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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 , 2012, and ending , 20

Name of foundation: LISWHIT FOUNDATION 12023111

A Employer identification number: 27-3988759

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 200 LEXINGTON STREET

B Telephone number (see instructions): 602- 776-4738

City or town, state, and ZIP code: WESTON, MA 02493

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 [X] Address change [ ] Name change

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 5,221,860.

J Accounting method. [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 ▶ [X] if the foundation is **not** required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	147,677.	147,677.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-84,463.			
b Gross sales price for all assets on line 6a 343,746.				
7 Capital gain net income (from Part IV, line 2)		NONE		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	63,214.	147,677.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	500.	NONE	NONE	500.
c Other professional fees (attach schedule) STMT 3	25,332.	25,332.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	3,960.	244.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 **Total operating and administrative expenses.** Add lines 13 through 23	29,792.	25,576.	NONE	500.
25 Contributions, gifts, grants paid	254,900.			254,900.
26 **Total expenses and disbursements** Add lines 24 and 25	284,692.	25,576.	NONE	255,400.
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	-221,478.			
b **Net investment income** (if negative, enter -0-)		122,101.		
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	436,274.	362,776.	362,776.
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	300.		
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 ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 5	983,745.	1,154,763.	1,424,019.
c	Investments - corporate bonds (attach schedule) STMT 6	948,958.	854,540.	941,083.
11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 7	2,721,173.	2,494,271.	2,468,980.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ SEE ATTACHED STATEMENT)	16,603.	16,506.	25,002.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,107,053.	4,882,856.	5,221,860.
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			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	5,374,369.	4,882,856.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	-267,316.		
30	**Total net assets or fund balances** (see instructions)	5,107,053.	4,882,856.	
31	**Total liabilities and net assets/fund balances** (see instructions)	5,107,053.	4,882,856.	

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	5,107,053.
2	Enter amount from Part I, line 27a	2	-221,478.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,885,575.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	2,719.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,882,856.

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	343,746.		428,209.	-84,463.
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				-84,463.
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	-84,463.
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	275,500.	5,085,723.	0.054171
2010			
2009			
2008			
2007			

2 **Total** of line 1, column (d)	2	0.054171
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	0.054171
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,055,625.
5 Multiply line 4 by line 3	5	273,868.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,221.
7 Add lines 5 and 6	7	275,089.
8 Enter qualifying distributions from Part XII, line 4	8	255,400.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,442.
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	2,442.
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	2,442.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a — 1,840.		
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	1,840.
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** pd. by EFTPS. ▶	9	602.
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** ▶ NONE **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)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* STMT 9	8b		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ RBC TRUST COMPANY (DELAWARE) LTD Telephone no. ▶ (602)776-4738

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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	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ________ , ________ , ________ , ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	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 ▶ ________ , ________ , ________ , ________			
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	N/A	
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	N/A
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes	☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	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	N/A

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
CHARLOTTE D'ARCY DONALDSON P.O BOX 215, WESTON, MA 02493	TRUSTEE	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 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	4,797,748.
b	Average of monthly cash balances	1b	334,866.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	5,132,614.
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	5,132,614.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	76,989.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,055,625.
6	**Minimum investment return.** Enter 5% of line 5	6	252,781.

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	252,781.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,442.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,442.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	250,339.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	250,339.
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	250,339.

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	255,400.
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	255,400.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	255,400.

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					250,339.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				222,347.	
b Total for prior years 20____,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: ▶ $ 255,400.					
a Applied to 2011, but not more than line 2a				222,347.	
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					33,053.
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				NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					217,286.
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))

NONE

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

NONE

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

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

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

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 ATTACHED STATEMENTS	NONE	N/A	UNRESTRICTED GRANT	254,900.
Total . . . . . ▶ 3a				254,900.
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	147,677.	
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	-84,463.	
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)				63,214.	

13 **Total** Add line 12, columns (b), (d), and (e) . . . . . 13 63,214.

(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
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Charlotte D. [signature] — Signature of officer or trustee | 11/14/13 — Date | TRUSTEE — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	Jeffrey E Kuhlin	10/31/2013		P00353001
Firm's name ▶ KPMG LLP			Firm's EIN ▶ 13-5565207	
Firm's address ▶ 2020 N. CENTRAL AVE, STE 700 PHOENIX, AZ 85004			Phone no 602-776-4738	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		147,677.	147,677.
	TOTAL	147,677.	147,677.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE	500.			500.
TOTALS	500.	NONE	NONE	500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISOR FEES	25,332.	25,332.
TOTALS	25,332.	25,332.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	244.	244.
PRIOR YEAR EXT PYMT	2,000.	
CURRENT YEAR ESTIMATES	1,716.	
TOTALS	3,960.	244.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT		983,745.	1,154,763.	1,424,019.
	TOTALS	983,745.	1,154,763.	1,424,019.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT		948,958.	854,540.	941,083.
	TOTALS	948,958.	854,540.	941,083.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	2,721,173.	2,494,271.	2,468,980.
TOTALS		2,721,173.	2,494,271.	2,468,980.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
DUPLICATE ENTRY FOR 2011 EXTENSION PYMT	2,000.
TC ADJ-BLACKROCK	8.
TC ADJ-KRAFT FOODS	11.
TC ADJ-PHILLIPS	9.
TC ADJ BV FOR RBC ACCOUNTS ENDING BALANCE	691.
TOTAL	2,719.

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.
===

APPLICATION HAS NOT BEEN FILED WITH THE MA AG OFFICE BY THE TRUSTEE
AS OF THE FILING OF THIS RETURN.

STATEMENT 9

FORM 990PF, PART XV - LINES 2a - 2d
====================================

RECIPIENT NAME:
CHARLOTTE D'ARCY DONALDSON
ADDRESS:
P.O BOX 215
WESTON, MA 02483
RECIPIENT'S PHONE NUMBER: 508-459-8037
FORM, INFORMATION AND MATERIALS:
APPLICATION FORM DEVELOPED BY THE FOUNDATION AND POTENTIAL RECEIPTS MAY BE REQUIRED TO COMPLETE THE APPLICATION FOR A REQUEST OF THE DISTRIBUTION OF TRUST FUNDS.
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

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: LISWHIT FOUNDATION 12023111

Employer identification number: 27-3988759

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					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	3,221.
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	3,221.

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	-89,802.
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	2,118.
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	-87,684.

Part III **Summary of Parts I and II**
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			3,221.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-87,684.
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			-84,463.

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.
a The loss on line 15, column (3) **or** **b** $3,000 . . . . . 16 (3,000)

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? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **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? ☐ **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: LISWHIT FOUNDATION 12023111

Employer identification number: 27-3988759

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 .01 ROUSE PPTYS INC COM	01/20/2012	01/20/2012	4.00		4.00
650. CIRRUS LOGIC INC COM	10/28/2011	01/25/2012	14,335.00	11,557.00	2,778.00
100. CIRRUS LOGIC INC COM	10/28/2011	01/25/2012	2,205.00	1,778.00	427.00
.5 PHILLIPS 66 SH SH	05/01/2012	05/01/2012	15.00	9.00	6.00
.333 KRAFT FOODS GROUP INC	10/02/2012	10/02/2012	16.00	11.00	5.00
.66 BLACKROCK CREDIT ALL I	12/24/2012	12/24/2012	9.00	8.00	1.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 3,221.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

LISWHIT FOUNDATION 12023111

Employer identification number

27-3988759

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 58. V F CORP COM	04/20/2009	01/04/2012	7,792.00	3,638.00	4,154.00
89. VMWARE INC CL A COM	11/01/2010	01/04/2012	7,196.00	6,900.00	296.00
173. WILEY JOHN & SONS INC	07/02/2010	01/04/2012	7,669.00	6,694.00	975.00
8000. VERIZON NEW JERSEY I DTD 1/22/2002 5.875% 1/17/2	09/23/2009	01/16/2012	8,000.00	8,000.00	
16000. US TREASURY NOTE DT 4.875% DUE 02/15/2012	06/04/2008	02/14/2012	16,000.00	16,000.00	
8000. KINDER MORGAN ENERGY NT DTD 3/14/2002 7.125% 3/1	10/01/2009	03/14/2012	8,000.00	8,000.00	
286. UNILEVER PLC SPONS AD	06/21/2007	06/18/2012	9,387.00	8,452.00	935.00
27000. WELLS FARGO FINL IN 7/30/2002 0.00% 8/1/2012	09/15/2006	07/31/2012	27,000.00	27,000.00	
31298.905 WILMINGTON FDS M INTL FD	01/01/2011	08/07/2012	200,000.00	295,516.00	-95,516.00
17000. PECO ENERGY CO 1ST DTD 9/16/2002 4.75% 10/1/20	07/25/2008	09/28/2012	17,000.00	17,000.00	
17000. TYCO ELECTRONICS GR NT DTD 5/16/2008 6.00% 10/1	04/10/2008	09/28/2012	17,000.00	17,646.00	-646.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -89,802.00

311 CASH CONTRIBUTIONS

04/10/12	DISBURSEMENT ON BEHALF OF TRUST DISBURSEMENT TO WOODSTOCK\HISTORICAL SOCIETY\PAID TO WOODST OCK HISTORICAL SOCIETY FOR PAID TO WOODSTOCK HISTORICAL SOCIETY TR TRAN#=000071751101 TR CD=1 REG= PORT=PRIN	-40000.00		-40000 00 1204000002 **CHANGED** 10/17/13 JLM
09/05/12	DISBURSEMENT ON BEHALF OF TRUST FOR FOREIGN STUDENT SCHOLARSHIP\PAID TO THE KILDONAN SCHOOL FOR: PAID TO: THE KILDONAN SCHOOL TR TRAN#=000122748201 TR CD=255 REG= PORT=PRIN	-30000.00		-30000.00 1209000002 **CHANGED** 10/17/13 JLM
01/09/12	CHARITABLE DONATION FOR FOREIGN STUDENT SCHOLARSHIP\PAID TO BANK OF MILLBROOK FOR: PAID TO· BANK OF MILLBROOK TR TRAN#=000034205201 TR CD=78 REG= PORT=PRIN	-34900.00		-34900 00 1201000002 **CHANGED** 10/17/13 JLM
01/09/12	CHARITABLE DONATION FOR AN INTERNATIONAL SCHOLARSHIP\PAID TO CITIZENS BANK FOR. PAID TO: CITIZENS BANK TR TRAN#=000034206001 TR CD=78 REG= PORT=PRIN	-10000.00		-10000 00 1201000003 **CHANGED** 10/17/13 JLM
03/28/12	CHARITABLE DONATION PER CLIENT INSTRUCTION DATED 3/26/12\PAID TO TURKS AND CAIC OS FOUNDATION FOR PAID TO: TURKS AND CAICOS FOUNDATION TR TRAN#=000065563401 TR CD=78 REG= PORT=PRIN	-10000 00		-10000 00 1203000002 **CHANGED** 10/17/13 JLM
04/18/12	CHARITABLE DONATION DONATION TO REBUILD HOBBS POND DAM PER INSTR DTD 4/16/12\PAI D TO WESTON FOREST & TRAIL ASSOCIATION FOR: PAID TO: WESTON FOREST & TRAIL ASSOCIATION TR TRAN#=000074932901 TR CD=78 REG= PORT=PRIN	-50000 00		-50000 00 1204000004 **CHANGED** 10/17/13 JLM
06/22/12	CHARITABLE DONATION PER CLIENT REQUEST DTD 6/21/12 FOR FOREIGN STUDENT\TUITION\P AID TO BANK OF MILLBROOK FOR· PAID TO BANK OF MILLBROOK TR TRAN#=000099348001 TR CD=78 REG= PORT=PRIN	-40000.00		-40000 00 1206000001 **CHANGED** 10/17/13 JLM
07/09/12	CHARITABLE DONATION PER CLIENTS REQUEST FOR THE STAR FOUNDATION\EDUCATION TUITIO N\PAID TO TURKS AND CAICOS FOUNDATION FOR PAID TO TURKS AND CAICOS FOUNDATION TR TRAN#=000105012601 TR CD=78 REG= PORT=PRIN	-40000.00		-40000 00 1207000002 **CHANGED** 10/17/13 JLM
	TOTAL CODE 311 - CASH CONTRIBUTIONS	-254900.00	0 00	-254900 00

PARTXV - GRANTS AND CONTRIBUTION PAID DURING YEAR

GlobalPlus® - Asset Summary by Account

File Edit View Tools Functions Help | Account Inquiries | Security Inquiries | Cash-related Activities | Trading Activities | Month-end Activities

Client Account Portfolio Holdings/S Holdings/T Position Textot Transactions

23 AST_SU | 100% | Hot List

ASSET SUMMARY BY ACCOUNT
AS OF 12/31/12

PAGE 1
ACCOUNT NO.12023111

LISWHIT FOUNDATION

DESCRIPTION		COST	MARKET AMOUNT	MARKET % TOTAL	ESTIMATED ANNUAL INCOME	CURR YIELD
NO POSITIONS QUALIFIED FOR THIS GROUP OF PORTFOLIOS.						
TOTAL INVESTMENTS		0.00	0.00	0.00		
PRINCIPAL CASH		691.00-	691.00-	100.00		
PRINCIPAL CASH RECEIVABLES		0.00	0.00	0.00		
PRINCIPAL CASH PAYABLES		0.00	0.00	0.00		
GRAND TOTAL		691.00-	691.00-	100.00		
INCOME CASH	0.00					
INCOME CASH RECEIVABLE	0.00					
INCOME CASH PAYABLE	0.00					

Report 1 of 1 | Page 1 of 1 | Export

02/02/2013 02:23 PM | TRBCPROD | Business Date: 02/04/2013 | End of Package.

Fidelity INVESTMENTS

Investment Report

December 1, 2012 - December 31, 2012

Envelope 931008880

ELLIS INVESTMENT PARTNERS LLC
920 CASSATT ROAD
200 BERWYN PARK, STE 115
BERWYN PA 19312

ID: G14153030

Online	Fidelity.com
FAST(sm)-Automated Telephone	800-544-5555
Customer Service	800-544-6666

Your Client
CHARLOTTE DONALDSON D'ARCY
LISWHIT FOUNDATION
PO BOX 215
WESTON MA 02493-0001

Brokerage 656-083275 LISWHIT FOUNDATION U/A 11/16/10 CHARLOTTE D D'ARCY TRUSTEE

Account Summary

Beginning value as of Dec 1	$5,138,156.64
Other Tax Withheld	-56.55
Change in investment value	84,450.64
Ending value as of Dec 31	**$5,222,550.73**
Accrued Interest (AI)	$9,413.60
Change in AI from last statement	$46.90

Income Summary

	This Period	Year to Date
Taxable		
Dividends	$19,770 15	$103,906.89
St cap gain	1,397.99	1,397.99
Interest	2,944.06	35,565.82
U.S Gov't interest	0.00	7,135.00
Lt cap gain	1,057.02	2,117.51
Total	**$25,169.22**	**$150,123.21**

Realized Gain/Loss from Sales

	This Period	Year to Date
Short-term gain	$9.29	$3,249.80
Long-term gain	$0.00	$6,359.66
Long-term loss	0.00	-96,161.54
Net long	**0.00**	**- 89,801.88**

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Holdings (Symbol) as of December 31, 2012

	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
Stocks *27% of holdings*						
CORE LABORATORIES NV ORD EUR0.02 (CLB)	164.000	$109.310	$14,029.28t	$16,921.52	$17,926.84	$ 3,897.56
AT&T INC COM (T)	650.000	33.710	18,630.83t	22,184.50	21,911.50	3,280.67
ABBOTT LABORATORIES (ABT)	350.000	65.500	19,735.45	22,750.00	22,925.00	3,189.55
ALTRIA GROUP INC (MO)	750.000	31.440	18,820.84t	25,357.50	23,580.00	4,759 16

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Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
APACHE CORP (APA)	275.000	78 500	28,807.62t	21,199.75	21,587.50	- 7,220.12
APPLE INC (AAPL)	50.000	532.173	11,344.53t	29,264.00	26,608.65	15,264.12
ARCH COAL INC (ACI)	1,300.000	7 320	25,130.44t	8,736.00	9,516 00	- 15,614.44
BARRICK GOLD CORP COM NPV ISIN #CA0679011084 SEDOL #2024644 (ABX)	625.000	35.010	27,706.94	21,581.25	21,881.25	- 5,825.69
BLACKROCK CREDIT ALL INC TR IV COM (BTZ)	2,577.000	13.730	31,070.04		35,382.21	4,312.17
BOEING CO (BA)	300 000	75.360	17,792 71t	22,284.00	22,608.00	4,815 29
CBS CORP NEW CL B (CBS)	435.000	38.050	6,604.86t	15,651.30	16,551.75	9,946.89
CARDINAL HEALTH INC (CAH)	197.000	41.180	7,709.54t	7,968.65	8,112.46	402.92
CARPENTER TECHNOLOGY CORP (CRS)	309.000	51.630	5,957.74t	14,974.14	15,953.67	9,995.93
CATAMARAN CORP COM NPV ISIN #CA1488871023 SEDOL #B8J4N87 (CTRX)	494.000	47 100	10,955.73t	24,052.86	23,267.40	12,311.67
CATERPILLAR INC (CAT)	200.000	89 609	15,064.35t	17,048.00	17,921.80	2,857.45
CHEVRON CORP NEW (CVX)	361 000	108 140	30,833.60t	38,154 09	39,038.54	8,204 94
CLIFFS NAT RES INC COM (CLF)	300.000	38.570	21,462.50	8,625 00	11,571.00	- 9,891.50
COCA COLA CO (KO)	508.000	36.250	12,038.15t	19,263.36	18,415.00	6,376.85
COHEN & STEERS REIT & PFD INCOME FD INC (RNP)	2,000.000	16.990	28,316.00	34,080.00	33,980.00	5,664 00
COMCAST CORP NEW CL A (CMCSA)	442.000	37.360	7,888.29t	16,440.19	16,513.12	8,624.83
CONOCOPHILLIPS (COP)	327 000	57.990	12,468 98t	18,619.38	18,962.73	6,493.75
CRANE COMPANY (CR)	328.000	46.280	12,677 63t	13,920.32	15,179.84	2,502.21
DANAHER CORP (DHR)	214.000	55.900	9,025.38t	11,549.58	11,962.60	2,937.22
DEERE & COMPANY (DE)	275.000	86.420	21,092.13	23,113.75	23,765.50	2,673.37
DU PONT E I DE NEMOURS & CO (DD)	229.000	44 979	9,109.10t	9,879.06	10,300.19	1,191 09
ENBRIDGE INC COM NPV ISIN #CA29250N1050 SEDOL #2466149 (ENB)	298.000	43.320	4,929.91t	12,006.42	12,909.36	7,979.45
EQUIFAX INC (EFX)	311.000	54.120	12,252.47t	15,935.64	16,831.32	4,578.85
EXXON MOBIL CORP (XOM)	226.000	86 550	8,856.09t	19,919.64	19,560.30	10,704.21
G A T X CORP (GMT)	427.000	43.300	12,286.03t	17,989 51	18,489.10	6,203.07
GENERAL MILLS INC (GIS)	375.000	40.420	11,816.78t	15,371 25	15,157.50	3,340.72
GOOGLE INC CL A (GOOG)	14.000	707.380	5,475.40t	9,777.18	9,903.32	4,427.92

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Holdings

(Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
HALLIBURTON CO HOLDING CO FRMLY HALLIBURTON CO (HAL)	525.000	34.690	20,509.23t	17,508.75	18,212.25	- 2,296 98
HEINZ H J CO (HNZ)	326.000	57 680	16,154.65t	19,057.96	18,803 68	2,649 03
INTEL CORP (INTC)	645.000	20.620	13,261.96t	12,619.42	13,299.90	37.94
INTL BUSINESS MACH (IBM)	163.000	191 550	11,949.53t	30,981.41	31,222.65	19,273.12
ISHARES TR DOW JONES SELECT DIVID INDEX FD (DVY)	800.000	57.240	46,106.24	46,112.00	45,792.00	- 314 24
ISHARES TR MSCI EMERGING MKTS INDEX FD (EEM)	1,000.000	44.350	40,516.00	41,785.00	44,350.00	3,834 00
ISHARES TR S&P 500/ GROWTH INDEX FD ISHARES (IVW)	733.000	75.740	45,827.16t	55,927.90	55,517.42	9,690.26
ISHARES TR S&P 500/ VALUE INDEX FD (IVE)	1,666 000	66.390	88,218.87t	108,973.06	110,605.74	22,386 87
JPMORGAN CHASE & CO (JPM)	550.000	43.969	23,102.26t	22,594.00	24,182.95	1,080.69
JOHNSON & JOHNSON (JNJ)	421.000	70.100	22,577.41t	29,356.33	29,512.10	6,934 69
KIMBERLY CLARK CORP (KMB)	155.000	84.430	9,321.70t	13,286.60	13,086.65	3,764.95
KRAFT FOODS GROUP INC COM NPV (KRFT)	188.000	45.470	6,719.71t	8,505.12	8,548.36	1,828.65
LINCOLN ELECTRIC HOLDINGS (LECO)	500.000	48.680	15,659.30	23,755.00	24,340.00	8,680 70
MSC INDUSTRIAL DIRECT CO INC (MSM)	169.000	75.380	10,935.10t	12,279.54	12,739.22	1,804.12
MATTEL INC (MAT)	625.000	36.620	15,629.04t	23,443.75	22,887.50	7,258.46
MCDONALDS CORP (MCD)	400 000	88.210	35,892.00	34,816.00	35,284.00	- 608 00
MERCK & CO INC NEW COM (MRK)	550.000	40.940	18,825.24t	24,365.00	22,517.00	3,691.76
MICROSOFT CORP (MSFT)	559.000	26.710	15,478.71t	14,877.78	14,930.89	- 547 82
MONDELEZ INTL INC COM (MDLZ)	565.000	25 453	12,430.20t	14,627.85	14,380.94	1,950 74
NUANCE COMMUNICATIONS INC COM (NUAN)	436 000	22 320	6,906.11t	9,696.64	9,731.52	2,825.41
PFIZER INC (PFE)	537.000	25 079	12,640.44t	13,435.74	13,467.42	826 98
PHILIP MORRIS INTL INC COM (PM)	120.000	83.640	4,977.21t	10,785.60	10,036.80	5,059.59
PHILLIPS 66 COM (PSX)	163 000	53.100	3,705.60t	8,536.31	8,655.30	4,949 70
RPM INTL INC FORMERLY RPM INC OHIO TO 10/11/2002 (RPM)	440.000	29.360	8,152.01t	12,764.40	12,918.40	4,766 39
ROUSE PROPERTIES INC COM USD0.01 (RSE)	12.000	16.920	136.33	180.00	203.04	66 71
SPX CORP (SPW)	375.000	70 150	21,686 74t	25,545.00	26,306.25	4,619.51
SANDISK CORP (SNDK)	157.000	43.500	5,858.56t	6,138.70	6,829.50	970.94
SOUTHERN CO (SO)	263.000	42 810	8,702.37t	11,453 65	11,259.03	2,556 66

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SPECTRA ENERGY CORP COM (SE)	282.000	27 380	6,646.30t	7,881.90	7,721.16	1,074.86
STANLEY BLACK & DECKER INC COM USD2 50 (SWK)	325.000	73.970	18,627 75	23,370 75	24,040.25	5,412.50
TARGET CORP (TGT)	154.000	59 170	7,308.01t	9,722.02	9,112.18	1,804.17
TEVA PHARMACEUTICAL INDUSTRIES ADR-EACH CNV INTO 1 ORD ILS0.10 (TEVA)	475.000	37.340	20,726 00	19,166.25	17,736.50	- 2,989 50
TIME WARNER CABLE INC COM (TWC)	150.000	97.190	8,110.47t	14,233.50	14,578.50	6,468.03
UNION PACIFIC CORP (UNP)	175.000	125.720	15,194.46	21,486.50	22,001.00	6,806.54
UNITED TECHNOLOGIES CORP (UTX)	200.000	82.010	13,434.28t	16,022.00	16,402.00	2,967.72
VERIZON COMMUNICATIONS (VZ)	454.000	43.270	14,392.73t	20,030.48	19,644.58	5,251.85
WALGREEN COMPANY (WAG)	625.000	37 010	18,996 93t	21,193 75	23,131.25	4,134.32
WELLS FARGO & CO NEW (WFC)	344.000	34.180	9,557.18t	11,355.44	11,757.92	2,200.74
Subtotal of Stocks			**1,154,763.13**		**1,424,019.30**	**269,256.17**
Bonds *18% of holdings*						
GENERAL ELECTRIC CO NT 5.00000% 02/01/2013 FIXED COUPON MOODYS Aa3 S&P AA+ SEMIANNUALLY AI $270 83 EAI· $325 00 CUSIP· 369604AY9	13,000.000	100.381	12,713.22Bt	13,093.73	13,049.53	336.31
ANHEUSER BUSCH INBEV WORLDWIDE 2.50000% 03/26/2013 FIXED COUPON MOODYS A3 S&P A SEMIANNUALLY MAKE WHOLE CALL AI· $52.78 EAI $100 00 CUSIP: 03523TAR9	8,000.000	100.462	7,498.32Bt	8,049.44	8,036.96	538.64

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AGILENT TECHNOLOGIES INC 2.50000% 07/15/2013 FIXED COUPON MOODYS Baa2 S&P BBB+ SEMIANNUALLY MAKE WHOLE CALL AI. $195 97 EAI: $425 00 CUSIP. 00846UAF8	17,000.000	100.886	17,028.21Bt	17,170.51	17,150.62	122.41
ALCOA INC NOTE CALL MAKE WHOLE 06 00000% 07/15/2013 FIXED COUPON MOODYS Baa3 S&P BBB- SEMIANNUALLY MAKE WHOLE CALL AI: $442 67 EAI $960 00 CUSIP 013817AR2	16,000.000	102.652	16,215.42Bt	16,496.00	16,424.32	208.90
AMERICAN EXPRESS CO NT 4.87500% 07/15/2013 FIXED COUPON MOODYS A3 S&P BBB+ SEMIANNUALLY AI. $382 15 EAI $828 74 CUSIP: 025816AQ2	17,000.000	102.327	17,156.45Bt	17,461.89	17,395.59	239.14
INGERSOLL-RAND GLOBAL HLDG CO 6.00000% 08/15/2013 FIXED COUPON MOODYS Baa1 S&P BBB+ SEMIANNUALLY MAKE WHOLE CALL AI -- EAI.-- CUSIP· 45687AAB8	8,000.000	103.343	8,797.60t	8,301.68	8,267.44	- 530.16
UNITED STATES TREAS NTS 4.25000% 08/15/2013 FIXED COUPON MOODYS Aaa SEMIANNUALLY AI: $1,075 55 EAI $2,847 50 CUSIP 912828BH2	67,000.000	102.527	65,704.49Bt	68,910.84	68,693.09	2,988.60

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DEERE JOHN CAP CORP MTNS BE 4.90000% 09/09/2013 FIXED COUPON MOODYS A2 S&P A SEMIANNUALLY AI: $123.04 EAI. $392.00 CUSIP: 24422EQU6	8,000.000	103.069	7,982.80Bt	8,272.48	8,245.52	262.72
BP CAPITAL MARKETS PLC NOTE 5.25000% 11/07/2013 FIXED COUPON MOODYS A2 S&P A SEMIANNUALLY AI -- EAI -- CUSIP. 05565QBF4	8,000.000	104.061	8,061.44t	8,349.04	8,324.88	263.44
CATERPILLAR FINL SVCS MTNS BE 1.55000% 12/20/2013 FIXED COUPON MOODYS A2 S&P A SEMIANNUALLY AI $7 58 EAI: $248.00 CUSIP 14912L4Q1	16,000.000	101.063	15,989.76Bt	16,173.92	16,170.08	180.32
CITIGROUP INC VR 0.43550% 03/07/2014 FLOATING COUPON MOODYS Baa2 S&P A- QUARTERLY CUSIP 172967EA5	5,000.000	99 356	4,817.95Bt	4,964.20	4,967.80	149 85
SHELL INTL FIN.BV BOND CALL MAKE WHOLE 04.00000% 03/21/2014 FIXED COUPON MOODYS Aa1 S&P AA SEMIANNUALLY MAKE WHOLE CALL AI -- EAI -- CUSIP 822582AF9	17,000.000	104.401	17,986.34t	17,730.49	17,748.13	- 238.21

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JPMORGAN CHASE & CO SR NT 4.65000% 06/01/2014 FIXED COUPON MOODYS A2 S&P A SEMIANNUALLY AI: $31.00 EAI $372 00 CUSIP· 46625HHN3	8,000.000	105.361	7,983.52Bt	8,378.40	8,428.84	445.32
PNC FUNDING CORP GTD SR NT 5.40000% 06/10/2014 FIXED COUPON MOODYS A3 S&P A- SEMIANNUALLY AI· $25 20 EAI. $432 00 CUSIP 693476BE2	8,000.000	106.658	8,401.78Bt	8,571.52	8,532.64	130.86
VIACOM INC NOTES 04 37500% 09/15/2014 FIXED COUPON MOODYS Baa1 S&P BBB+ SEMIANNUALLY MAKE WHOLE CALL AI. $103 06 EAI $350 00 CUSIP 92553PAE2	8,000.000	105.952	8,326.60Bt	8,497.92	8,476.16	149 56
GENERAL ELEC CAP CORP MTN BE 3 75000% 11/14/2014 FIXED COUPON MOODYS A1 S&P AA+ SEMIANNUALLY AI $39 17 EAI $300 00 CUSIP· 36962G4G6	8,000 000	105.446	7,968.32Bt	8,452.16	8,435 68	467.36
UNITED STATES TREAS NTS 4 25000% 11/15/2014 FIXED COUPON MOODYS Aaa SEMIANNUALLY AI· $248 31 EAI $1,912.50 CUSIP 912828DC1	45,000.000	107.426	43,426.76Bt	48,485.70	48,341.70	4,914 94

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DOW CHEM CO SR NT 5.90000% 02/15/2015 FIXED COUPON MOODYS Baa2 S&P BBB SEMIANNUALLY MAKE WHOLE CALL AI: $356.62 EAI. $944 00 CUSIP 260543CA9	16,000.000	110.323	17,021 37Bt	17,726.08	17,651.68	630.31
SUNOCO INC SR NT 9.62500% 04/15/2015 FIXED COUPON MOODYS Baa3 S&P BBB- SEMIANNUALLY MAKE WHOLE CALL AI· $162 56 EAI $770 00 CUSIP. 86764PAE9	8,000.000	116.928	8,664.74Bt	9,405.28	9,354.24	689.50
UNITED STATES TREAS NTS 4.12500% 05/15/2015 FIXED COUPON MOODYS Aaa SEMIANNUALLY AI $42 85 EAI $330 00 CUSIP 912828DV9	8,000.000	108.992	7,592.82Bt	8,747.52	8,719.36	1,126.54
METLIFE INC NTS 5 000% 06/15/2015 FIXED COUPON MOODYS A3 S&P A- SEMIANNUALLY MAKE WHOLE CALL AI· $17.78 EAI· $400 00 CUSIP 59156RAN8	8,000.000	110.090	7,600.96Bt	8,836.56	8,807.20	1,206 24
FEDERAL HOME LN MTG CORP 4 37500% 07/17/2015 FIXED COUPON MOODYS Aaa S&P AA+ SEMIANNUALLY AI $2,152 50 EAI $4,725 00 CUSIP· 3134A4VC5	108,000.000	110.138	102,414.67Bt	119,306.52	118,949 04	16,534.37

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GOLDMAN SACHS GRP INC MTN BE 0.71875% 07/22/2015 FLOATING COUPON MOODYS A3 S&P A- QUARTERLY CUSIP. 38141EKF5	17,000.000	98.122	15,970.65Bt	16,631.78	16,680.74	710.09
GOLDMAN SACHS GRP INC MTN BE 3.70000% 08/01/2015 FIXED COUPON MOODYS A3 S&P A- SEMIANNUALLY AI $246 67 EAI· $592.00 CUSIP 38141EA74	16,000.000	105.539	16,093.57Bt	16,890 56	16,886.24	792.67
SARA LEE CORP NOTE 02 75000% 09/15/2015 FIXED COUPON MOODYS Baa2 S&P BBB SEMIANNUALLY MAKE WHOLE CALL AI·-- EAI -- CUSIP. 803111AR4	8,000.000	103.023	8,029.94Bt	8,255.04	8,241.84	211 90
BANK OF AMERICA CORPORATION 5.25000% 12/01/2015 FIXED COUPON MOODYS Baa3 S&P BBB+ SEMIANNUALLY AI $52 50 EAI $630 00 CUSIP 060505BG8	12,000.000	108.167	12,077.81Bt	12,936.72	12,980.04	902.23
FIRST HORIZON NATL CORP 5 37500% 12/15/2015 FIXED COUPON MOODYS Baa2 S&P BBB- SEMIANNUALLY AI $15 77 EAI $354 74 CUSIP 320517AA3	6,600 000	109.316	6,689.09Bt	7,210.10	7,214.85	525 76

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CISCO SYSTEMS INC 5.500% 02/22/2016 FIXED COUPON MOODYS A1 S&P A+ SEMIANNUALLY MAKE WHOLE CALL AI: $315.33 EAI $880.00 CUSIP. 17275RAC6	16,000.000	114 305	16,023.87Bt	18,379.52	18,288.80	2,264.93
UNITED STATES TREAS NTS 2.62500% 04/30/2016 FIXED COUPON MOODYS Aaa SEMIANNUALLY AI· $188 83 EAI $1,102.50 CUSIP: 912828KR0	42,000.000	107.250	41,790.00Bt	45,176.46	45,045.00	3,255.00
FEDERAL NATL MTG ASSN 4.87500% 12/15/2016 FIXED COUPON MOODYS Aaa S&P AA+ SEMIANNUALLY AI. $114 83 EAI $2,583.74 CUSIP 31359M2D4	53,000.000	116.513	55,321.81Bt	62,114.94	61,751.89	6,430.08
FEDERAL NATL MTG ASSN 5 00000% 05/11/2017 FIXED COUPON MOODYS Aaa S&P AA+ SEMIANNUALLY AI $402 78 EAI $2,900 00 CUSIP· 31359M7X5	58,000.000	118 326	59,148 46Bt	69,062.34	68,629.08	9,480.62
FEDERAL HOME LN BKS CONS BD 4.87500% 05/17/2017 FIXED COUPON MOODYS Aaa S&P AA+ SEMIANNUALLY AI $256 21 EAI $2,096 24 CUSIP 3133XKQX6	43,000.000	117 844	43,403.82Bt	50,990 26	50,672.92	7,269 10

Fidelity INVESTMENTS

Investment Report

December 1, 2012 - December 31, 2012

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CAMPBELL SOUP CO SR NT 3.05000% 07/15/2017 FIXED COUPON MOODYS A2 S&P BBB+ SEMIANNUALLY MAKE WHOLE CALL AI. $239.09 EAI. $518 50 CUSIP 134429AV1	17,000.000	108 111	17,043.90Bt	18,483 93	18,378.87	1,334.97
EXELON GENERATION CO LLC NOTE 6.200% 10/01/2017 FIXED COUPON MOODYS Baa1 S&P BBB SEMIANNUALLY MAKE WHOLE CALL AI $124 00 EAI $496.00 CUSIP 30161MAE3	8,000.000	118.092	8,514.94Bt	9,515.52	9,447.36	932.42
MARATHON OIL CORP BOND 6.000% 10/01/2017 FIXED COUPON MOODYS Baa2 S&P BBB SEMIANNUALLY MAKE WHOLE CALL AI $120 00 EAI $480 00 CUSIP 565849AD8	8,000.000	120.195	8,756.85Bt	9,537.20	9,615.63	858.78
UNITED STATES TREAS NTS 4 25000% 11/15/2017 FIXED COUPON MOODYS Aaa SEMIANNUALLY AI $71 73 EAI· $552 50 CUSIP· 912828HH6	13,000.000	117 094	13,154 61Bt	15,303.47	15,222.22	2,067 61
VERIZON COMMUNICATIONS BOND 05 50000% 02/15/2018 FIXED COUPON MOODYS A3 S&P A- SEMIANNUALLY MAKE WHOLE CALL AI: $332 44 EAI· $880 00 CUSIP· 92343VAL8	16,000 000	120.087	17,325 32Bc	19,317.12	19,213.92	1,888.60

Brokerage 656-083275 LISWHIT FOUNDATION U/A 11/16/10 CHARLOTTE D D'ARCY TRUSTEE

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
CITIGROUP INC SR NT 6.12500% 05/15/2018 FIXED COUPON MOODYS Baa2 S&P A- SEMIANNUALLY AI $39 13 EAI· $306 24 CUSIP 172967ES6	5,000.000	119 841	5,367.26Bt	5,983.85	5,992.05	624.79
DETROIT EDISON CO NOTE CALL MAKE WHOLE 05 60000% 06/15/2018 FIXED COUPON MOODYS A2 S&P A SEMIANNUALLY MAKE WHOLE CALL AI. $19.91 EAI. $448.00 CUSIP: 250847ED8	8,000.000	120.994	7,988.40Bt	9,756.00	9,679.52	1,691.12
AMEREN ILL CO SR NT 9.75000% 11/15/2018 FIXED COUPON MOODYS A3 S&P BBB SEMIANNUALLY MAKE WHOLE CALL AI. $99 67 EAI. $780.00 CUSIP· 02361DAG5	8,000.000	138.890	9,655.88Bt	11,129.84	11,111.20	1,455.32
UNITED TECHNOLOGIES BONDS 06 12500% 02/01/2019 FIXED COUPON MOODYS A2 S&P A SEMIANNUALLY MAKE WHOLE CALL AI $204 17 EAI $490 00 CUSIP· 913017BQ1	8,000.000	124 623	7,987.04Bt	10,067.84	9,969.84	1,982 80
GENERAL MILLS INC NOTES 05 65000% 02/15/2019 FIXED COUPON MOODYS Baa1 S&P BBB+ SEMIANNUALLY MAKE WHOLE CALL AI $170 76 EAI· $452 00 CUSIP: 370334BH6	8,000.000	121 582	7,993.12Bt	9,820.64	9,726.56	1,733.44

Brokerage 656-083275 LISWHIT FOUNDATION U/A 11/16/10 CHARLOTTE D D'ARCY TRUSTEE

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
HONEYWELL INTL INC SR NT 5 00000% 02/15/2019 FIXED COUPON MOODYS A2 S&P A SEMIANNUALLY MAKE WHOLE CALL AI. $151.11 EAI. $400 00 CUSIP 438516AZ9	8,000.000	118.926	7,890.72Bt	9,507.20	9,514.06	1,623.34
COMCAST CORP NEW NT 5.70000% 07/01/2019 FIXED COUPON MOODYS Baa1 S&P BBB+ SEMIANNUALLY MAKE WHOLE CALL AI $228 00 EAI $456 00 CUSIP. 20030NAZ4	8,000.000	121.844	7,981.04Bt	9,849.76	9,747.52	1,766.48
WESTPAC BANKING CORPORATION NOTE 4.87500% 11/19/2019 FIXED COUPON MOODYS Aa2 S&P AA- SEMIANNUALLY AI.-- EAI -- CUSIP· 961214BK8	17,000 000	116.665	17,051.85t	19,850.05	19,833.11	2,781.26
BLACKROCK INC SER 2 NOTE 05 00000% 12/10/2019 FIXED COUPON MOODYS A1 S&P A+ SEMIANNUALLY MAKE WHOLE CALL AI $23 33 EAI· $400 00 CUSIP 09247XAE1	8,000 000	119.653	8,001.54Bt	9,530.96	9,572.24	1,570.70
L-3 COMMUNICATIONS CORP 4.75000% 07/15/2020 FIXED COUPON MOODYS Baa3 S&P BBB- SEMIANNUALLY MAKE WHOLE CALL AI· $175 22 EAI $380.00 CUSIP· 502413AZ0	8,000 000	111.464	8,014.46Bt	8,942.64	8,917.12	902.66

Fidelity INVESTMENTS

Investment Report

December 1, 2012 - December 31, 2012

Brokerage 656-083275 LISWHIT FOUNDATION U/A 11/16/10 CHARLOTTE D D'ARCY TRUSTEE

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
UIL HOLDINGS CORPORATION 04 62500% 10/01/2020 FIXED COUPON MOODYS Baa3 S&P BBB- SEMIANNUALLY MAKE WHOLE CALL AI· $92 50 EAI $370 00 CUSIP: 902748AA0	8,000.000	107.246	7,911.84Bt	8,664.40	8,579 68	667 84
Subtotal of Bonds			**854,541.33**		**941,082.80**	**86,541.47**
Mutual Funds *48% of holdings*						
FIDELITY FOCUSED HIGH INCOME FUND (FHIFX) *30-day Yield: 3.73%*	34,504.131	9.390	312,472.15c	320,514.93	323,993.79	11,521.64
T ROWE PRICE HIGH YIELD BOND (PRHYX)	39,242.633	6.980	196,920.29c	269,612.06	273,913.57	76,993.28
WILMINGTON SMALL CAP STRATEGY INSTL (WMSIX)	50,054.760	11.000	460,716.26t	531,213 70	550,602.36	89,886.10
WILMINGTON MULTI MNG REAL ASSET INSTL (WMRIX)	49,647.531	14.910	745,886.96t	730,337.65	740,244.68	- 5,642.28
WILMINGTON MULTI MNGR INTERNL INSTL (MVIEX)	83,126 844	6.980	778,275.38t	556,118.58	580,225.37	- 198,050 01
Subtotal of Mutual Funds			**2,494,271.04**		**2,468,979.77**	**-25,291.27**
Other *0% of holdings*						
AMERICAN CAMPUS CMNTYS INC (ACC)	203 000	46 130	4,399.44t	8,891.40	9,364.39	4,964.95
EQUITY RESIDENTIAL (EQR)	160 000	56.670	7,233.54t	8,881.60	9,067.20	1,833 66
GENERAL GROWTH PPTYS INC NEW COM (GGP)	331.000	19.850	4,872.64t	6,411.47	6,570.35	1,697.71
Subtotal of Other			**16,505.62**		**25,001.94**	**8,496.32**
Core Account *7% of holdings*						
CASH	363,466.920	1 000	not applicable	353,126.29	363,466.92	not applicable

Brokerage 656-083275 LISWHIT FOUNDATION U/A 11/16/10 CHARLOTTE D D'ARCY TRUSTEE

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
Subtotal of Core Account					**363,466.92**	
Total			**$ 4,520,081.12**		**$5,222,550.73** √	**$ 339,002.69**

All positions held in cash account unless indicated otherwise.

B - See Cost Basis Information and Endnotes for important information about the adjusted cost basis information provided.

c - Cost basis information (or proceeds from short sales) has been provided by you or a third party (such as a transferring broker) and has not been adjusted except as otherwise indicated. t

- Third-party provided

Cost Basis - the original amount paid for a security, including the amount of reinvested dividends and capital gains, plus or minus certain adjustments See last page of statement for details Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

-- not available

AI (Accrued Interest) - Presented for domestic fixed income securities and represents interest accumulated since the last coupon date, but not yet paid by the issuer or received by NFS AI is calculated for the following securities: fixed rate bonds and Certificates of Deposit (CDs). **There is no guarantee that AI will be paid by the issuer.** *AI for treasury and GNMA securities, however, is backed by the full faith and credit of the United States Government AI totals represent accruals for only those securities with listed AI in the Holdings section of this statement. Please refer to the Help/Glossary section of Fidelity.com for additional information.*

EAI (Estimated Annual Income) - An estimate of annual income for a specific fixed income security position over the next rolling 12 months EAI is calculated for the following securities fixed rate bonds and Certificates of Deposit (CDs) **EAI is an estimate only and there is no guarantee that you will actually receive the income listed for any or all of the specific securities for which EAI is provided.** *Your actual income and yield may be higher or lower EAI should not be relied upon for making investment, trading or tax decisions There are circumstances in which EAI will not be calculated for a specific security. Please refer to the Help/Glossary section of Fidelity.com for additional information including specific calculations.*

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions LISWHIT FOUNDATION 12023111	Employer identification number (EIN) or 27-3988759
	Number, street, and room or suite no If a P O box, see instructions 370 MAIN STREET, 12TH FL	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions WORCESTER, MA 01608	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ____________________

Telephone No ▶ ____________________ FAX No. ▶ ____________________

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [X] calendar year 20 12 or

▶ [ ] tax year beginning ____________, 20 ____, and ending ____________, 20 ____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	**3a**	$ NONE
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 1,716.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ None

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions LISWHIT FOUNDATION 12023111	Employer identification number (EIN) or 27-3988759
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 370 MAIN STREET, 12TH FL	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions WORCESTER, MA 01608	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ ______________________
  Telephone No ▶ ______________ FAX No. ▶ ______________
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 13 .

5 For calendar year 2012 , or other tax year beginning __________ , 20 ____ , and ending __________ , 20 ____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED IN ORDER TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**8a**	$ NONE
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 1,716.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ None

Signature and Verification must be completed for Part II only.

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

Signature ▶ Jeffrey E Fjelstul Title ▶ Preparer Date ▶ 07/31/2013