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 , 2012, and ending , 20**

Name of foundation THEODORE ELIOTT CHARITABLE TRUST AGENCY 2215937

A Employer identification number 27-0163539

Number and street (or P O box number if mail is not delivered to street address) CAMBRIDGE TRUST CO., 1336 MASS AVE

Room/suite

B Telephone number (see instructions) 617- 441-1548

City or town, state, and ZIP code CAMBRIDGE, MA 02138

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,704,839.

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

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

| | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| Revenue | 1 Contributions, gifts, grants, etc , received (attach schedule) | | | | |
| | 2 Check ▶ ☐ if the foundation is **not** required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 40,718. | 40,718. | | STMT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 63,552. | | | |
| | b Gross sales price for all assets on line 6a 609,787. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 63,552. | | |
| | 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 | 104,270. | 104,270. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) STMT 3 | 1,100. | NONE | NONE | 1,100. |
| | c Other professional fees (attach schedule) STMT 4 | 15,375. | 15,375. | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) STMT 5 | 1,305. | 1,305. | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | 283. | | | 283. |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) STMT 6 | 54. | 19. | | 35. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 18,117. | 16,699. | NONE | 1,418. |
| | 25 Contributions, gifts, grants paid | 82,000. | | | 82,000. |
| | 26 **Total expenses and disbursements** Add lines 24 and 25 | 100,117. | 16,699. | NONE | 83,418. |
| | 27 Subtract line 26 from line 12. | | | | |
| | a **Excess of revenue over expenses and disbursements** | 4,153. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 87,571. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | | |

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| **Part II** | | **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions ) | Beginning of year | End of year | |
|---|---|---|---|---|---|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | 120. | 155. | 155. |
| | 2 | Savings and temporary cash investments | 57,200. | 95,600. | 95,600. |
| | 3 | Accounts receivable ▶ | | | |
| | | Less. allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) | 259,616. | 103,223. | 104,342. |
| | b | Investments - corporate stock (attach schedule) | 816,765. | 855,281. | 1,005,099. |
| | c | Investments - corporate bonds (attach schedule) | 396,976. | 477,753. | 499,343. |
| | 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 ▶ ACCRUED INTEREST ) | | 300. | 300. |
| | 16 | **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I) | 1,530,677. | 1,532,312. | 1,704,839. |
| 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) | | NONE | |
| 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 | 1,530,677. | 1,532,312. | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | **Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐** | | | |
| | 27 | Capital stock, trust principal, or current funds | | | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 | **Total net assets or fund balances** (see instructions) | 1,530,677. | 1,532,312. | |
| | 31 | **Total liabilities and net assets/fund balances** (see instructions) | 1,530,677. | 1,532,312. | |

## 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 | 1,530,677. |
| 2 | Enter amount from Part I, line 27a | 2 | 4,153. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 1,534,830. |
| 5 | Decreases not included in line 2 (itemize) ▶ BOOK TO TAX DIFFERENCE | 5 | 2,518. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 1,532,312. |

## 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 | PUBLICLY TRADED SECURITIES | | | |
| 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 | 609,787. | | 546,235. | 63,552. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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 | | | | 63,552. |
| 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 | 63,552. |
| 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 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 | 80,608. | 1,678,698. | 0.048018 |
| 2010 | 42,852. | 1,611,120. | 0.026598 |
| 2009 | NONE | 1,346,947. | NONE |
| 2008 | | | |
| 2007 | | | |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.074616 |
| 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 | 0.024872 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 1,683,469. |
| 5 | Multiply line 4 by line 3 | 5 | 41,871. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 876. |
| 7 | Add lines 5 and 6 | 7 | 42,747. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 83,418. |

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 . . .<br>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 | 876. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . | | | 2 | |
| 3 | Add lines 1 and 2 . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | | | 3 | 876. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . | | | 4 | NONE |
| 5 | **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0- . . . . . . . . . . . . . . | | | 5 | 876. |
| 6 | Credits/Payments. | | | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . | 6a | 528. | | |
| b | Exempt foreign organizations - tax withheld at source . . . . . . . . . . . . | 6b | NONE | | |
| c | Tax paid with application for extension of time to file (Form 8868) . . . . . . . | 6c | NONE | | |
| d | Backup withholding erroneously withheld . . . . . . . . . . . . . . . . . | 6d | | | |
| 7 | Total credits and payments. Add lines 6a through 6d . . . . . . . . . . . . . . . . . . . . . . . . . . . . | | | 7 | 528. |
| 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 | 348. |
| 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

| | | | 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 the definition)? . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 1b | | X |
| | *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.<br>**(1)** On the foundation ▶ $ ______________ **(2)** On foundation managers ▶ $ ______________ | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______________ | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . . . . . . . .<br>*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? . . . . . . . . . . . . . . . . . . . . . . . . . . | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . . . . . . . . . .<br>*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.<br>● By language in the governing instrument, or<br>● 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) ▶<br>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)*

| | | | | |
|---|---|---|---|---|
| 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 | | |
| 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 ▶ CAMBRIDGE TRUST COMPANY Telephone no. ▶ (617)441-1548

Located at ▶ 1336 MASS AVE, CAMBRIDGE, MA ZIP+4 ▶ 02138

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

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ | | | |

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

| | **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | Yes | No |
|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly) | | | |
| | **(1)** Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No | | | |
| | **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No | | | |
| | **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No | | | |
| | **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No | | | |
| | **(5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No | | | |
| | **(6)** Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No | | | |
| b | If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | 1b | | X |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | 1c | | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | |
| a | At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No<br>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 ) | 2b | | X |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.<br>▶ ____, ____, ____, ____ | | | |
| 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 | | 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)? (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: X

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

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ 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 |
|---|---|---|---|---|
| MARICA ARVANITES<br>20 FOSTER STREET, EVERETT, MA 02149 | CO-TRUSTEE | | -0- | -0- |
| CHARLES KARVELAS<br>109 WIDECOMBE CT, CARY, NC 27513 | CO-TRUSTEE | | | |
| | | | | |
| | | | | |

**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 |
|---|---|---|---|---|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

## 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 NONE | |
| 2 | |
| 3 | |
| 4 | |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|---|---|
| 1 NONE | |
| 2 | |
| All other program-related investments See instructions<br>3 NONE | |
| **Total.** Add lines 1 through 3 . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ | |

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

| | | | |
|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 1,626,911. |
| b | Average of monthly cash balances | 1b | 82,195. |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | **Total** (add lines 1a, b, and c) | 1d | 1,709,106. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 1,709,106. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 25,637. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,683,469. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 84,173. |

## 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 | 84,173. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 876. | | |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 876. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 83,297. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | NONE |
| 5 | Add lines 3 and 4 | | | 5 | 83,297. |
| 6 | Deduction from distributable amount (see instructions) | | | 6 | NONE |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | | | 7 | 83,297. |

## 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 | 83,418. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 83,418. |
| 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 | 876. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 82,542. |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|---|---|---|---|---|---|---|
| 1 | Distributable amount for 2012 from Part XI, line 7 | | | | | 83,297. |
| 2 | Undistributed income, if any, as of the end of 2012 | | | | | |
| a | Enter amount for 2011 only | | | | 81,294. | |
| b | Total for prior years 20 10 ,20____,20____ | | | NONE | | |
| 3 | Excess distributions carryover, if any, to 2012. | | | | | |
| a | From 2007 | NONE | | | | |
| b | From 2008 | NONE | | | | |
| c | From 2009 | NONE | | | | |
| d | From 2010 | NONE | | | | |
| e | From 2011 | NONE | | | | |
| f | **Total** of lines 3a through e | | NONE | | | |
| 4 | Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 83,418. | | | | | |
| a | Applied to 2011, but not more than line 2a | | | | 81,294. | |
| b | Applied to undistributed income of prior years (Election required - see instructions) | | | NONE | | |
| c | Treated as distributions out of corpus (Election required - see instructions) | | NONE | | | |
| d | Applied to 2012 distributable amount | | | | | 2,124. |
| e | Remaining amount distributed out of corpus | | NONE | | | |
| 5 | Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a) )* | | NONE | | | NONE |
| 6 | **Enter the net total of each column as indicated below:** | | | | | |
| a | Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | NONE | | | |
| b | Prior years' undistributed income Subtract line 4b from line 2b | | | NONE | | |
| 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 | | | NONE | | |
| d | Subtract line 6c from line 6b. Taxable amount - see instructions | | | NONE | | |
| e | Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions | | | | | |
| f | Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 | | | | | 81,173. |
| 7 | Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | NONE | | | |
| 8 | Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | | NONE | | | |
| 9 | **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a | | NONE | | | |
| 10 | Analysis of line 9. | | | | | |
| a | Excess from 2008 | NONE | | | | |
| b | Excess from 2009 | NONE | | | | |
| c | Excess from 2010 | NONE | | | | |
| d | Excess from 2011 | NONE | | | | |
| e | Excess from 2012 | NONE | | | | |

## Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

| | 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 foundation had $5,000 or more in assets at any time during the year - see instructions.)

**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

**Part XV Supplementary Information** (continued)

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

| Recipient<br>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 ATTACHED STATEMENT | NONE | N/A | FOR ORGANIZATION'S GENERAL PURPOSES | 82,000. |
| **Total** . . . . . . . . ▶ **3a** | | | | 82,000. |
| **b** *Approved for future payment* | | | | |
| **Total** . . . . . . . . ▶ **3b** | | | | |

## 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 | 40,718. | |
| 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 | 63,552. | |
| 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) | | | | 104,270. | |

13 **Total** Add line 12, columns (b), (d), and (e) . . . . . . . . 13 104,270.

(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.) |
|---|---|
| | NOT APPLICABLE |

## 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 |
|---|---|---|---|
| | | | |

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

b If "Yes," complete the following schedule.

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

**Sign Here**

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

Signature of officer or trustee: CHARLES KARVELAS

Date: 4/23/13

Title: CO - TRUSTEE

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

**Paid Preparer Use Only**

Print/Type preparer's name: GORDON POWERS

Preparer's signature

Date: 04/22/2013

Check ☐ if self-employed

PTIN: P00260194

Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING)

Firm's EIN ▶ 75-1297386

Firm's address ▶ 22 THOMSON PLACE, MS 36T1
BOSTON, MA 02210

Phone no. 800-950-8810

Form **990-PF** (2012)

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| ANHEUSER BUSCH COS INC DATED 02/09/2007 | 629. | 629. |
| ANHEUSER-BUSCH INBEV SPON ADR | 452. | 452. |
| APACHE CORP | 50. | 50. |
| APPLE COMPUTER INC | 371. | 371. |
| BECTON DICKINSON & CO DATED 5/15/2009 5% | 2,833. | 2,833. |
| BROADCOM CORP CL A | 51. | 51. |
| CVS CORP | 102. | 102. |
| COCA COLA CO | 510. | 510. |
| CYTEC INDS INC | 33. | 33. |
| DISNEY WALT CO | 330. | 330. |
| EOG RESOURCES INC | 141. | 141. |
| ECOLAB INC COM | 378. | 378. |
| EXXON MOBIL CORP | 482. | 482. |
| FMC CORP | 122. | 122. |
| FEDERAL HOME LN MTG CORP DATED 01/30/200 | 1,146. | 1,146. |
| FEDERAL HOME LOAN BANKS DATED 08/07/2006 | 1,520. | 1,520. |
| FEDERAL HOME LOAN BANK DATED 06/12/2007 | 539. | 539. |
| FEDERAL NATIONAL MORTGAGE ASSOC DATED 08 | 846. | 846. |
| FEDERAL NATIONAL MTG ASSOC DATED 08/02 | 1,024. | 1,024. |
| FEDERATED EMERGING MARKETS DEBT FUND INS | 33. | 33. |
| FOMENTO ECONOMICO MEXICANO S.A.B. DE C.V | 181. | 181. |
| FORD MTR CO DEL NEW | 381. | 381. |
| GENERAL ELECTRIC CO | 1,384. | 1,384. |
| GENERAL ELECTRIC CAP CORP DATED 09/17/20 | 2,093. | 2,093. |
| HUNTINGTON BANCSHARES INC | 211. | 211. |
| INTL BUSINESS MACHINES CORP DATED 10/15/ | 1,910. | 1,910. |
| ISHARES MSCI GERMANY INDEX FUND | 445. | 445. |
| ISHARES MSCI EMERGING MKT | 577. | 577. |
| JP MORGAN CHASE & CO | 289. | 289. |
| JPMORGAN CHASE & CO DATED 11/18/2010 2.6 | 376. | 376. |
| JOHNSON & JOHNSON | 1,004. | 1,004. |
| JOHNSON CTLS INC | 89. | 89. |

THEODORE ELIOTT CHARITABLE TRUST AGENCY 27-0163539

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| LIBERTY PROPERTY LP DATED 09/25/2007 MAK | 496. | 496. |
| MCKESSON HBOC INC | 277. | 277. |
| MERCK & CO INC NEW | 731. | 731. |
| MICROSOFT CORP | 721. | 721. |
| FEDERATED MONEY MKT OBLIGS GOVT OBLIG TA | 8. | 8. |
| NESTLE S A ADR | 961. | 961. |
| NEXTERA ENERGY INC | 855. | 855. |
| PNC BANK CORP | 468. | 468. |
| PEPSIAMERICAS INC DATED 05/18/2005 5% 05 | 1,733. | 1,733. |
| PEPSICO INC | 227. | 227. |
| PETROBRAS INTL DATED 02/06/2012 3.5% 02 | 412. | 412. |
| PHILLIPS 66 | 64. | 64. |
| POWERSHARES INDIA PORTFOLIO | 28. | 28. |
| PRAXAIR INC | 426. | 426. |
| PROCTER & GAMBLE CO | 392. | 392. |
| RANGE RESOURCES CORP | 39. | 39. |
| SPDR SERIES TRUST BARCLAYS HIGH YIELD BO | 2,884. | 2,884. |
| SCHLUMBERGER LTD | 464. | 464. |
| TARGET CORP | 568. | 568. |
| TRAVELERS COS INC | 609. | 609. |
| US BANCORP DEL | 806. | 806. |
| UNILEVER NV NEW YORK SHRS NEW | 592. | 592. |
| UNION PAC CORP | 696. | 696. |
| VANGUARD HIGH DIVIDEND YIELD ETF | 1,529. | 1,529. |
| WESTPAC BANKING CORP DATED 08/27/2009 4. | 1,911. | 1,911. |
| YUM BRANDS | 325. | 325. |
| ACCENTURE PLC IRELAND SHS CLASS A | 371. | 371. |
| COOPER INDUSTRIES PLC IRELAND SHS CLASS | 382. | 382. |
| RENAISSANCERE HLDGS LTD | 131. | 131. |
| SEADRILL LTD | 800. | 800. |
| VALIDUS HOLDINGS LTD | 280. | 280. |
| TOTAL | 40,718. | 40,718. |

## FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| TAX PREPARATION FEE (NON-ALLOC | 1,100. | | | 1,100. |
| TOTALS | 1,100. | NONE | NONE | 1,100. |

THEODORE ELIOTT CHARITABLE TRUST AGENCY 27-0163539

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| INVESTMENT MGMT FEES-SUBJECT T | 15,375. | 15,375. |
| TOTALS | 15,375. | 15,375. |

## FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| FOREIGN TAXES | 346. | 346. |
| FEDERAL TAX PAYMENT - PRIOR YE | 279. | 279. |
| FEDERAL ESTIMATES - PRINCIPAL | 528. | 528. |
| FOREIGN TAXES ON QUALIFIED FOR | 133. | 133. |
| FOREIGN TAXES ON NONQUALIFIED | 19. | 19. |
| TOTALS | 1,305. | 1,305. |

THEODORE ELIOTT CHARITABLE TRUST AGENCY 27-0163539

## FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|---|---|---|---|
| OTHER ALLOCABLE EXPENSE-PRINCI | 35. | | 35. |
| OTHER NON-ALLOCABLE EXPENSE - | 19. | 19. | |
| TOTALS | 54. | 19. | 35. |

## AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

| MONTH | LINE 1a-FMV SECURITIES | LINE 1b-FMV CASH BALANCES | LINE 1c-FMV OTHER ASSETS |
|---|---|---|---|
| JANUARY | 1,622,207. | 61,261. | |
| FEBRUARY | 1,686,602. | 39,744. | |
| MARCH | 1,702,789. | 54,071. | |
| APRIL | 1,714,572. | 48,574. | |
| MAY | 1,620,394. | 78,174. | |
| JUNE | 1,606,461. | 127,921. | |
| JULY | 1,599,440. | 60,778. | |
| AUGUST | 1,531,025. | 145,320. | |
| SEPTEMBER | 1,575,443. | 131,401. | |
| OCTOBER | 1,639,376. | 56,139. | |
| NOVEMBER | 1,615,838. | 87,202. | |
| DECEMBER | 1,608,784. | 95,755. | |
| TOTAL | 19,522,931. | 986,340. | |
| AVERAGE FMV | 1,626,911. | 82,195. | |

**SCHEDULE D (Form 1041)**

Department of the Treasury
Internal Revenue Service

# Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

**2012**

| Name of estate or trust | Employer identification number |
|---|---|
| THEODORE ELIOTT CHARITABLE TRUST AGENCY | 27-0163539 |

**Note:** *Form 5227 filers need to complete **only** Parts I and II.*

## Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

| | (a) Description of property (Example 100 shares 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|---|---|---|---|---|---|
| 1a | SHORT-TERM CAPITAL GAIN DIVIDENDS | | | | | 1. |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |

| | | | |
|---|---|---|---|
| b | Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | 1b | -290. |
| 2 | Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | 2 | |
| 3 | Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 3 | |
| 4 | Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet | 4 | ( ) |
| 5 | **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶ | 5 | -289. |

## Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| | (a) Description of property (Example 100 shares 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr.) | (c) Date sold (mo , day, yr ) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|---|---|---|---|---|---|
| 6a | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |

| | | | |
|---|---|---|---|
| b | Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | 63,841. |
| 7 | Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | 7 | |
| 8 | Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 8 | |
| 9 | Capital gain distributions | 9 | |
| 10 | Gain from Form 4797, Part I | 10 | |
| 11 | Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet | 11 | ( ) |
| 12 | **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶ | 12 | 63,841. |

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.** **Schedule D (Form 1041) 2012**

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| | **Part III** **Summary of Parts I and II**<br>**Caution:** *Read the instructions* ***before*** *completing this part.* | | (1) Beneficiaries' (see instr.) | (2) Estate's or trust's | (3) Total |
|---|---|---|---|---|---|
| 13 | **Net short-term gain or (loss)** | 13 | | | -289. |
| 14 | **Net long-term gain or (loss):** | | | | |
| a | Total for year | 14a | | | 63,841. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksht.) | 14b | | | |
| c | 28% rate gain | 14c | | | |
| 15 | **Total net gain or (loss).** Combine lines 13 and 14a ▶ | 15 | | | 63,552. |

**Note:** *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary.*

## Part IV Capital Loss Limitation

| | | | |
|---|---|---|---|
| 16 | Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of.<br>a The loss on line 15, column (3) **or** b $3,000 | 16 | ( ) |

**Note:** *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

## Part V Tax Computation Using Maximum Capital Gains Rates

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

**Caution:** *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 17 | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) | | | 17 | | | |
| 18 | Enter the **smaller** of line 14a or 15 in column (2) but not less than zero | 18 | | | | | |
| 19 | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) | 19 | | | | | |
| 20 | Add lines 18 and 19 | 20 | | | | | |
| 21 | If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶ | 21 | | | | | |
| 22 | Subtract line 21 from line 20. If zero or less, enter -0- | | | 22 | | | |
| 23 | Subtract line 22 from line 17. If zero or less, enter -0- | | | 23 | | | |
| 24 | Enter the **smaller** of the amount on line 17 or $2,400 | | | 24 | | | |
| 25 | Is the amount on line 23 equal to or more than the amount on line 24?<br>☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box.<br>☐ **No.** Enter the amount from line 23 | | | 25 | | | |
| 26 | Subtract line 25 from line 24 | | | 26 | | | |
| 27 | Are the amounts on lines 22 and 26 the same?<br>☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 | | | 27 | | | |
| 28 | Enter the amount from line 26 (If line 26 is blank, enter -0-) | | | 28 | | | |
| 29 | Subtract line 28 from line 27 | | | 29 | | | |
| 30 | Multiply line 29 by 15% (.15) | | | | | 30 | |
| 31 | Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | | | | | 31 | |
| 32 | Add lines 30 and 31 | | | | | 32 | |
| 33 | Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | | | | | 33 | |
| 34 | **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) | | | | | 34 | |

**SCHEDULE D-1 (Form 1041)**

Department of the Treasury
Internal Revenue Service

# Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www irs gov/form1041

OMB No. 1545-0092

2012

Name of estate or trust
THEODORE ELIOTT CHARITABLE TRUST AGENCY

Employer identification number
27-0163539

**Part I** Short-Term Capital Gains and Losses - Assets Held One Year or Less

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---|---|---|---|---|
| 1a 430. BROADCOM CORP CL A | 02/15/2012 | 05/18/2012 | 13,475.00 | 14,871.00 | -1,396.00 |
| 45. CITRIX SYSTEMS INC | 12/21/2011 | 04/10/2012 | 3,323.00 | 2,587.00 | 736.00 |
| 80. EOG RESOURCES INC | 06/07/2012 | 11/16/2012 | 9,276.00 | 7,608.00 | 1,668.00 |
| 35. ECOLAB INC COM | 08/03/2011 | 01/20/2012 | 2,112.00 | 1,728.00 | 384.00 |
| 130. ECOLAB INC COM | 08/03/2011 | 03/01/2012 | 7,805.00 | 6,417.00 | 1,388.00 |
| 60. FMC CORP | 07/18/2011 | 07/05/2012 | 3,227.00 | 2,575.00 | 652.00 |
| 185. JP MORGAN CHASE & CO | 08/17/2011 | 05/18/2012 | 6,179.00 | 6,774.00 | -595.00 |
| 60. JOHNSON & JOHNSON | 05/11/2011 | 02/08/2012 | 3,912.00 | 3,987.00 | -75.00 |
| 95. JOHNSON & JOHNSON | 05/11/2011 | 04/19/2012 | 5,989.00 | 6,313.00 | -324.00 |
| 175. MARTIN MARIETTA MATER | 03/21/2012 | 05/17/2012 | 11,781.00 | 15,240.00 | -3,459.00 |
| 95. MCKESSON HBOC INC | 02/15/2012 | 12/17/2012 | 9,354.00 | 7,734.00 | 1,620.00 |
| 160. MICROSOFT CORP | 08/23/2011 | 03/01/2012 | 5,136.00 | 3,941.00 | 1,195.00 |
| 85. NEXTERA ENERGY INC | 01/30/2012 | 08/13/2012 | 5,878.00 | 5,108.00 | 770.00 |
| 20. NEXTERA ENERGY INC | 01/30/2012 | 11/02/2012 | 1,394.00 | 1,202.00 | 192.00 |
| 570. QLIK TECHNOLOGIES INC | 06/07/2012 | 11/16/2012 | 10,105.00 | 14,781.00 | -4,676.00 |
| 110. TRAVELERS COS INC | 03/15/2011 | 01/20/2012 | 6,728.00 | 6,427.00 | 301.00 |
| 40. UNION PAC CORP | 11/03/2011 | 03/01/2012 | 4,447.00 | 4,052.00 | 395.00 |
| 135. SEADRILL LTD | 04/20/2011 | 03/21/2012 | 5,045.00 | 4,818.00 | 227.00 |
| 125. SEADRILL LTD | 12/15/2011 | 11/16/2012 | 4,700.00 | 3,993.00 | 707.00 |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . . . . . . . . . . . . . . . -290.00

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.** **Schedule D-1 (Form 1041) 2012**

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| Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number** |
|---|---|
| THEODORE ELIOTT CHARITABLE TRUST AGENCY | 27-0163539 |

## **Part II** Long-Term Capital Gains and Losses - Assets Held More Than One Year

| **(a)** Description of property (Example 100 sh 7% preferred of "Z" Co ) | **(b)** Date acquired (mo., day, yr ) | **(c)** Date sold (mo , day, yr ) | **(d)** Sales price | **(e)** Cost or other basis (see instructions) | **(f) Gain or (loss)** Subtract (e) from (d) |
|---|---|---|---|---|---|
| **6a** 25000. ANHEUSER BUSCH COS<br>02/09/2007 | 05/26/2010 | 03/27/2012 | 29,254.00 | 26,786.00 | 2,468.00 |
| 40. APACHE CORP | 08/04/2009 | 02/28/2012 | 4,397.00 | 3,478.00 | 919.00 |
| 90. APACHE CORP | 08/04/2009 | 09/14/2012 | 8,327.00 | 7,542.00 | 785.00 |
| 270. ARIBA INC | 04/07/2011 | 06/07/2012 | 12,017.00 | 8,743.00 | 3,274.00 |
| 205. ARIBA INC | 08/10/2011 | 08/13/2012 | 9,112.00 | 5,466.00 | 3,646.00 |
| 125. BROADCOM CORP CL A | 03/15/2011 | 04/10/2012 | 4,497.00 | 4,921.00 | -424.00 |
| 110. BROADCOM CORP CL A | 03/15/2011 | 05/18/2012 | 3,447.00 | 4,331.00 | -884.00 |
| 20. CITRIX SYSTEMS INC | 08/04/2009 | 04/10/2012 | 1,477.00 | 731.00 | 746.00 |
| 60. EOG RESOURCES INC | 02/03/2011 | 02/28/2012 | 6,939.00 | 6,412.00 | 527.00 |
| 10. EOG RESOURCES INC | 02/03/2011 | 11/16/2012 | 1,159.00 | 1,069.00 | 90.00 |
| 45. ECOLAB INC COM | 09/03/2010 | 01/20/2012 | 2,715.00 | 2,230.00 | 485.00 |
| 5. ECOLAB INC COM | 04/30/2010 | 03/01/2012 | 300.00 | 245.00 | 55.00 |
| 210. EXXON MOBIL CORP | 09/03/2010 | 02/07/2012 | 18,031.00 | 13,817.00 | 4,214.00 |
| 50000. FEDERAL HOME LOAN B<br>06/12/2007 | 06/05/2009 | 06/08/2012 | 50,000.00 | 50,000.00 | |
| 50000. FEDERAL NATIONAL MO<br>DATED 08/02/2005 5% 08/02/2 | 10/16/2009 | 08/02/2012 | 50,000.00 | 50,000.00 | |
| 50000. FEDERAL NATIONAL MT<br>DATED 08/02 | 06/17/2009 | 08/02/2012 | 50,000.00 | 50,000.00 | |
| 95. JP MORGAN CHASE & CO | 09/03/2010 | 05/11/2012 | 3,542.00 | 3,728.00 | -186.00 |
| 245. JP MORGAN CHASE & CO | 09/03/2010 | 05/18/2012 | 8,183.00 | 8,822.00 | -639.00 |
| 25000. JPMORGAN CHASE & CO<br>11/18/2010 2.6 | 11/12/2010 | 02/08/2012 | 25,386.00 | 24,964.00 | 422.00 |
| 25. JOHNSON & JOHNSON | 05/13/2010 | 04/19/2012 | 1,576.00 | 1,627.00 | -51.00 |
| 495. JOHNSON CTLS INC | 10/09/2009 | 01/20/2012 | 15,560.00 | 12,093.00 | 3,467.00 |
| 20. MCKESSON HBOC INC | 08/03/2011 | 12/17/2012 | 1,969.00 | 1,561.00 | 408.00 |
| 100. MICROSOFT CORP | 05/13/2010 | 03/01/2012 | 3,210.00 | 2,964.00 | 246.00 |
| 150. MICROSOFT CORP | 08/23/2011 | 09/14/2012 | 4,665.00 | 3,695.00 | 970.00 |
| 280. MICROSOFT CORP | 09/03/2010 | 09/14/2012 | 8,708.00 | 6,828.00 | 1,880.00 |

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . . . . . . . . . . . . . . . . .

| Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | Employer identification number |
|---|---|
| THEODORE ELIOTT CHARITABLE TRUST AGENCY | 27-0163539 |

## Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---|---|---|---|---|
| 6a 125. NESTLE S A ADR | 05/13/2010 | 04/26/2012 | 7,635.00 | 5,486.00 | 2,149.00 |
| 105. NEXTERA ENERGY INC | 08/03/2011 | 11/02/2012 | 7,318.00 | 5,649.00 | 1,669.00 |
| 140. PEPSICO INC | 08/07/2009 | 02/15/2012 | 8,862.00 | 8,223.00 | 639.00 |
| 150. PEPSICO INC | 08/07/2009 | 03/16/2012 | 9,650.00 | 8,396.00 | 1,254.00 |
| 520. POWERSHARES INDIA POR | 05/13/2010 | 06/22/2012 | 8,377.00 | 10,684.00 | -2,307.00 |
| 55. PRAXAIR INC | 09/03/2010 | 04/10/2012 | 6,040.00 | 4,643.00 | 1,397.00 |
| 30. PROCTER & GAMBLE CO | 05/13/2010 | 04/19/2012 | 1,997.00 | 1,902.00 | 95.00 |
| 95. PROCTER & GAMBLE CO | 02/03/2011 | 04/19/2012 | 6,324.00 | 5,988.00 | 336.00 |
| 50. PROCTER & GAMBLE CO | 02/03/2011 | 05/11/2012 | 3,192.00 | 3,152.00 | 40.00 |
| 95. PROCTER & GAMBLE CO | 09/03/2010 | 05/11/2012 | 6,065.00 | 5,441.00 | 624.00 |
| 155. PROCTER & GAMBLE CO | 08/07/2009 | 06/21/2012 | 9,284.00 | 8,162.00 | 1,122.00 |
| 150. QLIK TECHNOLOGIES INC | 11/03/2011 | 11/16/2012 | 2,659.00 | 4,617.00 | -1,958.00 |
| 10. TRAVELERS COS INC | 03/15/2010 | 01/20/2012 | 612.00 | 525.00 | 87.00 |
| 45. US BANCORP DEL | 12/10/2010 | 04/10/2012 | 1,368.00 | 1,173.00 | 195.00 |
| 395. US BANCORP DEL | 12/10/2010 | 12/05/2012 | 12,556.00 | 9,916.00 | 2,640.00 |
| 25. UNION PAC CORP | 08/07/2009 | 03/01/2012 | 2,779.00 | 1,545.00 | 1,234.00 |
| 30. UNION PAC CORP | 08/07/2009 | 08/13/2012 | 3,647.00 | 1,854.00 | 1,793.00 |
| 70. UNION PAC CORP | 08/04/2009 | 11/02/2012 | 8,715.00 | 4,228.00 | 4,487.00 |
| 90. YUM BRANDS | 08/04/2009 | 07/05/2012 | 5,827.00 | 3,185.00 | 2,642.00 |
| 230. YUM BRANDS | 07/20/2009 | 12/21/2012 | 14,629.00 | 7,789.00 | 6,840.00 |
| 75. ACCENTURE PLC IRELAND | 08/04/2009 | 04/10/2012 | 4,739.00 | 2,677.00 | 2,062.00 |
| 420. COOPER INDUSTRIES PLC CLASS | 09/03/2010 | 07/11/2012 | 27,910.00 | 13,795.00 | 14,115.00 |
| 140. SEADRILL LTD | 04/20/2011 | 11/16/2012 | 5,264.00 | 4,996.00 | 268.00 |
| | | | | | |
| | | | | | |

| | |
|---|---|
| **6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . . . . . . . . . . . . . . . . | 63,841.00 |

**Schedule D-1 (Form 1041) 2012**

**2012 Form 990-PF** **Statement 11**
**Part XV, Line 3**

## Theodore Elliot Charitable Trust Agency

| | |
|---|---|
| **Annunciation Greek Orthodox Cathedral of New England**<br>162 Goddard Avenue<br>Brookline, MA 02445 | **$20,000** |
| **Autism Speaks**<br>5455 Wilshire Blvd.<br>Suite 2250<br>Los Angeles, CA 90036<br>Tax ID #20-2329938 | **$5,000** |
| **Greek Orthodox Metropolis of Boston**<br>162 Goddard Avenue<br>Brookline, MA 02445 | **$18,000** |
| **Holy Trinity Greek Orthodox Church**<br>**5000 Lead Mine Road**<br>**Raleigh, NC 27612** | **$20,000** |
| **The Salvation Army**<br>402 Massachusetts Avenue<br>P.O. Box 390647<br>Cambridge, MA 02139 | **$2,500** |
| **Saint Basil Academy**<br>79 Saint Basil Road<br>Garrison, NY 10524 | **$5,000** |
| **St. George Greek Orthodox Church of Cape Cod**<br>1130 Falmouth Road<br>Centerville, MA 02632 | **$10,000** |
| **Perkins School of the Blind**<br>175 N. Beacon Street<br>Watertown, MA | **$1,500** |
| **TOTAL** | **$ 82,000** |

| UNITS | DESCRIPTION | BOOK VALUE | TAX COST | CURRENT PRICE | MARKET VALUE | EST INC | CURRENT YIELD |
|---|---|---|---|---|---|---|---|
| | U S GOVERNMENT OBLIGATIONS<br>========================== | | | | | | |
| 50,000 | FEDERAL HOME LOAN BANKS DATED 08/07/2006 5.25% 09/13/2013 | 51,135.05 | 51,135.05 | 103.509 | 51,754.50 | 2,625 | 5.1 |
| 50,000 | FEDERAL HOME LN MTG CORP DATED 01/30/2004 CALLABLE 01/30/2007 @ 100 5% 01/30/2014 | 52,087.67 | 52,087.67 | 105.175 | 52,587.50 | 2,500 | 4.8 |
| | TOTAL U S GOVERNMENT OBLIGATIONS | 103,222.72 | 103,222.72 | | 104,342.00 | 5,125 | 4.9 |
| | CORPORATE BONDS<br>=============== | | | | | | |
| 50,000 | INTL BUSINESS MACHINES CORP DATED 10/15/2008 6.5% 10/15/2013 | 51,386.11 | 51,386.11 | 104.865 | 52,432.50 | 3,250 | 6.2 |
| 75,000 | GENERAL ELECTRIC CAP CORP DATED 09/17/2004 4.75% 09/15/2014 | 78,051.86 | 78,051.86 | 106.759 | 80,069.25 | 3,563 | 4.4 |
| 50,000 | WESTPAC BANKING CORP DATED 08/27/2009 4.2% 02/27/2015 | 50,506.22 | 50,506.22 | 107.275 | 53,637.50 | 2,100 | 3.9 |
| 25,000 | PETROBRAS INTL DATED 02/06/2012 3.5% 02/06/2017 | 25,084.53 | 25,084.53 | 104.875 | 26,218.75 | 875 | 3.3 |
| 50,000 | PEPSIAMERICAS INC DATED 05/18/2005 5% 05/15/2017 | 53,766.01 | 53,766.01 | 115.444 | 57,722.00 | 2,500 | 4.3 |
| 25,000 | LIBERTY PROPERTY LP DATED 09/25/2007 MAKE WHOLE @ 35/CALLABLE 6.625% 10/01/2017 | 28,617.03 | 28,617.03 | 119.34 | 29,835.00 | 1,656 | 5.6 |
| 50,000 | PROCTER & GAMBLE CO DATED 02/06/2009 MAKE WHOLE @ 35 4.7% 02/15/2019 | 59,604.00 | 59,604.00 | 118.147 | 59,073.50 | 2,350 | 4.0 |
| 75,000 | BECTON DICKINSON & CO DATED 5/15/2009 5% 05/15/2019 | 81,808.33 | 81,808.33 | 118.531 | 88,898.25 | 3,750 | 4.2 |
| | TOTAL CORPORATE BONDS | 428,824.09 | 428,824.09 | | 447,886.75 | 20,044 | 4.5 |

ACCT 2215937
ASSETS HELD 12/31/2012
VALUED AS OF 12/31/2012

CAMBRIDGE TRUST COMPANY
SCHEDULE OF INVESTMENTS
THEODORE ELIOTT CHARITABLE
TRUST AGENCY

| UNITS | DESCRIPTION | BOOK VALUE | TAX COST | CURRENT PRICE | MARKET VALUE | EST INC | CURRENT YIELD |
|---|---|---|---|---|---|---|---|
| | TAXABLE FUNDS<br>============= | | | | | | |
| 568.928 | FEDERATED EMERGING MARKETS DEBT FUND INSTL SHARES | 6,047.70 | 6,047.70 | 10.66 | 6,064.77 | 285 | 4.7 |
| 1,115 | SPDR SERIES TRUST BARCLAYS HIGH YIELD BOND ETF | 42,880.94 | 42,880.94 | 40.71 | 45,391.65 | 3,064 | 6.8 |
| | TOTAL TAXABLE FUNDS | 48,928.64 | 48,928.64 | | 51,456.42 | 3,349 | 6.5 |
| | COMMON STOCK<br>============ | | | | | | |
| 270 | ADOBE SYSTEMS INC | 10,073.59 | 10,073.59 | 37.68 | 10,173.60 | 7 | 0.1 |
| 290 | ANHEUSER-BUSCH INBEV SPON ADR | 16,963.53 | 16,963.53 | 87.41 | 25,348.90 | 375 | 1.5 |
| 70 | APPLE INC | 26,038.47 | 26,038.47 | 532.1729 | 37,252.10 | 742 | 2.0 |
| 290 | BED BATH BEYOND INC | 19,397.06 | 19,397.06 | 55.91 | 16,213.90 | 0 | 0.0 |
| 390 | CVS CAREMARK CORP | 17,574.09 | 17,574.09 | 48.35 | 18,856.50 | 351 | 1.9 |
| 260 | CITRIX SYSTEMS INC | 12,973.79 | 11,632.63 | 65.62 | 17,061.20 | 0 | 0.0 |
| 125 | CLEAN HARBORS INC | 7,386.22 | 7,386.22 | 55.01 | 6,876.25 | 0 | 0.0 |
| 500 | COCA COLA CO | 16,451.78 | 16,451.78 | 36.25 | 18,125.00 | 510 | 2.8 |
| 345 | COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A | 17,729.75 | 16,017.14 | 73.8823 | 25,489.39 | 0 | 0.0 |
| 265 | CYTEC INDS INC | 17,507.07 | 17,507.07 | 68.83 | 18,239.95 | 133 | 0.7 |
| 640 | DEAN FOODS COMPANY | 10,344.00 | 10,344.00 | 16.51 | 10,566.40 | 0 | 0.0 |
| 440 | WALT DISNEY CO | 19,222 08 | 19,222.08 | 49.79 | 21,907.60 | 330 | 1.5 |
| 130 | EOG RESOURCES INC | 12,646.80 | 12,182.99 | 120.79 | 15,702.70 | 88 | 0.6 |
| 325 | ECOLAB INC | 15,599.81 | 15,299.36 | 71.90 | 23,367.50 | 299 | 1.3 |
| 221 | EXXON MOBIL CORP | 13,862.88 | 13,060.59 | 86.55 | 19,127.55 | 504 | 2.6 |
| 310 | FMC CORP | 13,183.61 | 13,160.69 | 58.52 | 18,141.20 | 167 | 0.9 |
| 130 | FOMENTO ECONOMICO MEXICANO S.A.B. de C.V. SPON ADR | 10,602.08 | 10,602.08 | 100.70 | 13,091.00 | 181 | 1.4 |
| 1,905 | FORD MTR CO DEL NEW | 28,364.50 | 28,364.50 | 12.95 | 24,669.75 | 381 | 1.5 |
| 2,035 | GENERAL ELEC CO | 39,717.29 | 39,717.29 | 20.99 | 42,714.65 | 1,547 | 3.6 |
| 50 | GOOGLE INC | 35,997.15 | 35,997.15 | 707.38 | 35,369.00 | 0 | 0.0 |
| 805 | HEXCEL CORPORATION | 10,830.60 | 10,830.60 | 26.96 | 21,702.80 | 0 | 0.0 |
| 2,190 | HUNTINGTON BANCSHARES INC | 14,960.91 | 14,960.91 | 6.39 | 13,994.10 | 350 | 2.5 |
| 390 | JOHNSON & JOHNSON | 25,094.11 | 24,748.83 | 70.10 | 27,339.00 | 952 | 3.5 |
| 255 | MCKESSON CORP INC | 19,848.01 | 19,503.98 | 96.96 | 24,724.80 | 204 | 0.8 |

ACCT 2215937
ASSETS HELD 12/31/2012
VALUED AS OF 12/31/2012

CAMBRIDGE TRUST COMPANY
SCHEDULE OF INVESTMENTS
THEODORE ELIOTT CHARITABLE
TRUST AGENCY

| UNITS | DESCRIPTION | BOOK VALUE | TAX COST | CURRENT PRICE | MARKET VALUE | ESTCURRENT INC | YIELD |
|---|---|---|---|---|---|---|---|
| 730 | MERCK & CO INC NEW | 28,280.01 | 28,280.01 | 40.94 | 29,886.20 | 1,256 | 4.2 |
| 495 | MICROSOFT CORP | 12,219.56 | 11,825.28 | 26.7097 | 13,221.30 | 455 | 3.4 |
| 330 | NESTLE S A SPONSORED ADR REPSTG REG SHS | 13,983.75 | 13,047.95 | 65.112 | 21,486.96 | 585 | 2.7 |
| 220 | NEXTERA ENERGY INC | 12,174.71 | 11,836.40 | 69.19 | 15,221.80 | 528 | 3.5 |
| 105 | O'REILLY AUTOMOTIVE INC NEW | 9,211.41 | 9,211.41 | 89.42 | 9,389.10 | 0 | 0.0 |
| 320 | PNC FINCL SERVICES GROUP | 18,326.99 | 18,326.99 | 58.31 | 18,659.20 | 512 | 2.7 |
| 255 | PHILLIPS 66 | 10,245.46 | 10,245.46 | 53.10 | 13,540.50 | 255 | 1.9 |
| 180 | PRAXAIR INC | 13,650.24 | 13,178.15 | 109.45 | 19,701.00 | 396 | 2.0 |
| 245 | RANGE RESOURCES CORP | 11,374.74 | 11,181.31 | 62.83 | 15,393.35 | 39 | 0.3 |
| 200 | SVB FINANCIAL GROUP | 12,037.75 | 12,037.75 | 55.97 | 11,194.00 | 0 | 0.0 |
| 330 | SANOFI AVENTIS ADR | 14,408.85 | 14,408.85 | 47.38 | 15,635.40 | 472 | 3.0 |
| 555 | SCHLUMBERGER LTD | 40,109.14 | 40,109.14 | 69.2986 | 38,460.72 | 611 | 1.6 |
| 430 | TARGET CORP | 23,575.72 | 23,575.72 | 59.17 | 25,443.10 | 619 | 2.4 |
| 340 | TRAVELERS COS INC | 18,085.70 | 17,516.87 | 71.82 | 24,418.80 | 626 | 2.6 |
| 720 | US BANCORP DEL | 17,403.84 | 16,950.72 | 31.94 | 22,996.80 | 562 | 2.4 |
| 735 | UNILEVER NV | 24,265.82 | 24,265.82 | 38.30 | 28,150.50 | 766 | 2.7 |
| 165 | UNION PACIFIC CORP | 11,313.40 | 9,634.18 | 125.72 | 20,743.80 | 455 | 2.2 |
| 250 | ACCENTURE PLC IRELAND SHS CLASS A | 9,446.29 | 8,730.98 | 66.50 | 16,625.00 | 405 | 2.4 |
| 130 | RENAISSANCERE HLDGS LTD | 9,584.31 | 9,584.31 | 81.26 | 10,563.80 | 140 | 1.3 |
| 300 | VALIDUS HOLDINGS LTD | 9,539.34 | 9,539.34 | 34.58 | 10,374.00 | 300 | 2.9 |
| 450 | CHECK POINT SOFTWARE TECH | 17,173.68 | 16,802.94 | 47.64 | 21,438.00 | 0 | 0.0 |
|  | TOTAL COMMON STOCK | 768,779.89 | 757,326.21 |  | 908,598.17 | 16,103 | 1.8 |
|  | EQUITY FUNDS<br>============ |  |  |  |  |  |  |
| 650 | ISHARES MSCI GERMANY INDEX FUND | 14,836.10 | 14,836.10 | 24.70 | 16,055.00 | 378 | 2.4 |
| 745 | ISHARES MSCI EMERGING MKT | 28,204.73 | 27,425.30 | 44.35 | 33,040.75 | 555 | 1.7 |
| 960 | VANGUARD HIGH DIVIDEND YIELD ETF | 43,459.79 | 43,459.79 | 49.38 | 47,404.80 | 1,529 | 3.2 |
|  | TOTAL EQUITY FUNDS | 86,500.62 | 85,721.19 |  | 96,500.55 | 2,462 | 2.6 |

ACCT 2215937
ASSETS HELD 12/31/2012
VALUED AS OF 12/31/2012

CAMBRIDGE TRUST COMPANY
SCHEDULE OF INVESTMENTS
THEODORE ELIOTT CHARITABLE
TRUST AGENCY

| UNITS | DESCRIPTION | BOOK VALUE | TAX COST | CURRENT PRICE | MARKET VALUE | EST INC | CURRENT YIELD |
|---|---|---|---|---|---|---|---|
| | FIXED VALUE MONEY FUNDS<br>====================== | | | | | | |
| | FEDERATED MONEY MKT OBLIGS GOVT OBLIG TAX MANAGED (FUND #637) | 95,500.00 | 95,500.00 | | 95,500.00 | 10 | 0.0 |
| | PRINCIPAL CASH | 98.74 | 98.74 | | 98.74 | | 0.0 |
| | TOTAL FUND | 1,531,854.70 | 1,519,621.59 | | 1,704,382.63 | 47,093 | 2.8 |

ACCT 2215937
ASSETS HELD 12/31/2012
VALUED AS OF 12/31/2012

CAMBRIDGE TRUST COMPANY
SCHEDULE OF INCOME INVESTMENTS
THEODORE ELIOTT CHARITABLE
TRUST AGENCY

| UNITS | DESCRIPTION | BOOK VALUE | TAX COST | CURRENT PRICE | MARKET VALUE | EST INC | CURRENT YIELD |
|---|---|---|---|---|---|---|---|
| | FIXED VALUE MONEY FUNDS<br>====================== | | | | | | |
| | FEDERATED MONEY MKT OBLIGS GOVT OBLIG TAX MANAGED (FUND #637) | 100.00 | 100.00 | | 100.00 | 0 | 0.0 |
| | INCOME CASH | 56.40 | 56.40 | | 56.40 | | 0.0 |
| | TOTAL FUND | 156.40 | 156.40 | | 156.40 | 0 | 0.0 |