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

Name of foundation
THE BACKCOUNTRY CHARITABLE TRUST

A Employer identification number
26-1214808

Number and street (or P O box number if mail is not delivered to street address)
1678 WEST REDSTONE CENTER DRIVE NO 210

Room/suite

B Telephone number (see instructions)
(801) 746-7566

City or town, state, and ZIP code
PARK CITY, UT 84098

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

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

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 5,419,867

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

		Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	74,199	74,199		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	95,606			
	b	Gross sales price for all assets on line 6a 1,346,803				
	7	Capital gain net income (from Part IV, line 2)		181,758		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	169,805	255,957		
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 (attach schedule)				
	b	Accounting fees (attach schedule)	1,055	1,055		0
	c	Other professional fees (attach schedule)	14,762	12,548		2,214
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,861	2,861		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	760	760		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	19,438	17,224		2,214
	25	Contributions, gifts, grants paid	196,000			196,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	215,438	17,224		198,214
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-45,633			
	b	**Net investment income** (if negative, enter -0-)		238,733		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	-34,197	2,091	2,091
	2 Savings and temporary cash investments		14,880	14,880
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	3,332,683	3,235,882	5,402,896
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,298,486	3,252,853	5,419,867
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	4,027,814	4,027,814	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	-729,328	-774,961	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	3,298,486	3,252,853	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,298,486	3,252,853	

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	3,298,486
2	Enter amount from Part I, line 27a	2	-45,633
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	3,252,853
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	3,252,853

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	181,758
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	178,006	3,947,669	0 045091
2010	121,758	3,587,402	0 033940
2009	129,823	3,062,125	0 042396
2008	33,877	4,070,865	0 008322
2007	110,000	960,308	0 114547

2	**Total** of line 1, column (d).	2	0 244296
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 048859
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,006,604
5	Multiply line 4 by line 3.	5	195,759
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,387
7	Add lines 5 and 6.	7	198,146
8	Enter qualifying distributions from Part XII, line 4.	8	198,214

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	2,387
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	2,387
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	2,387
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	920		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	4,920
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,533
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	2,533	**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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

		Line	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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶NORTHEAST INVESTMENT MANAGEMENT IN Telephone no ▶(617) 523-3588

Located at ▶100 HIGH STREET BOSTON MA ZIP +4 ▶02110

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 |

		Line	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		No

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

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

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

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

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

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

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?. ☐ Yes ☑ No

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?. . . . **6b** No

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JAMES H HOLLAND 1678 WEST REDSTONE CENTER DRIVE 210 PARK CITY, UT 84098	TRUSTEE 1 00	0	0	0
JOSEPH J HOLLAND C/O CLIFFORD PROP PO BOX 850 NORWICH, VT 05055	TRUSTEE 1 00	0	0	0

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

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

Total number of other employees paid over $50,000. ▶ 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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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	4,055,405
b	Average of monthly cash balances	1b	12,213
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	4,067,618
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	4,067,618
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	61,014
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,006,604
6	**Minimum investment return.** Enter 5% of line 5	6	200,330

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	200,330
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 2,387		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,387
3	Distributable amount before adjustments Subtract line 2c from line 1	3	197,943
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	197,943
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	197,943

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	198,214
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	198,214
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2,387
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	195,827

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				197,943
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			193,565	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 198,214				
a Applied to 2011, but not more than line 2a			193,565	
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.				4,649
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).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				193,294
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				196,000
b *Approved for future payment*				
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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	74,199	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	95,606	
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		169,805	0

13 Total. Add line 12, columns (b), (d), and (e) 13 169,805

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2013-05-15	******
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
RICHARD J SEMPLE	RICHARD J SEMPLE	2013-05-15		P00236332

Firm's name ▶	NORTHEAST INVESTMENT MANAGEMENT INC	Firm's EIN ▶ 04-2815899
Firm's address ▶	100 HIGH ST STE 1000 BOSTON, MA 021102301	Phone no (888) 404-1557

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
210 AMAZON COM INC	P	2010-04-30	2012-02-28
448 APACHE CORP	D	2005-11-14	2012-05-21
240 APACHE CORP	P	2007-11-26	2012-05-21
150 APPLE INC	D	2007-08-24	2012-12-17
1 APPLE INC	D	2007-08-07	2012-02-15
60 APPLE INC	D	2007-08-24	2012-02-15
100 APPLE INC	D	2007-08-24	2012-02-28
2000 EATON VANCE CORP	D	2007-09-14	2012-01-05
40 5 EXPRESS SCRIPTS HLDG	P	2005-03-11	2012-05-21
594 5 EXPRESS SCRIPTS HLDG	P	2007-11-26	2012-05-21
0 81 EXPRESS SCRIPTS HLDG	P	2012-02-28	2012-04-16
0 04 EXPRESS SCRIPTS HLDG	P	2007-11-26	2012-04-16
501 588 FIDELITY LATIN AMERICA FUND	P	2008-02-11	2012-02-15
415 766 FIDELITY LATIN AMERICA FUND	P	2008-03-26	2012-02-15
271 887 FIDELITY LATIN AMERICA FUND	P	2009-07-09	2012-02-15
4000 FORD MOTOR CO DEL	P	2009-09-25	2012-05-21
450 GOLDMAN SACHS GROUP INC	P	2012-02-15	2012-06-06
55 GOOGLE INC CL A	P	2007-12-05	2012-03-29
20 GOOGLE INC CL A	P	2007-11-26	2012-03-29
1100 ISHARES MSCI EAFE INDEX FUND	P	2010-04-07	2012-05-21
1023 ISHARES MSCI EAFE INDEX FUND	P	2011-08-08	2012-05-21
250 MCDONALDS CORP	P	2008-12-08	2012-02-15
785 MEDCO HEALTH SOLUTIONS INC	P	2005-03-11	2012-04-02
750 MEDCO HEALTH SOLUTIONS INC	P	2007-12-05	2012-02-15
50 MEDCO HEALTH SOLUTIONS INC	D	2007-12-05	2012-02-15
286 MEDCO HEALTH SOLUTIONS INC	P	2007-11-26	2012-02-15
215 MEDCO HEALTH SOLUTIONS INC	P	2012-02-28	2012-03-21
785 MEDCO HEALTH SOLUTIONS INC	P	2005-03-11	2012-04-02
1023 36 PIMCO TOTAL RETURN FUND-INST	P	2012-02-28	2012-09-25
186 666 PIMCO TOTAL RETURN FUND-INST	P	2009-07-09	2012-09-25

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
390 PEPSICO INC	P	2007-12-05	2012-02-15
86 PEPSICO INC	P	2007-11-26	2012-02-15
670 PROCTER & GAMBLE CO	D	2001-01-01	2012-05-21
270 PROCTER & GAMBLE CO	P	2007-11-26	2012-05-21
160 PROCTER & GAMBLE CO	P	2007-12-05	2012-05-21
1165 SPDR GOLD TRUST	P	2010-04-07	2012-01-11
1165 SPDR GOLD TRUST	P	2010-04-07	2012-04-10
1165 SPDR GOLD TRUST	P	2010-04-07	2012-02-14
1165 SPDR GOLD TRUST	P	2010-04-07	2012-07-06
1165 SPDR GOLD TRUST	P	2010-04-07	2012-05-16
1165 SPDR GOLD TRUST	P	2010-04-07	2012-10-08
1165 SPDR GOLD TRUST	P	2010-04-07	2012-09-12
1165 SPDR GOLD TRUST	P	2010-04-07	2012-11-19
1165 SPDR GOLD TRUST	P	2010-04-07	2012-12-11
1165 SPDR GOLD TRUST	P	2010-04-07	2012-03-13
1165 SPDR GOLD TRUST	P	2010-04-07	2012-06-12
1165 SPDR GOLD TRUST	P	2010-04-07	2012-08-10
55 STIFEL FINL CORP	D	2007-04-05	2012-12-03
1192 STIFEL FINL CORP	P	2007-11-26	2012-12-03
1396 STIFEL FINL CORP	P	2007-12-12	2012-12-03
361 TEVA PHARMACEUTICAL INDS SPONS ADR	D	2003-10-01	2012-02-15
910 TEVA PHARMACEUTICAL INDS SPONS ADR	P	2007-11-26	2012-02-15
300 TEVA PHARMACEUTICAL INDS SPONS ADR	P	2008-12-22	2012-02-15
350 3M CO	P	2007-12-12	2012-02-28
344 3M CO	D	2001-01-01	2012-02-28
10 88 VANGUARD INFLAT PROTECTED-AD	P	2012-06-28	2012-08-20
539 532 VANGUARD INFLAT PROTECTED-AD	P	2012-02-29	2012-08-20
357 704 VANGUARD INFLAT PROTECTED-AD	P	2012-02-29	2012-09-24
326 291 VANGUARD INFLAT PROTECTED-AD	P	2011-08-19	2012-09-24
2362 949 VANGUARD GNMA FUND ADM	P	2009-02-12	2012-08-20

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1876 173 VANGUARD GNMA FUND ADM	P	2009-07-09	2012-08-20
1788 91 VANGUARD GNMA FUND ADM	P	2011-12-28	2012-08-20
1414 48 VANGUARD GNMA FUND ADM	P	2012-02-29	2012-08-20
960 013 VANGUARD EMRG MK STK INDX-SG	D	2001-01-01	2012-08-20
2327 823 VANGUARD EMRG MK STK INDX-SG	P	2007-12-03	2012-08-20
215 WHOLE FOODS MKT INC	P	2011-09-26	2012-01-05
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
38,526		29,127	9,399
36,978		29,977	7,001
19,810		24,254	-4,444
76,033		20,181	55,852
510		136	374
30,629		8,072	22,557
53,419		13,454	39,965
47,899		75,288	-27,389
2,099		1,189	910
30,809		33,414	-2,605
46		46	0
2		2	0
27,221		30,000	-2,779
22,564		25,000	-2,436
14,755		10,000	4,755
40,679		29,318	11,361
42,579		51,251	-8,672
35,674		38,320	-2,646
12,972		13,707	-735
53,998		62,280	-8,282
50,218		51,313	-1,095
24,716		15,292	9,424
7			7
47,370		37,327	10,043
3,158		2,489	669
18,064		14,017	4,047
14,916		14,556	360
20,022			20,022
11,861		11,390	471
2,163		1,967	196

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
24,580		29,640	-5,060
5,420		6,532	-1,112
42,370		30,877	11,493
17,075		19,756	-2,681
10,118		11,819	-1,701
61			61
66			66
59			59
60			60
69			69
68			68
62			62
63			63
59			59
60			60
59			59
60			60
1,670		1,088	582
36,202		24,606	11,596
42,398		30,711	11,687
16,302		10,963	5,339
41,095		40,113	982
13,548		12,849	699
30,729		30,587	142
30,203		25,786	4,417
311		313	-2
15,409		15,226	183
10,456		10,094	362
9,537		9,152	385
26,040		25,000	1,040

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
20,675		20,000	675
19,714		20,000	-286
15,588		15,630	-42
31,527		15,720	15,807
76,446		100,000	-23,554
15,517		15,216	301
13,430			13,430

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			9,399
			7,001
			-4,444
			55,852
			374
			22,557
			39,965
			-27,389
			910
			-2,605
			0
			0
			-2,779
			-2,436
			4,755
			11,361
			-8,672
			-2,646
			-735
			-8,282
			-1,095
			9,424
			7
			10,043
			669
			4,047
			360
			20,022
			471
			196

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-5,060
			-1,112
			11,493
			-2,681
			-1,701
			61
			66
			59
			60
			69
			68
			62
			63
			59
			60
			59
			60
			582
			11,596
			11,687
			5,339
			982
			699
			142
			4,417
			-2
			183
			362
			385
			1,040

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			675
			-286
			-42
			15,807
			-23,554
			301
			13,430

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

JAMES H HOLLAND
JOSEPH J HOLLAND

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NATURE CONSERVANCY 4245 N FAIRFAX DR ARLINGTON, VA 22203	NONE	PUBLIC CHARITY	GENERAL	40,000
NATURE CONSERVANCY - UTAH 559 EAST SOUTH TEMPLE SALT LAKE CITY, UT 84102	NONE	PUBLIC CHARITY	GENERAL	4,000
SKI JUMPING DEVELOPMENT USA P O BOX 683757 PARK CITY, UT 84060	NONE	PUBLIC CHARITY	GENERAL	134,000
SUMMIT LAND CONSERVANCY P O BOX 1775 PARK CITY, UT 84060	NONE	PUBLIC CHARITY	GENERAL	10,000
WOMEN'S SKI JUMPING USA P O BOX 980218 PARK CITY, UT 84098	NONE	PUBLIC CHARITY	GENERAL	6,000
ACLU FOUNDATION 125 BROAD STREET 18TH FL NEW YORK, NY 10004	NONE	PUBLIC CHARITY	GENERAL	2,000
Total . . . . ▶ **3a**				196,000

TY 2012 Accounting Fees Schedule

Name: THE BACKCOUNTRY CHARITABLE TRUST

EIN: 26-1214808

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NORTHEAST INVESTMENT MGMT	1,055	1,055		0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491218006033

TY 2012 Investments Corporate Stock Schedule

Name: THE BACKCOUNTRY CHARITABLE TRUST

EIN: 26-1214808

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2672.011 LOOMIS SAYLES GLOBAL BOND	0	0
3267.375 LOOMIS SAYLES GLOBAL BOND	50,550	56,591
1672.056 TEMPLETON GLOBAL BOND FUND	21,069	22,305
2443.793 PIMCO TOTAL RETURN	25,000	27,468
1897.533 PIMCO TOTAL RETURN	0	0
1710.867 PIMCO TOTAL RETURN	18,033	19,230
2362.949 VANGUARD GNMA FUND ADM	0	0
1876.173 VANGUARD GNMA FUND ADM	0	0
1788.910 VANGUARD GNMA FUND ADM	0	0
3832.423 VANGUARD INFLATION PROTECTED	0	0
8924.912 VANGUARD INFLATION PROTECTED	98,593	103,707
210 AMAZON.COM	0	0
877 DISNEY	30,971	43,666
940 DISNEY	30,578	46,802
4000 FORD MOTOR COMPANY	0	0
850 MCDONALDS	0	0
600 MCDONALDS	34,927	52,926
1120 NIKE	60,173	57,792
343 V.F. CORP	0	0
550 V.F. CORP	69,263	83,034
999 CVS CAREMARK	38,976	48,302
470 CVS CAREMARK	19,514	22,724
740 DIAGEO PLC	70,598	86,269
750 NESTLE	24,443	48,878
556 PEPSICO	40,986	38,047
720 PEPSICO	0	0
244 PEPSICO	18,532	16,697
670 PROCTER & GAMBLE	0	0
430 PROCTER & GAMBLE	0	0
215 WHOLE FOODS MARKET	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
630 WHOLE FOODS MARKET	59,869	57,430
650 ABBOTT LABS	40,161	42,575
450 ALLERGAN	40,455	41,279
1000 COVIDIEN PLC	54,315	57,740
150 INTUITIVE SURGICAL	76,895	73,556
319 JOHNSON & JOHNSON	21,150	22,362
370 JOHNSON & JOHNSON	0	0
681 JOHNSON & JOHNSON	45,521	47,738
50 MEDCO HEALTH SOLUTIONS	0	0
1820 MEDCO HEALTH SOLUTIONS	0	0
1165 NOVARTIS	65,058	73,745
515 PERRIGO	0	0
694 PERRIGO	67,662	72,197
361 TEVA PHARMACEUTICAL	0	0
1210 TEVA PHARMACEUTICAL	0	0
448 APPACHE	0	0
240 APPACHE	0	0
525 CHEVRON	48,187	56,774
125 CHEVRON	9,686	13,517
849 EXXON MOBIL	77,382	73,481
485 EXXON MOBIL	32,747	41,977
690 OCCIDENTAL PETROLEUM	51,119	52,861
392 SCHLUMBERGER	41,313	27,166
760 SCHLUMBERGER	42,867	52,666
670 BERKSHIRE HATHAWAY CL B	50,223	60,099
2000 EATON VANCE	0	0
55.5 STIFEL FINANCIAL	0	0
2587.5 STIFEL FINANCIAL	0	0
856 T ROWE PRICE	48,724	55,743
1235 T ROWE PRICE	73,029	80,417

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2000 US BANCORP	60,625	63,880
344 3M	0	0
350 3M	0	0
26 CATERPILLAR TRACTOR	2,080	2,330
1040 CATERPILLAR TRACTOR	60,429	93,193
1640 DANAHER	69,731	91,676
820 DEERE	0	0
1000 DEERE	74,472	86,420
4900 GENERAL ELECTRIC	64,899	102,851
550 UNION PACIFIC	40,115	69,146
1172 AKAMAI TECH	36,174	47,947
1190 AKAMAI TECH	29,631	48,682
761 APPLE COMPUTER	0	0
450 APPLE INC	75,573	239,478
1802 EMC CORP	39,716	45,591
51 GOOGLE	30,167	36,076
99 GOOGLE	0	0
24 GOOGLE	16,449	16,978
465 I.B.M.	49,936	89,071
1700 ORACLE	47,783	56,644
900 QUALCOMM	55,045	55,674
450 VISA	49,150	68,211
1050 AMERICAN TOWER	0	0
1150 AMERICAN TOWER	46,059	88,861
2400 WEYERHAEUSER REIT	66,405	66,768
6989.272 NORTHEAST GROWTH FUND	159,984	116,511
921.732 NORTHEAST GROWTH FUND	0	0
1616.905 NORTHEAST GROWTH FUND	29,807	26,952
297.189 VANGUARD MID CAP INDEX	9,500	9,564
2483.491 VANGUARD MID CAP INDEX	62,500	79,918

Name of Stock	End of Year Book Value	End of Year Fair Market Value
446.426 VANGUARD SMALL CAP	14,562	15,589
3148.421 VANGUARD SMALL CAP	52,500	109,943
1189.241 FIDELITY LATIN AMERICA FUND	0	0
960.013 VANGUARD EMERGING MARKETS	0	0
2327.823 VANGUARD EMERGING MARKETS	0	0
6351.712 HARDING LOEVNER INST EMERG MKT	100,729	109,631
7315.918 OAKMARK INTERNATIONAL FUND	123,147	1,531,252
860 ISHARES COHEN & STEERS RLTY	50,889	67,544
1100 ISHARES MSCI EAFE INDEX	0	0
1023 ISHARES MSCI EAFE INDEX	0	0
1165 SPDR GOLD TRUST	119,256	188,754

TY 2012 Other Expenses Schedule

Name: THE BACKCOUNTRY CHARITABLE TRUST

EIN: 26-1214808

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SPDR GOLD TRUST	745	745		0
NESTLE ADR FEE	15	15		0

TY 2012 Other Professional Fees Schedule

Name: THE BACKCOUNTRY CHARITABLE TRUST

EIN: 26-1214808

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NORTHEAST INVESTMENT MGMT	14,762	12,548		2,214

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TY 2012 Taxes Schedule

Name: THE BACKCOUNTRY CHARITABLE TRUST

EIN: 26-1214808

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	1,825	1,825		0
2011 FEDERAL EXCISE TAX - EXT PYMT	1,036	1,036		0