,261,284.	6,261,284.
INVESTMENT IN SHASTA VENTURES III LP	0.	176,282.	176,282.
INVESTMENT IN TIMBERVEST CROSSOVER II	3,312,429.	2,389,992.	2,389,992.
INVESTMENT IN TIMBERVEST PARTNERS II	2,828,660.	2,868,550.	2,868,550.
INVESTMENT IN TIMBERVEST PARTNERS III	240,908.	599,778.	599,778.
INVESTMENT IN WA-ARES LLC	0.	88,977.	88,977.

INVESTMENT IN WATERTON FUND X	1,511,435.	1,442,802.	1,442,802.
INVESTMENT IN WINDROSE - ADVENT VII, LLC	0.	145,413.	145,413.
INVESTMENT IN WINDROSE AC VI LLC	0.	94,839.	94,839.
INVESTMENT IN WPX INVESTORS II	533,034.	449,135.	449,135.
TO FORM 990-PF, PART II, LINE 15	48,072,386.	57,263,684.	57,263,684.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL LIABILITIES	997.	20.
TOTAL TO FORM 990-PF, PART II, LINE 22	997.	20.

FORM 990-PF PART XV - LINE 1A STATEMENT 14
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

PAUL FIREMAN
PHYLLIS FIREMAN

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	2008 LEASEHOLD IMPROVEMENTS	073108	150DB	15.00	17	126,967.		63,484.	63,483.	19,521.		4,399.
2	2008 FURNITURE & FIXTURES	073108	200DB	7.00	17	71,182.		35,591.	35,591.	24,472.		3,178.
3	2008 IT RELATED IMPROVEMENTS	073108	150DB	15.00	17	22,111.		11,056.	11,055.	3,399.		766.
4	2009 LEASEHOLD IMPROVEMENTS	073109	150DB	15.00	17	1,406.		214.	1,192.	275.		92.
	* TOTAL 990-PF PG 1 DEPR					221,666.		110,345.	111,321.	47,667.	0.	8,435.

(D) Asset disposed

ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Part VII-B, Line 5c – Expenditure Responsibility

Pursuant to IRC Regulation 53 4945-5(d)(2), the Foundation provides the following information for one program related investment

(i)	**PRI Recipient**	Home Funders Collaborative LLC (Home Funders ') 240 Newbury Street, 2nd Floor Boston MA 02116

(ii) **Date and Amount of PRI**

LOANS	6/3/2003	$377 727	2/15/2008	$10 000
	7/1/2003	$177 813	8/13/2008	$10 000
	8/13/2003	$944 460	10/28/2008	$90 000
	10/29/2004	$45 000	10/31/2008	$90 000
	12/17/2004	$175,000	1/9/2009	$138 122
	4/22/2005	$375,000	1/9/2009	$8 501
	11/2/2005	$81,250	6/11/2009	$187 500
	3/13/2006	$150,000	12/14/2011	$125 000
	5/26/2006	$40 000	6/26/2012	$190 000
	10/31/2006	$26 853	8/14/2012	$100 000
	2/21/2007	$112 500	10/25/2012	$114,210
	3/26/2007	$60 896	**Total Loan Balance**	
	8/28/2007	$100,000	**12/31/2012**	**$3,729,832**
EQUITY INVESTMENTS	5/29/2003	$3 750	12/31/2006	($1 250)
	12/31/2013	$2 500	**Equity**	
	12/31/2005	$2 500	**Balance 12/31/2012**	**$7,500**

(iii) **Purpose of PRI** The Home Funders mission is to support the creation of housing for extremely low-income families in a mixed income housing environment The investments have varying terms (5 years 10 years, and 20 years) for amounts totaling up to $5 million for which the first capital call was paid in 2003 Funds are disbursed to Home Funders as real estate closings occur which subsequently flow to finance permanent loans to an affordable housing project

(iv) & (vi) **Reports of Amounts Expended** Home Funders submitted a complete report of the type ordinarily required by commercial investors under similar circumstances on 4/1/2012

The above investments remained on the Foundation s books as of 12/31/2012

(v) **Diversions** To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the investment was originally made

(vii) **Verification** The grantor has no reason to doubt the accuracy or reliability of the reports from the grantee, therefore no independent verification of the reports was made

Paul & Phyllis Fireman Charitable Foundation EIN 22-2677986

Charity	Address	Amount
America SCORES New England	29 Germania Street, Jamaica Plain, MA 02130	1,000 00
American Cancer Society	250 Williams Street, Atlanta GA 30303	100,000 00
American Heart Association	7272 Greenville Ave, Dallas, TX 75231	5,000 00
Anti Defamation League	605 Third Avenue New York, NY 10158	50 000 00
Asperger s Association of New England	51 Water Street Suite 206 Watertown, MA 02472	1,000 00
Babson College	231 Forest Street, Babson Park, MA 02457	24,250 00
Be the Change, Inc	200 Clarendon Street, 9th Floor Boston MA 02116	200,000 00
Berkshire Hills Music Academy, Inc	48 Woodbridge St South Hadley MA 01075	4,000 00
Best Buddies International, Inc	100 Southeast 2nd St, Suite 2200, Miami, FL 33131	1,000 00
Beth Israel Deaconess Medical Center	330 Brookline Ave Boston, MA 02215	250 00
Birdies For Breast Cancer	8367 SW 137th Ave, Miami, FL 33183	100,000 00
Boston Intercommunity Ministries Inc	25 Polley Lane East Walpole MA 02032	2,500 00
Boston Symphony Orchestra	301 Massachusetts Ave Boston, MA 02115	66,650 00
BostonGives Inc	60 Walnut St, Wellesley MA 02481	10,000 00
Bridge Over Troubled Waters	47 West Street Boston MA 02111	1,000 00
Brigham & Women's Hospital, Inc	75 Francis Street Boston, MA 02115	1,000 00
Brockton Area Arc (BAARC)	1250 W Chestnut St Brockton, MA 02301	1,000 00
Brookline Community Foundation	40 Webster Pl Brookline, MA 02445	2 500 00
Camp Bauercrest	17 Old County Rd Amesbury, MA 01913	2 500 00
Center for Social Policy - Univ of MA	134 Hicks Way Amherst, MA 01003	10,000 00
Center for Women & Enterprise	24 School Street, Suite 700 Boston, MA 02108	5,000 00
Central MA Housing Alliance	6 Institute Rd P O Box 3 Worcester, MA 01609	2 500 00
Childrens Hospital Boston	300 Longwood Ave, Boston MA 02115	18,000 00
Children's Hospital League	300 Longwood Ave, Boston, MA 02115	2,250 00
Citizen's Housing & Planning Assn, Inc	18 Tremont Street, Suite 401 Boston, MA 02108	30,000 00
Citizens United for Research in Epilepsy	430 West Erie Street Suite 210 Chicago IL 60654	1,000 00
City Life/Vida Urbana (CLVU)	PO Box 300107 Jamaica Plain MA 02130	1,500 00
City Year, Inc	287 Columbus Avenue Boston, MA 02116	6,000 00
Coaching For Change, Inc	70 Fargo St STE 907 Boston, MA 02210	4,000 00
Combined Jewish Philanthropies of Greater	126 High St Boston, MA 02110	100 000 00
Communities United	108 Water Street Unit 2D Watertown, MA 02472	2 000 00
Community Foundation for Greater Buffalo	712 Main St Buffalo NY 14202	10,000 00
Community Servings Inc	18 Marbury Terrace Jamaica Plain MA 02130	1 000 00
Community Teamwork, Inc	155 Merrimack St Lowell, MA 01852	6 500 00
Cooley's Anemia Foundation, Inc	330 Seventh Avenue Suite 200 New York, NY 10001	5,000 00

Paul & Phyllis Fireman Charitable Foundation EIN 22-2677986

Charity	Address	Amount
Cornell University	377 Pine Tree Road Ithaca NY 14850	5 000 00
Corporation for Public Management	16281640 Main St Springfield MA 01103	1 000 00
Cradles to Crayons, Inc	155 N Beacon Street Boston, MA 02135	5,000 00
Dana Farber Cancer Research Institute	450 Brookline Avenue, Boston, MA 02215	122,584 00
DCF kids' Fund	600 Washington St Boston, MA 02111	1,000 00
Disabled Sports USA	451 Hungerford Dr STE 100 Rockville, MD 20850	2 500 00
Dress for Success Boston Inc	989 Commonwealth Ave Boston, MA 02215	1,000 00
Emerald Necklace Conservancy	125 The Fenway Boston, MA 02115	250 00
Emmaus, Inc	127 How St Haverhill MA 01830	2,000 00
Emory University	201 Dowman Drive Atlanta Georgia 30322	100,000 00
Family Independence Initiative	1201 Martin Luther King Jr Way Suite 100 Oakland, CA 94612	11,500 00
Family Reach Foundation	2001 Route 46, Suite 310 Parsippany, NJ 07054	7,000 00
Family to Family Project	89 South Street Suite 203 Boston, MA 02111	5,000 00
Father Bills & MainSpring	430 Belmont Street Brockton, MA 02301	5,000 00
Francis Ouimet Scholarship Fund	300 Arnold Palmer Blvd Norton MA 02766	5 000 00
Fred Hutchinson Cancer Research Ctr	1100 Fairview Ave N Seattle WA 98109	5 000 00
Full Frame Initiative	308 Main Street, Suite 2A Greenfield MA 01301	10 000 00
Funders Together to End Homelessness	89 South Street Suite 803 Boston MA 02111	3,000 00
Greater Four Corners Action Coalition	367 Washington St Boston MA 02124	3 000 00
GreenLight Fund Inc	200 Clarendon Street, 44th Floor Boston, MA 02116	10,000 00
Hampshire College Trustees	893 West St Amherst MA 01002	2,500 00
HAP Housing	322 Main Street Springfield, MA 01105	2,500 00
Heading Home, Inc	529 Main Street, Suite 100 The Schrafft Center Charlestown MA 02	2 500 00
Healy Charitable Foundation	211 Dalton Rd Holliston, MA 01746	20,000 00
Hearth	1640 Washington St Boston, MA 02118	2,000 00
Help Funding, Inc	115 East 13th Street New York, NY 10003	25,000 00
Hockomock Area YMCA	300 Elmwood St N Attleboro MA 02760	500 00
Home Start	5005 Texas Street, Suite 203 San Diego, CA 92108	5 000 00
House of Hope	2484 SE Bonita Street Stuart, FL 34997	2,500 00
Housing Assistance Corp	460 West Main St Hyannis, MA 02601	5,000 00
Housing Families, Inc	919 Eastern Avenue Malden MA 02148	25 000 00
Institute of Contemporary Art, Inc	25 Harbor Shore Drive, Boston MA 02210	150,000 00
Irish Immigration Center Inc	One State Street, Suite 800 Boston, MA 02109	3,000 00
Ithaca College	953 Danby Rd Ithaca, NY 14850	12,500 00
Jersey City Police Benevolent Assn	282 Central Ave Jersey Cit, NJ 07307	2,000 00

Charity	Address	Amount
Jewish Federation of Palm Beach County	4601 Community Dr West Palm Beach FL 33417	51,800 00
Julie's Family Learning Program	133 Dorchester Street South Boston, MA 02127	1 000 00
Justice Resource Institute, Inc	160 Gould ST Suite 300 Needham, MA 02494	2,500 00
Lenny Zakim Fund	33 Arch Street, 26th Floor Boston, MA 02110	10,000 00
Lowell Wish Project	1A Foundry Street Lowell, MA 01852	3,000 00
MA Society for the Prevention of Cruelty	350 South Huntington Avenue Boston MA	545 00
Make A Wish Foundation of MA & RI Inc	1 Bulfinch Place 2nd Floor Boston MA 02114	25,000 00
March of Dimes	1275 Mamaroneck Ave White Plains, NY 10605	500 00
Merrimack Valley Housing Partnership	PO Box 1042 Lowell MA 01853	3 000 00
MorseLife Foundation	4847 Fred Gladstone Dr West Palm Beach, FL 33417	300 00
NAACP	4805 Mount Hope Dr Baltimore MD 21215	25,000 00
New York Road Runners, Inc	156 W 56th St 3rd FL New York NY 10019	1 000 00
Nicklaus Children's Healthcare Fdn	11770 US Highway 1 STE 303 N Palm Beach FL 33408	5,000 00
On The Rise, Inc	341 Broadway Cambridge, 02139	1 000 00
One City	66 York Street Jersey City NJ 07302	1 500 00
One Family, Inc	Watermill Center 800 South Street Suite 610 Waltham, MA 02453	475,000 00
One Voice	PO Box 1577 OCS New York, NY 10113	10,000 00
Pan Massachusetts Challenge Jimmy Fund	77 Fourth Avenue Needham MA 02494	1,834 00
Parenting Resource Associates, Inc	4 Militia Dr #7 Lexington, MA 02421	4 000 00
Partners in Health	888 Commonwealth Ave 3rd Floor Boston, MA 02215	750 00
Phoenix House Development Fund	50 Jay St Brooklyn, NY 11201	5,000 00
Pine Street Inn, Inc	444 Harrison Avenue Boston, MA 02118	5,000 00
Project Cope	471 Broadway Lynnfield, MA 01940	2,500 00
Project Hope	550 Dudley Street Roxbury, MA 02119	5,000 00
Project Place - Interseminarian	1145 Washington Street Boston, MA 02118	2,000 00
Protestant Episcopal Church	138 Tremont St Boston, MA 02111	1,500 00
Rivers School Corp	333 Winter Street Weston, MA 02493	35,000 00
Roca Inc	101 Park Street Chelsea, MA 02150	10,000 00
Saint Francis House, Inc	39 Boylston Street Boston, MA 02116	5,000 00
Salvation Army of Massachusetts	440 West Nyack Road West Nyack, NY 10994	5,000 00
Save the Harbor/Save the Bay	212 Northern Avenue, Suite 304 W Boston Fish Pier Boston, MA 022	5,000 00
Sean Kimerling Testicular Cancer Fdn Inc	150 Broadway STE 1105 New York NY 10038	5,000 00
SHADE Foundation of America	3220 N Street NW Box 281 Washignton DC 20007	500 00
Sisters of Charity of Ottawa	245 University Ave Lowell MA 01854	3,000 00
Solutions at Work, Inc	391 Everetese Way Cambridge MA 02141	1,000 00

Paul & Phyllis Fireman Charitable Foundation EIN 22-2677986

Charity	Address	Amount
Springfield Day Nursery Corp	1095 Main Street Springfield, MA 01103	2 000 00
Springwell Inc	307 Waverley Oaks Road, Suite 205 Waltham, MA 02452	1,000 00
St Anne's Church	130 Boston TPKE Shrewsbury MA 01545	4,000 00
St Jude's Children's Research Hospital	262 Danny Thomas Place, Memphis TN, 38105	2,182 00
St Mary's Women & Children's Ctr	90 Cushing Avenue Dorchester, MA 02125	5,000 00
Steppingstone Foundation Inc	1 Appleton Street 4th Floor Boston MA 02116	20 000 00
Studio in a School Association	410 W 59th St New York, NY 10019	5 000 00
Tabor Academy	66 Spring St Marion, MA 02738	250,000 00
Temple Beth Elohim	10 Bethel Rd, Wellesley MA 02481	40,000 00
Temple Beth Shalom	670 Highland Ave Needham MA 02494	1 000 00
Tenacre Country Day School	78 Benvenue St, Wellesley, MA 02482	25,000 00
The Boston Foundation	75 Arlington Street, 10th Floor Boston MA 02116	25,000 00
The Caleb Group, Inc	491 Humphrey St Swampscott, MA 01907	2,500 00
The CFDA Foundation	66 Bleecker St Fl 11 New York, NY 10012	17,100 00
The Fessenden School	250 Waltham St West Newton, MA 02465	20,000 00
The First Tee	425 South Legacy Trail, St Augustine, FL 32092	250,000 00
The MA Alliance of Portuguese Speakers	1046 Cambridge Street Cambridge, MA 02139	500 00
The Mad Bunch USA Inc	1114 Avenue of the Americas New York NY 10036	10 000 00
The New York Landmarks Conservancy	1 Whitehall St FL 21 New York NY 1004	6 000 00
Tilton School	30 School St Tilton, NH 03276	12,500 00
Trickle Up	104 W 27th St 12th Floor New York, NY 10001	5,000 00
Trustees of Tufts University	Ballou Hall Medford, MA 02155	93 250 00
Tufts Medical Center	800 Washington St Boston, MA 02111	3 500 00
Union College	807 Union St Schenectady NY 12308	20,000 00
United Church of Christ	700 Prospect Ave Cleveland, OH 44115	1,000 00
United States Fund for UNICEF	125 Maiden Lane New York, NY 10038	3 500 00
United Teen Equality Center	15 Warren Street, #3 Lowell MA 01852	5 000 00
University of Miami	PO Box 248106 Coral Gables, FL 33124	5 000 00
Women s Lunch Place	67 Newbury Street Boston, MA 02116	2,500 00
York College Foundation	9420 Guy R Brewer Blvd Jamaica NY 11451	1 000 00
Youth Villages	3320 Brother Blvd Memphis, TN 38133	5,000 00
Zussman Community Hospice	1151 College Avenue Columbus, OH 43209	500 00
Total Donations		2,900,495 00