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. Form **990-PF**

EXTENSION GRANTED 8/15/13 Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

Dep Inter	artmer nal Re	nt of the Treasury evenue Service	Note. The four	ndation may	be able to use a copy of this	return to satisfy state repo	rting requirements.	Open to public Inspection
For	cale	ndar year 2012	or tax year beginning	SEP	21, 2012	, and ending	DEC 31, 2012	
		f foundation ERT AND	SUSAN SUL	LIVAN	CHARITABLE		A Employer identification	number
_E	טסי	NDATION	, INC. C/O	SULLI	VAN TIRE CO.		46-1100887	<u> </u>
			pox number if mail is not dei	ivered to street	address)	Room/sulte	B Telephone number 617-330-70	160
	-	own, state, and well, M						bending, check here X
_		k all that apply:	X Initial return Final return		Amended return	ormer public charity	D 1. Foreign organization 2. Foreign organizations m check here and attach or	s, check here
H (Check	k type of organiz	Address cha ation: X Section		Name change cempt private foundation		check here and attach of	
	_] S€	ection 4947(a)(1	nonexempt charitable	trust 🔲	Other taxable private found	ation)(A), check here
l F	air ma	arket value of all	assets at end of year	J Accounti	ng method: X Cash	Accrual	F If the foundation is in a	60-month termination
		Part II, col. (c),			her (specify)		under section 507(b)(1	
	<u> \$ </u>			(Part I, colu	mn (d) must be on cash	basis.)		
P	art I	The total of amo	evenue and Expenses unts in columns (b), (c), and if the amounts in column (a).	(d) may not)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1	Contributions,	gifts, grants, etc., receiv	red . ,	150,824.		· N/A "	1 / 1
	3	Interest on saving	fithe foundation is not required to a and temporary				,	
	4	Dividends and i	nterest from securities					***
	5a	Gross rents						
	þ	Net rental income	or (loss)					
Revenue	6a b	Genee cales name	rom sale of assets not on ilr for all	ne 10		, , ,	,	, ;
eve	7	Capital gain net in	come (from Part IV, line 2)			0.		,
Œ	8	Net short-term	capital gain 👑					
	9 10a	Gross sales less n				·		
	b	Less Cost of good	is sold .					
	5	Gross profit or	(loss)		<u> </u>			
	11	Other income		•				
	12	Total. Add lines	1 through 11	.	150,824.	0.	} 	
	13	•	officers, directors, trustees,		0.	0.		0.
	14		salaries and wages					
Ş	15		mployee benefits		3,027.			2 022
Operating and Administrative Expenses	168	Legal fees		1T.1	3,027.	0.	<u> </u>	3,027.
Xp.	, ,	Accounting fees	nal fees STM	iT 2	291.	0.		291.
쁧	17	Interest						231.
ૡૢૼ૽	18	Taxes	····\·································	CEIVI	:U 			
St	10	Depreciation and			18			27 77 (2)
Į.	20	_ *		G 1 2 7	013 पि			
A	21		ces, and meetings	***************************************				
Ę,	22	Printing and put						
6	23	Other expenses	1 / 1/1/2	DEN,				
뷿	24		and administrative					
9			lines 13 through 23		3,318.	0.		3,318.
Ō	25	Contributions, g		[14,945.	Y ,, " " , '	/ \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	14,945.
			and disbursements.					
		Add lines 24 and	1 25	<u> </u>	18,263.	0.		18,263.
	27	Subtract line 26	from line 12:		300 Jugge 24 3		*	
- {			over expenses and disburse	F	132,561.			
- 1	þ	Net investment	incom8 (if negative, enter	-0-)		0.	N7/N	<u> </u>

ROBERT AND SUSAN SULLIVAN CHARITABLE FOUNDATION, INC. C/O SULLIVAN TIRE CO. 46-1100887 Page 2

_	990-PF (2012) FOUNDATION, INC. C/O SU	Beginning of year		1100887 Page :
Pa	Malance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	(a) Book Value		
\neg	1 Cash - non-interest-bearing		(b) Book Value 2,316.	2,316.
	2 Savings and temporary cash investments		115,377	125,487.
	3 Accounts receivable ►	2.00 1/1 201 (. no		
Į.	Less: allowance for doubtful accounts			Perdemilare."
-	4 Pledges receivable	: '		,, ,,
1	Less: allowance for doubtful accounts	· · · · · · · · · · · · · · · · · · ·	[1 11.11. 1 11.1 11.111
1	5 Grants receivable			
1	6 Receivables due from officers, directors, trustees, and other			
1	disqualified persons			
1			7 7 7 7 7	
1	Less: allowance for doubtful accounts	+		erakan marmar min
,	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
١,	Oa Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	# Investments - comporate bonds			
١,	c Investments - corporate bonds 1 investments - land, buildings, and equipment basis	——————————————————————————————————————	, , , , , , , , , , , , , , , , , , , ,	······
'	Less accumulated depreciation	†	,	W/ N/ /
١,	2 Investments - mortgage loans	 		
- 1	3 Investments - other	· · · · · · · · · · · · · · · · · · ·		
4 -	4 Land, buildings, and equipment: basis	. "		· · · · · · · · · · · · · · · · · · ·
'	Less: accumulated depreciation	· · ·	."' ,' .	•
	5 Other assets (describe			
ן'	Other assets (describe >)	 		
,	6 Total assets (to be completed by all filers)	0.	117,693.	127,803.
_	7 Accounts payable and accrued expenses		11,,030.	121/003
1				,
1				
1	Described Tovers of Incentified Decisions to the Company of the C			
2			<u> </u>	
	2 Other liabilities (describe >)		<u> </u>	
1				•
2	3 Total liabilities (add lines 17 through 22)	0.	0.	
Ť	Foundations that follow SFAS 117, check here			,
	and complete lines 24 through 26 and lines 30 and 31.			
2	•	}		
2				•
2	Permanently restricted			· · · · · · · · · · · · · · · · · · ·
	Foundations that do not follow SFAS 117, check here			
1	and complete lines 27 through 31.			
2	Capital stock, trust principal, or current funds	0.	0.	
2: 2: 2: 2: 3:		0.	0.	
29		0.	117,693.	
30	*	0.	117,693.	
	, , , , , , , , , , , , , , , , , , ,			
31	Total liabilities and net assets/fund balances	0.	117,693.	
		alanasa		
ar	Analysis of Changes in Net Assets or Fund B	alarices		
To	al net assets or fund balances at beginning of year - Part II, column (a), line	30		
(m	ust agree with end-of-year figure reported on prior year's return)			0.
	er amount from Part I, line 27a			132,561.
Oth				0.
Ad	1 lines 1, 2, and 3	** *** *** *** ***	4	132,561.
Dec	creases not included in line 2 (itemize)		5	14,868.
Tot	al net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30	6	117,693.
				Form 990-PF (2012)

ROBERT AND SUSAN SULLIVAN CHARITABLE FOUNDATION, INC. C/O SULLIVAN TIRE CO.

Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (a) List and describe the kind(s) of property sold (e.g., real estate, (c) Date acquired (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co.) (mo., day, yr.) (mo., day, yr.) NONE b đ (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) h đ 8 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (1) Gains (Col. (h) gain minus col. (k), but not less than -0-) or (j) Adjusted basis (k) Excess of col. (i) Losses (from col (h)) (I) F.M.V. as of 12/31/69 as of 12/31/69 over col. (j), if any a If gain, also enter in Part I, line 7 2 Capital gain net income or (net capital loss) 2 If (loss), enter -0- in Part I, line 7 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income N/A (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? If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part Enter the appropriate amount in each column for each year; see the instructions before making any entries (a) Base period years (d) Distribution ratio (b) Adjusted qualifying distributions Net value of noncharitable-use assets Calendar year (or tax year beginning in) (col (b) divided by col. (c)) 2011 2010 2009 2008 2007 2 Total of line 1, column (d) 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 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 Multiply line 4 by line 3 _____ 5 Enter 1% of net investment income (1% of Part I, line 27b) 7 Enter qualifying distributions from Part XII, line 4 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.

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				<u> </u>		Page 4
	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4940	<u>3 -</u>	see	instn	uctio	ns)
18	Exempt operating foundations described in section 4940(d)(2), check here ► □ and enter "N/A" on line 1.	. 1		199	ź	11/3
	Date of ruling or determination letter:	1	de e	. X: 1	1000	2.54
t	b Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕨 🔲 and enter 1%	4	.,,	······		0.
	of Part I, line 27b	1	<i>;;</i> ;	59		1. 33
	E All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	١,	* ~~~	2	3	أر يسن
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	_				<u> </u>
3	Add lines 1 and 2	_				0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	_				0.
5		4	,			0.
6	Credits/Payments:	1	, ,		, , ,	1.1
	2012 estimated tax payments and 2011 overpayment credited to 2012	71	177	, " "	18	١
	Exempt foreign organizations - tax withheld at source	ı		19	1	27/3
	: Tax paid with application for extension of time to file (Form 8868).	4	~ " " " " " " " " " " " " " " " " " " "	1,	<i>'</i> '	
	Backup withholding erroneously withheld	4	42			/. ,
7	Total credits and payments. Add lines 6a through 6d	\rightarrow				0.
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	_				
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	_				0.
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	-				
	Enter the amount of line 10 to be: Credited to 2013 estimated tax	4				
	Statements Regarding Activities			Ŧ	1	I NI -
18	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in				Tes	No
_	• • • • • • • • • • • • • • • • • • • •			1a	├	X
D	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			1b	ļ	^
	If the answer is "Yes" to 1aor 1b, attach a detailed description of the activities and copies of any materials published of	r			1	
_	distributed by the foundation in connection with the activities.			1	1	x
	: Did the foundation file Form 1120-POL for this year?		• ••	10	 	<u> </u>
u	(1) On the foundation \triangleright \$ (2) On foundation managers. \triangleright \$ 0 .			1]	
	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation			İ	1	
6	managers. > \$ 0 .			1	1	İ
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			2		X
•	If "Yes," attach a detailed description of the activities.	• •	• ••	-	····	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or			Ī	`	
•	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			3	1	Х
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	••		4a	· -	X
	If "Yes," has it filed a tax return on Form 990-T for this year?	N/	'A	4b		
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			5	<u> </u>	X
_	If "Yes," attach the statement required by General Instruction T.	•			· · · · · ·	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:				;	
	By language in the governing instrument, or					
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law					ļ
	remain in the governing instrument?			6		X
7	Did the foundation have at least \$5,000 in assets at any time during the year?			7	X	
	If "Yes," complete Part II, col. (c), and Part XV.			3,		
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)				8	k i
	of each state as required by General Instruction G? If "No," attach explanation	••••		8b	X	
	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar			14.2		<i>i</i> :
	year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV			9		<u>X</u>
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule (listing their names and addresses	<u></u>		10		X

	n 990-PF (2012) FOUNDATION, INC. C/O SULLIVAN TIRE CO. 46-110	<u> </u>		Page 5
_	art 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		х
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 ► CATHY DITULIO C/O SULLIVAN TIRE Telephone no. ► 781-98	32-1	550	
	Located at ► 41 ACCORD PARK DRIVE, NORWELL, MA ZIP+4 ►02	2061		
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		/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank,	1 1	Yes	
	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		- 1	
Pa	country Art VII-B Statements Regarding Activities for Which Form 4720 May Be Required	<u>i</u>		
<u> </u>	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	ŢŢ	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?	i l	l	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?	1 1		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		ì	1
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available	1 1	i	
	for the benefit or use of a disqualified person)?		l	
	(6) Agree to pay money or property to a government official? (Exception. Check "No"	1	ł	
	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.)	1		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	1 1	- 1	
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	16]	
	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		J	
	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)):	ļļ	ſ	
8	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	ll	Į	
	before 2012? Yes X No	1 1	l	
	If "Yes," list the years ,,,		i	
	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect	i i		
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach		ł	
	statement - see instructions.) N/A	2b		
C	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	} }	Ī	
_	<u> </u>			
	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time))	ĺ	
	during the year? Yes X No		- 1	
	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after		ļ	
	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		ł	
	of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C,	,	- }	
	Form 4720, to determine if the foundation had excess business holdings in 2012) N/A Pid the foundation invest during the very any amount in a manner that would record to the short table averages?	3b	\dashv	X
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	48		
	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?	,,	- 1	¥
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Form 990-PF (2012) FOUNDATION, INC. C/O SUI	LIVAN TIRE CO	o	46-11008	387 Page 6
Part VII-B Statements Regarding Activities for Which	Form 4720 May Be	Required (contin	nued)	
5a During the year did the foundation pay or incur any amount to:				2,1 1 57
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n 4945(e))?	Y	es 🗓 No [
(2) Influence the outcome of any specific public election (see section 4955);				
any voter registration drive?	•• •••••• • • • • • • • • • • • • • • •	⊻	es 🔀 No 🚦	きまり 軽性
(3) Provide a grant to an individual for travel, study, or other similar purposes		Y	es 💹 No	
(4) Provide a grant to an organization other than a charitable, etc., organization				
509(a)(1), (2), or (3), or section 4940(d)(2)?			es 💹 No 🚦	of the Alberta
(5) Provide for any purpose other than religious, charitable, scientific, literary			<u> </u>	
the prevention of cruelty to children or animals?			es X No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un			/-	
section 53.4945 or in a current notice regarding disaster assistance (see instr	uctions)?		<u>N/A</u> .	5b
Organizations relying on a current notice regarding disaster assistance check			▶└ [
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption	from the tax because it mainta	ained	["特别 "
expenditure responsibility for the grant?		<u> У.А Ч</u>	85 No {	不得的事分
If "Yes," attach the statement required by Regulations section 53.494	, ,			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to			(T)	
a personal benefit contract?				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a	personal benefit contract?		······· ···	6b X
If "Yes" to 6b, file Form 8870.		Г.	[1]	
7a At any time during the tax year, was the foundation a party to a prohibited tax				
b If 'Yes,' did the foundation receive any proceeds or have any net income attrib				7b
Part VIII Information About Officers, Directors, Trust Paid Employees, and Contractors	ees, Foundation Ma	anagers, Highl	У	
1 List all officers, directors, trustees, foundation managers and their	compensation.			
	(b) Title, and average	(c) Compensation	(d) Contributions to	(e) Expense
(a) Name and address	hours per week devoted	(If not paid,	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other
	to position	enter -0-)	compensation	allowances
	1	İ		
SEE STATEMENT 4		0.	0.	0.
			<u>°</u>	
		1		1
		 		
	1			
				}
		 		
				ļ
			1	
2 Compensation of five highest-paid employees (other than those inc	luded on line 1). If none,	enter "NONE."	L	
4.11	(b) Title, and average		(d) Contributions to employee benefit plans	(e) Expense
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	and deterred compensation	account, other allowances
NONE				1
				1
		1		
		<u> </u>		
				1
		 		
	1	1		ł.
				
		}		
Total number of other employees paid over \$50,000				0
neg				

ROBERT AND SUSAN SULLIVAN CHARITABLE FOUNDATION, INC. C/O SULLIVAN TIRE CO.

•	Nobelit into ocolin bolletvini cinin	- 11W-DH	
Form 990-PF (2012)	FOUNDATION, INC. C/O SULLIVAN		1100887 Page 7
Part VIII Inform	nation About Officers, Directors, Trustees, Four imployees, and Contractors (continued)	ndation Managers, Highly	
3 Five highest-paid in	dependent contractors for professional services. If none, e	nter "NONE."	
	me and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE			
		- 	
			
Total number of others rec	eiving over \$50,000 for professional services		▶
Part IX-A Summ	ary of Direct Charitable Activities		
List the foundation's four la	argest direct charitable activities during the tax year. Include relevant st	atistical information such as the	Expenses
	nd other beneficianes served, conferences convened, research papers	produced, etc.	Exhelises
1N/A			
2			
2			
·			
	· · · · · · · · · · · · · · · · · · ·		
4			···
Part IX-B Summa	ry of Program-Related Investments	·····	
	ogram-related investments made by the foundation during the tax year	on lines 1 and 2.	Amount
1 N/A			
			
2			
			
All other program-related in	vestments See instructions.		
3			
Total. Add lines 1 through	13		0.

Form **990-PF** (2012)

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46-1100887

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7

FOUNDATION, INC. C/O SULLIVAN TIRE CO. Form 990-PF (2012) Page 8 Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: 94,422. Average monthly fair market value of securities 1a 22,199. Average of monthly cash balances 16 Fair market value of all other assets 10 116,621. Total (add lines 1a, b, and c) 1d Reduction claimed for blockage or other factors reported on lines 1a and Acquisition indebtedness applicable to line 1 assets 2 3 Subtract line 2 from line 1d Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 5 Minimum Investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD. 6 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.) 1,605. Minimum investment return from Part X, line 6 1 1 Tax on investment income for 2012 from Part VI, line 5 11 Add lines 2a and 2b 2¢ Distributable amount before adjustments. Subtract line 2c from line 1 1,605. 3 4 1,605 5 Deduction from distributable amount (see instructions)

Part XII Qualifying Distributions (see instructions)

4940(e) reduction of tax in those years.

Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1 ...

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	18,263.
þ	Program-related investments - total from Part IX-B	1b	0.
	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		
3	Amounts set aside for specific charitable projects that satisfy the:		
а	Suitability test (prior IRS approval required)	3a	
	Cash distribution test (attach the required schedule)		
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	18,263.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
	income. Enter 1% of Part I, line 27b	5	0.
6			18,263.
	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

Form 990-PF (2012)

1,605.

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				0.
2 Undistributed income, if any, as of the end of 2012.		, 7 , 21 3		1 11 111 1
a Enter amount for 2011 only	, , ,		0.	// · · · · · · · · · · · · · · · · · ·
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
e From 2009		13 12 18 18 18 18		
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			r v 1777 (78 - 11
4 Qualifying distributions for 2012 from		, ·· .		
Part XII, line 4. ►\$ N/A			1 /	
a Applied to 2011, but not more than line 2a	^ .		0.	
b Applied to undistributed income of prior	·····			**************************************
years (Election required - see instructions)		0.		, ;
c Treated as distributions out of corpus			***************************************	**************************************
(Election required - see instructions)	0.			
d Applied to 2012 distributable amount			I/1-1/11	0.
e Remaining amount distributed out of corpus	0.	[7 7 7	•
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount	0.	·····		0.
must be shown in column (a)) 6 Enter the net total of each column as			÷	,
indicated below: a Corpus Add lines 31, 4c, and 4e. Subtract line 5	0.	•		
b Prior years' undistributed income. Subtract				
line 4b from line 2b		0.		
c Enter the amount of prior years'	***************************************			
undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously				, ,
assessed		0.	ŕ	
d Subtract line 6c from line 6b. Taxable	,		•	,
amount - see instructions		0.	,	, ;
e Undistributed income for 2011. Subtract line				, ,
4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2012. Subtract	, '	·		
lines 4d and 5 from line 1. This amount must	,	· · · · · · · · · · · · · · · · · · ·		_
be distributed in 2013				0.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by	_		1 * 3/1 /	
section 170(b)(1)(F) or 4942(g)(3)	0.		·/	
3 Excess distributions carryover from 2007	, [· · · · · · · · · · · · · · · · · · ·	
not applied on line 5 or line 7	0.			
Excess distributions carryover to 2013.			3 / 1/2	
Subtract lines 7 and 8 from line 6a	0.			
Analysis of line 9.	72 S			
a Excess from 2008			· 11/1/19	
b Excess from 2009				
c Excess from 2010 .	1		4/	The same of the
d Excess from 2011			S 10 10	· • / / · · · / /
e Excess from 2012	<u> </u>	<u> </u>	<u></u>	
				Form 990-PF (2012)

	TION, INC. C				100887	Page 1
Part XIV Private Operating I				N/A		
1 a If the foundation has received a ruling			- ,			
foundation, and the ruling is effective for				4040(1)40	0.40(1)(5)	
b Check box to indicate whether the foun		ng toundation describe		4942(j)(3) or 4	1942(j)(5)	
2 a Enter the lesser of the adjusted net	(a) 2012	(b) 2011	Prior 3 years (c) 2010	(d) 2009	- (a) To	lal
income from Part I or the minimum	(4) 2012	(0) 2011	(6) 2010	(8) 2009	(e) To	181
investment return from Part X for		ļ		ł	1	
each year listed	ļ			 		
b 85% of line 2a		 			 	
c Qualifying distributions from Part XII,				\		
tine 4 for each year listed	ļ			 	 	
d Amounts included in line 2c not		1		1		
used directly for active conduct of					1	
exempt activities				 	 	
e Qualifying distributions made directly		1			1	
for active conduct of exempt activities.]				
Subtract line 2d from line 2c	 				 	
atternative test relied upon:	ļ	ļ		ł		
a "Assets" alternative test - enter:]					
(1) Value of all assets	 	 		 	-	
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)						
b "Endowment" atternative test - enter 2/3 of minimum investment return	1		j			
shown in Part X, line 6 for each year listed						
c "Support" alternative test - enter:						
(1) Total support other than gross			+	}	1	
investment income (interest,		ţ		Į.	1	
dividends, rents, payments on securities loans (section				1	1	
512(a)(5)), or royalties)					<u>.</u>	
(2) Support from general public	,	,]	
and 5 or more exempt organizations as provided in	Į		l		1	
section 4942(j)(3)(B)(III)			<u> </u>			
(3) Largest amount of support from					1	
an exempt organization						
(4) Gross investment income	ļ	<u> </u>	<u></u>	<u> </u>		
Part XV Supplementary Info			\prime if the foundation	had \$5,000 or m	ore in asse	ets
at any time during t	he year-see instr	uctions.)				
1 Information Regarding Foundation						
a List any managers of the foundation wh			ntributions received by the	foundation before the clo	se of any tax	
year (but only if they have contributed in	1016 111911 \$2,000). (266 2	ecuon 507(0)(2).)				
NONE						
b List any managers of the foundation wh other entity) of which the foundation ha			(or an equally large portion	on of the ownership of a p	artnership or	
	3 a 10 % of greater interes	, 				
NONE	0	Ocholombi A. B				
2 Information Regarding Contribute Check here ► X if the foundation of						
the foundation makes gifts, grants, etc	iny makes contributions i (see instructions) to indiv	idusis or oroanizations	under other conditions or	ot accept unsolicited regi	Uesis for Tunos. A A	17
a The name, address, and telephone num	` 			omplote terns za, b, c, and		
a The name, address, and telephone num	ber of emilal of the perso	ii to whom applications	SHOURD DE SUUTESSEU.			
b The form in which applications should b	e submitted and informat	ion and materials they s	should include:			
c Any submission deadlines:						
d Any restrictions or limitations on awards	s, such as by geographica	l areas, charitable fields	, kinds of institutions or o	ther factors:		
•				··· ····		

ROBERT AND SUSAN SULLIVAN CHARITABLE FOUNDATION, INC. C/O SULLIVAN TIRE CO. Form 990-PF (2012) 46-1100887 Page 11 Part XV Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient Purpose of grant or contribution Foundation show any relationship to **Amount** status of recipient any foundation manager Name and address (home or business) or substantial contributor a Paid during the year BROCKTON BOYS & GIRLS CLUB NON PROFIT TO PROVIDE FINANCIAL 233 WARREN AVENUE DRGANIZATION ASSISTANCE TO BROCKTON, MA 02301 CHARITABLE ORGANIZATION. 14,945.

Total		> 3a	14,94
BROCKTON BOYS & GIRLS CLUB 233 WARREN AVENUE BROCKTON, MA 02301	NON PROFIT ORGANIZATIO	TO PROVIDE PINANCIAL N ASSISTANCE TO CHARITABLE ORGANIZATION.	£ 16:
		OKGANI MATON.	6,162
Total		> 3b	6,162

Enter gross amounts unless otherwise indicated.	Unrelated b	usiness income	Excluded	by section 512, 513, or 514	/o)
·	(a) Business	(b) Amount	Exclu- sion	(d) Amount	(e) Related or exempt function income
1 Program service revenue:	code		code	Ariiduit	idiicdon income
<u> </u>	 		++		
b		-	- - -		
<u> </u>		 	+-+-		
·			+		
B			 		
g Fees and contracts from government agencies	 		++		
2 Membership dues and assessments			1-1		
3 Interest on savings and temporary cash		· - · · · · · · · · · · · · · · · · · ·	1-1-		
investments	1				
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:		······································	7	, ,	· · · · · · · · · · · · · · · · · · ·
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					
9 Net income or (loss) from special events					
O Gross profit or (loss) from sales of inventory					
a					
b					
C					
d			<u> </u>		
e			<u> </u>		
2 Subtotal Add columns (b), (d), and (e)	L	0.		0.	0
3 Total . Add line 12, columns (b), (d), and (e)				13	0
See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities to	the Accom	plishment of E	xempt F	Purposes	
I to all - Contain halow have each actively for which income	o is separated in as	duese (a) of Do-ANG	• • • • • • • • • • • • • • • • • • •		llab A - A
Line No. Explain below how each activity for which income the foundation's exempt purposes (other than be			4 contribute	ed importantly to the accomp	disnment of

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).			
_				

FOUNDATION, INC. C/O SULLIVAN TIRE CO. Form 990-PF (2012) 46-1100887 Page 13 Information Regarding Transfers To and Transactions and Relationships With Noncharitable **Exempt Organizations** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of Yes No 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 b Other transactions: (1) Sales of assets to a noncharitable exempt organization X 16(1) (2) Purchases of assets from a noncharitable exempt organization X 16(2) X (3) Rental of facilities, equipment, or other assets $\overline{\mathbf{x}}$ (4) Reimbursement arrangements X (5) Loans or loan guarantees X (6) Performance of services or membership or fundraising solicitations X c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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. (b) Amount involved (c) Name of noncharitable exempt organization (2) ⊔ne no (4) 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? X No b If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledges 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. Sign return with the 7/30/13 instr)? Here PRESIDENT Signature of officer or trustee Date Title Print/Type preparer's name Prepares signature Date Check self-employed Paid LAUREN CARNES 077⁄18/13 P00297040 **Preparer** Firm's name O'CONNOR & DREW, P.C. Firm's EIN ► 04-3000523 **Use Only**

Form 990-PF (2012)

617-471-1120

Phone no.

Firm's address ▶ 25 BRAINTREE HILL OFC PK, SUITE 102

BRAINTREE, MA 02184

Schedule B (Form 990, 990-EZ, or 990-PF)

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Department of the Treasury Internal Revenue Service Name of the organization

ROBERT AND SUSAN SULLIVAN CHARITABLE FOUNDATION, INC. C/O SULLIVAN TIRE CO.

Employer identification number

46-1100887

Organization type (check one):				
Filers of:	Section:			
Form 990 or 990-EZ	501(c)() (enter number) organization			
	4947(a)(1) nonexempt charitable trust not treated as a private foundation			
	527 political organization			
Form 990-PF	X 501(c)(3) exempt private foundation			
	4947(a)(1) nonexempt charitable trust treated as a private foundation			
	501(c)(3) taxable private foundation			
Check if your organization is	covered by the General Rule or a Special Rule.			
• -	7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.			
General Rule				
X For an organization contributor. Comple	filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one ete Parts I and II.			
Special Rules				
509(a)(1) and 170(b)	(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections (1)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.			
total contributions of	(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or uelty to children or animals. Complete Parts I, II, and III.			
contributions for use If this box is checke purpose. Do not cor	(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, e exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. d, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., implete any of the parts unless the General Rule applies to this organization because it received nonexclusively etc., contributions of \$5,000 or more during the year \bigsim \$			
out it must answer "No" on F	at is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).			

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization
ROBERT AND SUSAN SULLIVAN CHARITABLE
FOUNDATION, INC. C/O SULLIVAN TIRE CO.

Employer identification number

46-1100887

Part I	Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.					
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution			
1	ROBERT SULLIVAN 124 WARREN PLYMOUTH, MA 02061	\$\$\$\$	Person X Payroll			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution			
2	SUSAN SULLIVAN 124 WARREN PLYMOUTH, MA 02061	\$\$	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution			
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution			
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)			
(a) No.	(b) Name, address, and ZiP + 4	(c) Total contributions	(d) Type of contribution			
		\$	Person Payroll Occash Complete Part II if there is a noncash contribution.)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution			
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)			

Schedule B (Form 990, 990-EZ, or 990-PF) (2012) Name of organization ROBERT AND SUSAN SULLIVAN CHARITABLE FOUNDATION, INC. C/O SULLIVAN TIRE CO.

Employer identification number

46-1100887

(a)		(c)	1
No.	(b)	FMV (or estimate)	(d)
from	Description of noncash property given	(see instructions)	Date received
Part I			
_			
(a)		\$	
No.	(b)	(c)	(d)
rom	Description of noncash property given	FMV (or estimate)	Date received
Part I		(see instructions)	
		\$	
(a) No.	(b)	(c)	(d)
rom Part I	Description of noncash property given	FMV (or estimate) (see instructions)	Date received
_		 \$	
(a)			
No.	(b)	(c)	(d)
rom art I	Description of noncash property given	FMV (or estimate) (see instructions)	Date received
4-2			
(a) No.	(b)	(c)	(d)
rom art I	Description of noncash property given	FMV (or estimate) (see instructions)	Date received
			I
		\$	<u> </u>
(a) ło.	(b)	(c)	(d)
om	Description of noncash property given	FMV (or estimate) (see instructions)	Date received
rt I		(see instructions)	
_			
			

Schedule E	B (Form 990, 990-EZ, or 990-PF) (2012)		Page 4			
Name of org			Employer Identification number			
	r and susan sullivan chai					
	ATION, INC. C/O SULLIVAN		46-1100887 (7), (8), or (10) organizations that total more than \$1,000 for the			
Part III	vear. Complete columns (a) through (e) and the '	following line entry. For organizatio	ons completing Part III, enter			
	the total of exclusively religious, charitable, etc., Use duplicate copies of Part III if additional		the year. (Enter this Information once.)			
(a) No.	Ose duplicate copies of Part III II additional	space is needed.				
from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held			
						
-			 			
	(e) Transfer of gift					
	Transferee's name, address, and	Relationship of transferor to transferee				
1						
}						
(a) No.						
from	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held			
Part I			· · · · · · · · · · · · · · · · · · ·			
}_						
		(e) Transfer of gift				
ł	Transferee's name, address, and	71D ± 4	Relationship of transferor to transferee			
}	transièree 5 name, address, and	217 7 4	netationship of transferor to transferee			
(a) Na						
(a) No. from	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held			
Part I						
L						
	(e) Transfer of gift					
}	Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee					
t	Transferee 3 name, address, and arr 4 4		relationship of transferor to transferee			
Ì						
(a) Na						
(a) No. from	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held			
Part I						
						
L						
Γ	(e) Transfer of gift					
	.	715 4				
-	Transferee's name, address, and	<u> </u>	Relationship of transferor to transferee			
1 .						

FORM 990-PF	LEGAL	FEES	STATEMENT 1		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FES	3,027.	0.		3,027.	
TO FM 990-PF, PG 1, LN 16A	3,027.	0.		3,027.	
FORM 990-PF (RM 990-PF OTHER PROFESSIONAL FEES			FATEMENT 2	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK FEES	291.	0.		291.	
TO FORM 990-PF, PG 1, LN 16C	291.	0.		291.	
FORM 990-PF OTHER DECREASE	ES IN NET AS	SETS OR FUND I	BALANCES S'	TATEMENT 3	
DESCRIPTION				AMOUNT	
NREALIZED GAIN/ (LOSS) ON IN	VESTMENTS			14,868.	
POTAL TO FORM 990-PF, PART II	II, LINE 5			14,868.	

CA10710 710000 000F0400 0010 0111

FORM 990-PF	PART VIII - LIS TRUSTEES AND	STATEMENT 4			
NAME AND ADDRESS		TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT SULLIVAN 124 WARREN AVE PLYMOUTH, MA 02360)	PRESIDENT 0.00	0.	0.	0.
SUSAN SULLIVAN 124 WARREN AVE PLYMOUTH, MA 02360)	TREASURER 0.00	0.	0.	0.
ROBERT SULLIVAN 124 WARREN AVE PLYMOUTH, MA 02360)	CLERK 0.00	0.	0.	0.
SUSAN SULLIVAN 124 WARREN AVE PLYMOUTH, MA 02360	ı	DIRECTOR 0.00	0.	0.	0.
ROBERT SULLIVAN 124 WARREN AVE PLYMOUTH, MA 02360	ı	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON	990-PF, PAGE 6	, PART VIII	0.	0.	0.