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
LINCOLN & THERESE FILENE FOUNDATION, INC
#0706176

A Employer identification number
23-7423946

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
NUTTER MCCLENNEN & FISH LLP PO BOX 5140

B Telephone number
617-439-2498

City or town, state, and ZIP code
BOSTON, MA 02205

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [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)* ▶$ 20083150.

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	31.	31.		STATEMENT 2
	4 Dividends and interest from securities	709955.	709955.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	714580.			STATEMENT 1
	b Gross sales price for all assets on line 6a 1656788.				
	7 Capital gain net income (from Part IV, line 2)		680353.		
	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				
	12 **Total.** Add lines 1 through 11	1424566.	1390339.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	108154.	70300.		37854.
	b Accounting fees STMT 5	5000.	3250.		1750.
	c Other professional fees STMT 6	59911.	38942.		20969.
	17 Interest				
	18 Taxes STMT 7	18609.	3914.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	59973.	38982.		20991.
	22 Printing and publications				
	23 Other expenses STMT 8	265.	0.		265.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	251912.	155388.		81829.
	25 Contributions, gifts, grants paid	881675.			881675.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1133587.	155388.		963504.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	290979.			
	b **Net investment income** (if negative, enter -0-)		1234951.		
	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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	500.	500.	500.
	2 Savings and temporary cash investments	236009.	320928.	320928.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	452931.	452240.	474110.
	b Investments - corporate stock STMT 10	8050725.	8797033.	15059419.
	c Investments - corporate bonds STMT 11	4269035.	3729478.	4228193.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	13009200.	13300179.	20083150.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	12163601.	12163601.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	845599.	1136578.	
	30 **Total net assets or fund balances**	13009200.	13300179.	
	31 **Total liabilities and net assets/fund balances**	13009200.	13300179.	

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	13009200.
2	Enter amount from Part I, line 27a	2	290979.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	13300179.
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	13300179.

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	1656788.		976435.	680353.

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				680353.

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** 680353.

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	814700.	18884614.	.043141
2010	870248.	17917501.	.048570
2009	1704557.	16956357.	.100526
2008	2003282.	20396251.	.098218
2007	1087283.	22685673.	.047928

2	**Total** of line 1, column (d)	2	.338383
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	.067677
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	19675661.
5	Multiply line 4 by line 3	5	1331590.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12350.
7	Add lines 5 and 6	7	1343940.
8	Enter qualifying distributions from Part XII, line 4	8	963504.

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	24699.
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	24699.
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	24699.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 21182.		
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	21182.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	99.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	3616.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ NUTTER, MCCLENNEN & FISH, LLP Telephone no. ▶ 617-439-2000			
	Located at ▶ SEAPORT WEST, 155 SEAPORT BLVD, BOSTON, MA ZIP+4 ▶ 02210-2604			
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			
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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? 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
SEE ATTACHED SCHEDULE	0.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NUTTER, MCCLENNEN & FISH, LLP - SEAPORT WEST, 155 SEAPORT BLVD., BOSTON, MA 02210	TRUSTEE, LEGAL & TAX PREPARATION FEES	173065.

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	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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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	19696889.
b	Average of monthly cash balances	1b	278401.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	19975290.
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	19975290.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	299629.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19675661.
6	**Minimum investment return.** Enter 5% of line 5	6	983783.

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	983783.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 24699.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	24699.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	959084.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	959084.
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	959084.

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	963504.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	963504.
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	963504.

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				959084.
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 855521.				
c From 2009 876957.				
d From 2010				
e From 2011				
f Total of lines 3a through e	1732478.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 963504.				
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				959084.
e Remaining amount distributed out of corpus	4420.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1736898.			
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	1736898.			
10 Analysis of line 9:				
a Excess from 2008 855521.				
b Excess from 2009 876957.				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012 4420.				

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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 12

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*				
ASIAN TASK FORCE AGAINST DOMESTIC VIOLENCE	NONE	PUBLIC	YOUTH PROGRAM	10000.
BETH ISRAEL DEACONESS MEDICAL CENTER	NONE	PUBLIC	GENERAL FUND	5000.
BIRD STREET COMMUNITY CENTER	NONE	PUBLIC	VIOLENCE PREVENTION PROGRAM	20000.
BOSTON YOUTH SYMPHONY ORCHESTRA	NONE	PUBLIC	GENERAL FUND	10000.
CASA MYRNA VAZQUEZ INC	NONE	PUBLIC	CHILDRENS SERVICES	15000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	881675.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	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			14	31.	
4 Dividends and interest from securities			14	709955.	
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			14		
8 Gain or (loss) from sales of assets other than inventory			18	714580.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1424566.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 1424566.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Paul F. Rich Jr.		5/3/13		P00567473

Firm's name ▶ NUTTER MCCLENNEN & FISH/LLP — Firm's EIN ▶ 04-2106505

Firm's address ▶ SEAPORT WEST 155 SEAPORT BLVD. BOSTON, MA 02210-2604 — Phone no. (617)439-2503

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	AT&T INC	P	01/01/20	01/17/12
b	AT&T INC	P	01/01/20	07/31/12
c	AMERICAN EXPRESS CO	P	09/21/93	12/11/12
d	CHUBB CORP	P	03/12/96	01/17/12
e	CHUBB CORP	P	03/12/96	06/05/12
f	CHUBB CORP	P	03/12/96	09/11/12
g	CHUBB CORP	P	07/22/91	12/11/12
h	EXXON MOBIL CORPORATION	P	01/01/20	01/17/12
i	EXXON MOBIL CORPORATION	P	01/01/20	07/31/12
j	GENERAL ELECTRIC CO	P	11/07/08	01/17/12
k	HOME DEPOT INC	P	08/30/10	06/05/12
l	HOME DEPOT INC	P	08/30/10	09/11/12
m	HOME DEPOT INC	P	08/30/10	12/11/12
n	I-SHARES MSCI EAFE INDEX FUND	P	07/14/08	01/17/12
o	I-SHARES MSCI EAFE INDEX FUND	P	11/02/06	01/17/12

	(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	60779.		6175.	54604.
b	112210.		9263.	102947.
c	28485.		4302.	24183.
d	34919.		11854.	23065.
e	69739.		23708.	46031.
f	37358.		11854.	25504.
g	38534.		9010.	29524.
h	42802.		1491.	41311.
i	43655.		1491.	42164.
j	19020.		18517.	503.
k	24190.		14226.	9964.
l	28575.		14226.	14349.
m	31674.		14226.	17448.
n	75509.		99240.	-23731.
o	25170.		35225.	-10055.

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				54604.
b				102947.
c				24183.
d				23065.
e				46031.
f				25504.
g				29524.
h				41311.
i				42164.
j				503.
k				9964.
l				14349.
m				17448.
n				-23731.
o				-10055.

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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05-01-12

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	JOHNSON & JOHNSON	P	03/21/89	01/17/12
b	KRAFT FOODS INC	P	08/30/10	09/11/12
c	MCDONALD'S CORP	P	01/22/07	01/17/12
d	PEPSICO INC	P	06/21/05	01/17/12
e	PEPSICO INC	P	06/21/05	06/05/12
f	PROCTOR & GAMBLE CO	P	01/01/20	01/17/12
g	PROCTOR & GAMBLE CO	P	01/01/20	09/11/12
h	PROCTOR & GAMBLE CO	P	01/01/20	12/11/12
i	VERIZON COMMUNICATIONS INC 8 3/4% 11/1/2018	P	11/06/08	12/17/12
j	GANNETT CO INC 6.375% 4/1/2012	P	01/23/06	04/01/12
k	GOLDMAN SACHS GROUP INC 5.7% 9/1/2012	P	04/10/06	09/01/12
l	VANGUARD SHORT-TERM BOND INDEX	P	01/20/12	08/03/12
m	CAPITAL GAINS DIVIDENDS			
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	32754.		2772.	29982.
b	40240.		30112.	10128.
c	100829.		44542.	56287.
d	32469.		27880.	4589.
e	33634.		27880.	5754.
f	66219.		2064.	64155.
g	68224.		2064.	66160.
h	35119.		1032.	34087.
i	46268.		35027.	11241.
j	250000.		253311.	-3311.
k	250000.		250060.	-60.
l	25000.		24883.	117.
m	3413.			3413.
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				29982.
b				10128.
c				56287.
d				4589.
e				5754.
f				64155.
g				66160.
h				34087.
i				11241.
j				-3311.
k				-60.
l				117.
m				3413.
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	680353.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMBINED JEWISH PHILANTROPIES	NONE	PUBLIC	GENERAL FUND	20000.
COMMUNITY EDUCATION CENTER	NONE	PUBLIC	GENERAL FUND	10000.
COMMUNITY MUSIC CENTER OF BOSTON	NONE	PUBLIC	INTENSIVE STUDY PROJECT	10000.
CRITTENTON WOMAN'S UNION	NONE	PUBLIC	HORIZONS HOUSING PROGRAM	20000.
DARTMOUTH COLLEGE	NONE	PUBLIC	ALUMNI FUND	100.
HARBOR COV	NONE	PUBLIC	COMMUNITY EDUCATION AND SUPPORT	15000.
HOUSING FAMILIES INC	NONE	PUBLIC	GENERAL FUND	15000.
INTERCOLLEGIATE STUDIES INSTITUTE	NONE	PUBLIC	GENERAL FUND	35000.
JEWISH VOCATIONAL SERVICES INC	NONE	PUBLIC	GENERAL FUND	35000.
LONGY SCHOOL OF MUSIC	NONE	PUBLIC	FILENE MUSIC BY DESIGN	15000.
Total from continuation sheets				821675.

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MAINE BOYS TO MEN	NONE	PUBLIC	THE MAINE BOYS NETWORK	25000.
MUSICONNECTS	NONE	PUBLIC	FILENE K F SHOUSE AWARD	5000.
PHILLIPS BROOKS HOUSE ASSOCIATION	NONE	PUBLIC	GENERAL FUND	8100.
PROJECT R.I.S.E.	NONE	PUBLIC	SUMMER PROGRAMS	20000.
RAW ART WORKS CHIEFS & PROJECT LAUNCH	NONE	PUBLIC	GENERAL FUND	20000.
ROCA INC	NONE	PUBLIC	ROCA SPRINGFIELD	10000.
SKIDMORE COLLEGE	NONE	PUBLIC	FILENE MUSIC SCHOLARSHIP/HELEN FILENE LADD CONCERT H	159500.
TALKING INFORMATION CENTER INC	NONE	PUBLIC	GENERAL FUND	15000.
UNITARIAN UNIVERSALIST URBAN MINISTRY	NONE	PUBLIC	RENEWAL HOUSE	15000.
UNITED TEEN EQUALITY CENTER	NONE	PUBLIC	TEENS LEADING THE WAY COALITION/FINANCIAL FITNESS PROGRAM	10000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WEB OF BENEFIT	NONE	PUBLIC	GENERAL FUND	15000.
WOLF TRAP FOUNDATION FOR THE PERFORMING ARTS	NONE	PUBLIC	BUILDING FUND, INTERNSHIP, OPERA & EARLY LEARNING	125000.
ZUMIX INC	NONE	PUBLIC	ADVENTURES IN MUSIC	12500.
AMERICAN NATIONAL RED CROSS	NONE	PUBLIC	HURRICANE SANDY RELEIF EFFORTS	10000.
BILL OF RIGHTS INSTITUTE	NONE	PUBLIC	CONSTITUTIONAL SEMINARS IN BOSTON	20000.
BOYS & GIRLS CLUB OF LAWRENCE	NONE	PUBLIC	SUMMER OF SERVICE PROGRAM	7500.
BRIDGE OVER TROUBLED WATERS	NONE	PUBLIC	GED TO COLLEGE PATHWAYS	10000.
CHELSEA COLLABORATIVE INC	NONE	PUBLIC	SUMMER YOUTH EMPLOYMENT INITIATIVE	9000.
CODMAN ACADEMY FOUNDATION	NONE	PUBLIC	THEATRE ARTS PROGRAM	7500.
COMMUNITY EDUCATIONAL CENTER OF THE NORTH END	NONE	PUBLIC	ADVANCEMENT FOR NEWCOMER YOUTH	5000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DISCOVERING JUSTICE	NONE	PUBLIC	SUPPORT OF CHILDREN DISCOVERING JUSTICE	25000.
JEWISH VOCATIONAL SERVICES INC	NONE	PUBLIC	B.A. TRUSTMAN AWARD	5000.
KNEISEL HALL	NONE	PUBLIC	PROGRAM FOR MAINE STUDENTS	10000.
MORE THAN WORDS	NONE	PUBLIC	YOUTH EMPLOYMENT TRAINING PROGRAM	15000.
NETWORK FOR TEACHING ENTREPRENEURSHIP	NONE	PUBLIC	GREATER BOSTON ENTREPRENEURSHIP ED. INITIATIVE	10000.
NORTHEASTERN UNIVERSITY MARINE SCIENCE CENTER	NONE	PUBLIC	FROM SEA TO SCHOOL	9975.
PRESS PASS TV	NONE	PUBLIC	EVENT MATCHING GRANT/COMMUNITY CONNECT PROGRAM	15000.
PROJECT STEP	NONE	PUBLIC	ARTS EDUCATION PROGRAM	7500.
STRAIGHT AHEAD MINISTEIES	NONE	PUBLIC	YOUTH RE-ENTRY PROJECT-WORCESTER	10000.
STRONG WOMEN, STRONG GIRLS INC	NONE	PUBLIC	SUPPORT OF SKILLS BUILDING PROGRAMMING	10000.
Total from continuation sheets				

LINCOLN & THERESE FILENE FOUNDATION, INC
#0706176 23-7423946

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TUFTS UNIVERSITY	NONE	PUBLIC	COMMUNITY MUSIC AT TUFTS	10000.
WOLF TRAP ED. FOUNDATION	NONE	PUBLIC	T. JONES ENDOWMENT FUND	10000.
Total from continuation sheets				

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

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AT&T INC				PURCHASED	01/01/20	01/17/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
60779.	6286.	0.	0.	54493.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AT&T INC				PURCHASED	01/01/20	07/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
112210.	9428.	0.	0.	102782.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMERICAN EXPRESS CO				PURCHASED	09/21/93	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
28485.	4239.	0.	0.	24246.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHUBB CORP	PURCHASED	03/12/96	01/17/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
34919.	9535.	0.	0.	25384.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHUBB CORP	PURCHASED	03/12/96	06/05/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
69739.	19069.	0.	0.	50670.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHUBB CORP	PURCHASED	03/12/96	09/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
37358.	9535.	0.	0.	27823.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHUBB CORP	PURCHASED	07/22/91	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
38534.	9535.	0.	0.	28999.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EXXON MOBIL CORPORATION	PURCHASED	01/01/20	01/17/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
42802.	3144.	0.	0.	39658.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EXXON MOBIL CORPORATION	PURCHASED	01/01/20	07/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43655.	3144.	0.	0.	40511.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GENERAL ELECTRIC CO	PURCHASED	11/07/08	01/17/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19020.	4047.	0.	0.	14973.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HOME DEPOT INC	PURCHASED	08/30/10	06/05/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
24190.	13525.	0.	0.	10665.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HOME DEPOT INC	PURCHASED	08/30/10	09/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
28575.	13525.	0.	0.	15050.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HOME DEPOT INC	PURCHASED	08/30/10	12/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
31674.	13525.	0.	0.	18149.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
I-SHARES MSCI EAFE INDEX FUND	PURCHASED	07/14/08	01/17/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
75509.	94652.	0.	0.	-19143.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
I-SHARES MSCI EAFE INDEX FUND	PURCHASED	11/02/06	01/17/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25170.	31551.	0.	0.	-6381.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JOHNSON & JOHNSON	PURCHASED	03/21/89	01/17/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
32754.	3037.	0.	0.	29717.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
KRAFT FOODS INC	PURCHASED	08/30/10	09/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
40240.	31134.	0.	0.	9106.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MCDONALD'S CORP	PURCHASED	01/22/07	01/17/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100829.	44875.	0.	0.	55954.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PEPSICO INC	PURCHASED	06/21/05	01/17/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
32469.	24751.	0.	0.	7718.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PEPSICO INC	PURCHASED	06/21/05	06/05/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33634.	24751.	0.	0.	8883.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PROCTOR & GAMBLE CO	PURCHASED	01/01/20	01/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
66219.	2064.	0.	0.	64155.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PROCTOR & GAMBLE CO	PURCHASED	01/01/20	09/11/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
68224.	2064.	0.	0.	66160.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PROCTOR & GAMBLE CO	PURCHASED	01/01/20	12/11/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
35119.	1032.	0.	0.	34087.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VERIZON COMMUNICATIONS INC 8 3/4% 11/1/2018	PURCHASED	11/06/08	12/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
46268.	35027.	0.	0.	11241.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GANNETT CO INC 6.375% 4/1/2012	PURCHASED	01/23/06	04/01/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250000.	253930.	0.	0.	-3930.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN SACHS GROUP INC 5.7% 9/1/2012	PURCHASED	04/10/06	09/01/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250000.	250084.	0.	0.	-84.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD SHORT-TERM BOND INDEX	PURCHASED	01/20/12	08/03/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25000.	24719.	0.	0.	281.

CAPITAL GAINS DIVIDENDS FROM PART IV	3413.
TOTAL TO FORM 990-PF, PART I, LINE 6A	714580.

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

SOURCE	AMOUNT
FEDERATED GOV'T OBLIGAION FUND	31.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	31.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE INTEREST	234478.	0.	234478.
DOMESTIC DIVIDENDS	397434.	3413.	394021.
FOREIGN DIVIDENDS	57942.	0.	57942.
US GOVERNMENT INTEREST	23514.	0.	23514.
TOTAL TO FM 990-PF, PART I, LN 4	713368.	3413.	709955.

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	108154.	70300.		37854.
TO FM 990-PF, PG 1, LN 16A	108154.	70300.		37854.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	5000.	3250.		1750.
TO FORM 990-PF, PG 1, LN 16B	5000.	3250.		1750.

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
TRUSTEE COMPENSATION	59911.	38942.		20969.
TO FORM 990-PF, PG 1, LN 16C	59911.	38942.		20969.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	14695.	0.		0.
FOREIGN TAX PAID	3914.	3914.		0.
TO FORM 990-PF, PG 1, LN 18	18609.	3914.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	265.	0.		265.
TO FORM 990-PF, PG 1, LN 23	265.	0.		265.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	X		452240.	474110.
TOTAL U.S. GOVERNMENT OBLIGATIONS			452240.	474110.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			452240.	474110.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	8797033.	15059419.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8797033.	15059419.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	3729478.	4228193.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3729478.	4228193.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ALANE H WALLIS;NUTTER MCCLENNEN & FISH LLP;155 SEAPORT BLVD. BOSTON MA 0211

TELEPHONE NUMBER

617-439-2498

FORM AND CONTENT OF APPLICATIONS

GUIDELINES AVAILABLE BY REQUEST 617-439-2458 OR @FILENEFOUNDATION.ORG

ANY SUBMISSION DEADLINES

MARCH 1 & SEPTEMBER 1

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS LIMITED TO NEW ENGLAND 1)CIVIC EDUCATION 2)HUMAN DEVELOPEMENT 3)BROADCASTING 4)PERFORMING ARTS

LINCOLN AND THERESE FILENE FOUNDATION, INC.

Board of Directors

Heather C. Sears
31 Torrey Street
Dorchester, MA 02124
Term: 2009-2013

G. Michael Ladd
509 Main Street
Wayne, ME 04284
Term: 2008-2012

David J. Ladd
47 Ledyard Court
Stuart's Draft, VA 24477
Term: 2011-2015

Kimberly R. Dietel
1350 Creek Ridge Crossing
Alpharetta, GA 30005
Term: 2010-2014

John J. Robertson
8019 Iliff Drive
Dun Loring, VA 22027
Term: 2011-2015

William L. Ladd
2082 West 29th Place
Los Angeles, CA 90018
Term: 2010-2014

Michael E. Mooney
Nutter McClennen & Fish, LLP
Seaport West
155 Seaport Boulevard
Boston, MA 02210

Donna J. Ladd
47 Ledyard Court
Stuart's Draft, VA 24477
Term: 2009-2013

David A. Robertson, Jr.
335 Reed Avenue
Salt Lake City, UT 84103
Term: 2008-2012

Officers

Peter R. Brown, Treasurer and Secretary
Nutter McClennen & Fish, LLP
Seaport West
155 Seaport Boulevard
Boston, MA 02210-9628
Term: 2010-2012

G. Michael Ladd, President
509 Main Street
Wayne, ME 04284
Term: 2010-2012

Benton C. Tolley, Assistant Treasurer
106 Moorings Park Drive, Apt. C101
Naples, FL 34105
Term: 2010-2012

Robert M. Ladd, Assistant Treasurer
P.O. Box 59
Manchester, ME 04351
Term: 2010-2012

David A. Robertson, Jr., Vice President
335 Reed Avenue
Salt Lake City, UT 84103
Term: 2010-2012

Committee Chairman

Public Education and Broadcasting William L Ladd
Civic Education, Donna Ladd
Human Development and Self Sufficiency, John D Ladd
Music Education and Performing arts, Lincoln F Ladd
Investment Committee, J Scott Ladd
Planning and Development, Kimberly R. Dietel

Lincoln and Therese Filene Foundation, Inc.

Board of Directors and Officers

Board Member	Term Begin	Term End	
Heather C. Sears	2009	2013	
Donna J. Ladd	2009	2013	
William L. Ladd	2010	2014	
Kimberly R. Dietel	2010	2014	
David J. Ladd	2011	2015	
John J. Robertson	2011	2015	
J. Scott Ladd	2012	2016	
Jason D. Hill	2012	2016	
Michael E. Mooney			
Officers			
John J. Robertson	2012	2014	President
J. Scott Ladd	2012	2014	Vice President
Peter R. Brown	2012	2014	Treasurer/Secretary
Robert M. Ladd	2012	2014	Assistant Treasurer

May-12

Statement of Assets: Inventory Value

Account: 0706176

LINCOLN & THERESE FILENE FOUNDATION INC.

As of 12/31/2012

Nutter

Nutter McClennen & Fish LLP • Attorneys at Law

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
010 Common Stock						
T	AT&T INC		15,000 0000	$47,141 51	$33 71	$505,650 00
ABT	ABBOTT LABORATORIES		7,500 0000	$351,537 25	$65 50	$491,250 00
AXP	AMERICAN EXPRESS CO		7,000 0000	$59,349 69	$57 48	$402,360 00
AWK	AMERICAN WATER WORKS CO , INC		5,000 0000	$143,591 50	$37 13	$185,650.00
AAPL	APPLE, INC		250 0000	$134,395 25	$532 17	$133,043 25
ADP	AUTOMATIC DATA PROCESSING INC		8,000 0000	$313,298 80	$56 93	$455,440 00
BMY	BRISTOL-MYERS SQUIBB CO		7,000 0000	$13,467 38	$32 59	$228,130 00
CB	CHUBB CORP		5,500.0000	$104,881 56	$75 32	$414,260 00
CSCO	CISCO SYSTEMS, INC		20,000 0000	$391,456 70	$19 65	$392,988.00
DD	E I DUPONT DENEMOURS & CO		4,500 0000	$199,631 25	$44 98	$202,403 25
DUK	DUKE ENERGY CORP		2,000 0000	$20,181 49	$63 80	$127,600 00
EMR	EMERSON ELECTRIC CO		10,000 0000	$147,959 61	$52 96	$529,600 00
XOM	EXXON MOBIL CORPORATION		7,000 0000	$44,020 27	$86 55	$605,850.00
GE	GENERAL ELECTRIC CO		20,000 0000	$80,932 91	$20 99	$419,800.00
HD	HOME DEPOT INC		6,500 0000	$175,830 85	$61 85	$402,025 00
INTC	INTEL CORP		20,000 0000	$227,178 14	$20 62	$412,400 00
IBM	INTERNATIONAL BUSINESS MACHINES		2,500 0000	$244,162 00	$191 55	$478,875 00
IP	INTERNATIONAL PAPER CO		5,000.0000	$159,300.00	$39 84	$199,200 00
JPM	JPMORGAN CHASE & CO		7,000.0000	$68,221 62	$43 97	$307,783 70
JNJ	JOHNSON & JOHNSON		7,500 0000	$45,554 30	$70 10	$525,750.00
KRFT	KRAFT FOODS GROUP INC		3,000 0000	$92,288 51	$45 47	$136,410 00
MCD	MCDONALD'S CORP		5,000 0000	$224,574.17	$88.21	$441,050 00
MSFT	MICROSOFT CORP		15,000 0000	$385,706 25	$26 71	$400,645.50
MDLZ	MONDELEZ INTERNATIONAL, INC		9,000 0000	$171,937 99	$25.45	$229,078 80
NEE	NEXTERA ENERGY, INC.		3,500 0000	$187,449 50	$69 19	$242,165 00
PEP	PEPSICO INC		7,000 0000	$346,516 03	$68 43	$479,010 00
PFE	PFIZER INC		12,500 0000	$284,750 00	$25 08	$313,491 25
PG	PROCTER & GAMBLE CO		7,500 0000	$15,478 10	$67 89	$509,175 00

* All or part of value is unknown

Statement of Assets: Inventory Value

Account: 0706176

LINCOLN & THERESE FILENE FOUNDATION INC.

As of 12/31/2012

Nutter

Nutter McClennen & Fish LLP • Attorneys at Law

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
MMM	3M CO		3,000 0000	$252,198 00	$92 85	$278,550 00
UTX	UNITED TECHNOLOGIES CORP		3,000 0000	$198,179 10	$82 01	$246,030 00
WMT	WAL-MART STORES, INC		5,000 0000	$249,750 00	$68 23	$341,150 00
WFC	WELLS FARGO & COMPANY		10,000 0000	$78,060 87	$34 18	$341,800 00
			Total	$5,458,780.60		$11,378,613 75
030 Foreign Stock						
RDS A	ROYAL DUTCH SHELL PLC - ADR A		8,000 0000	$432,428 30	$68 95	$551,600 00
SLB	SCHLUMBERGER LTD		6,000 0000	$385,266 40	$69 30	$415,791 60
			Total	$817,694 70		$967,391 60
040 Equity Mutual Funds						
IJH	I-SHARES CORE S&P MID-CAP ETF		6,000 0000	$460,750 00	$101 70	$610,200 00
IWM	I-SHARES RUSSELL 2000 INDEX FUND		4,000 0000	$279,510 00	$84 32	$337,271 20
			Total	$740,260 00		$947,471 20
100 International Equity Mutual Funds						
EEM	I -SHARES MSCI EMERGING MARKETS INDEX		5,000 0000	$197,733 60	$44 35	$221,750 00
EFA	I-SHARES MSCI EAFE INDEX FUND		10,000 0000	$631,010 57	$56 86	$568,600 00
			Total	$828,744 17		$790,350 00
200 Corporate Bonds						
00206RAR3	AT&T INC NOTES 5 8% DUE 2/15/2019	2/15/2019	100,000 0000	$100,674 00	$122.70	$122,703 40
0258M0CY3	AMERICAN EXPRESS CREDIT CORP NOTES (N/C) 7 30% DUE 8/20/2013	8/20/2013	100,000.0000	$100,454 00	$104 30	$104,295 80
057224AY3	BAKER HUGHES, INC NOTES 7 1/2% DUE 11/15/2018	11/15/2018	100,000 0000	$103,904 00	$132 48	$132,475 10
060505AU8	BANK OF AMERICA CORPORATION SR GLOBAL NOTES 5 125% due 11/15/2014	11/15/2014	250,000 0000	$251,280 92	$106 64	$266,611 25
084664BQ3	BERKSHIRE HATHAWAY FINANCE CORP NOTES 4 1/4% DUE 1/15/2021	1/15/2021	150,000 0000	$149,871 00	$114 73	$172,100 25
14912L4E8	CATERPILLAR FINANCIAL SERVICES CORP NOTES (N/C) 7 15% DUE 2/15/2019	2/15/2019	100,000 0000	$100,494 00	$130 21	$130,205 60
14912L4F5	CATERPILLAR FINANCIAL SERVICES CORP NOTES (N/C) 6 1/8% DUE 2/17/2014	2/17/2014	150,000.0000	$150,157 50	$106 61	$159,922 05
17275RAC6	CISCO SYSTEMS, INC NOTES 5 5% DUE 2/22/2016	2/22/2016	250,000.0000	$247,783 50	$114 31	$285,763 75
20825CAN4	CONOCOPHILLIPS NOTES 5 2% DUE 5/15/2018	5/15/2018	250,000 0000	$248,527 50	$118 35	$295,877 00
209111ET6	CONSOLIDATED EDISON CO OF NY 5 85% DUE 4/1/2018	4/1/2018	250,000 0000	$254,342 50	$121 71	$304,277 50

• All or part of value is unknown

Statement of Assets: Inventory Value

Account: 0706176

LINCOLN & THERESE FILENE FOUNDATION INC.

As of 12/31/2012

Nutter

Nutter McClennen & Fish LLP • Attorneys at Law

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
369604AY9	GENERAL ELECTRIC CO NOTES (N/C) 5% due 2/01/2013	2/1/2013	250,000 0000	$249,927 42	$100 38	$250,952 50
36962G2G8	GENERAL ELECTRIC CAPITAL CORP SENIOR NOTES (N/C) 5 4% DUE 2/15/2017	2/15/2017	250,000 0000	$251,885 00	$115 01	$287,525 25
437076AP7	HOME DEPOT INC SENIOR NOTES 5 4% DUE 3/1/2016	3/1/2016	200,000 0000	$196,698 00	$114 24	$228,483 20
459200AL5	INTERNATIONAL BUSINESS MACHINES DEB 7 5% due 6/15/2013	6/15/2013	250,000 0000	$250,000 00	$103 34	$258,343 00
459200AM3	INTERNATIONAL BUSINESS MACHINES CORP DEB 7% DUE 10/30/2025	10/30/2025	100,000 0000	$102,499 00	$144 37	$144,368 20
59018YRZ6	MERRILL LYNCH & CO NOTES (N/C) 5 3% DUE 9/30/2015	9/30/2015	250,000 0000	$249,152 50	$109 49	$273,713 00
650111AE7	NEW YORK TIMES CO NOTES 5% due 3/15/2015	3/15/2015	150,000.0000	$150,000 00	$106 25	$159,375 00
78387GAP8	SBC COMMUNICATIONS, INC 5 1% DUE 9/15/2014	9/15/2014	250,000 0000	$249,312 50	$107 42	$268,549 75
822582AJ1	SHELL INT'L FINANCE BV (ROYAL DUTCH SHELL PLC GTD) NOTES 4 3% DUE 9/22/2019	9/22/2019	250,000 0000	$251,400 00	$115 85	$289,623 75
92343VAQ7	VERIZON COMMUNICATIONS, INC NOTES 8 3/4% DUE 11/1/2018	11/1/2018	67,000 0000	$71,114 47	$138 85	$93,027 49
			Total	$3,729,477 81		$4,228,192 84
305 Fixed Income Mutual Fund						
PAAIX	PIMCO ALL ASSET FUND		25,387 8860	$300,000 00	$12 58	$319,379 61
TPINX	TEMPLETON GLOBAL BOND FUND - CLASS A		11,616.4100	$151,967 89	$13 38	$155,427 57
VBSSX	VANGUARD SHORT-TERM BOND INDEX - SIGNAL SHARES FUND# 1349		47,110 5180	$499,585 72	$10 63	$500,784 81
			Total	$951,553 61		$975,591 99
440 U S Government Agency Obligations						
31331VWS1	FEDERAL FARM CREDIT BANK CONSOL SYSTEMWIDE BDS (N/C) 5 2% DUE 4/17/2014	4/17/2014	200,000 0000	$198,966 00	$106 42	$212,836 60
3133XGJ96	FEDERAL HOME LOAN BANK CONSOL BDS (N/C) 5 1/4% DUE 9/13/2013	9/13/2013	250,000 0000	$250,789 56	$103 51	$258,773 25
218388	GOV"T NAT"L MTG ASSN GTD PASS THRU CTF (POOL# 218388) 8% due 5/15/2017	5/15/2017	2,492 2500	$2,484 16	$100 33	$2,500 50
			Total	$452,239 72		$474,110 35
500 Money Market Funds						
636	FEDERATED GOV'T OBLIGATION FUND #636		320,927 8300	$320,927.83	$1 00	$320,927 83
			Total	$320,927.83		$320,927 83
Cash						
	Cash			$500 00		$500 00

* All or part of value is unknown

Statement of Assets: Inventory Value

Account: 0706176

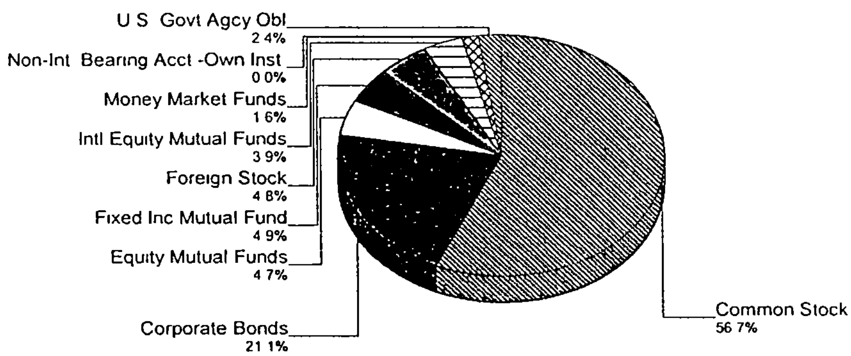
LINCOLN & THERESE FILENE FOUNDATION INC.

As of 12/31/2012

Nutter
Nutter McClennen & Fish LLP · Attorneys at Law

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
Grand Total				$13,565,760.77		$20,083,149 56

Market Value by Asset Type



* All or part of value is unknown