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Form **990-PF**

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation **AEQUA FOUNDATION**
C/O EDWARDS WILDMAN PALMER LLP

A Employer identification number
71-6225066

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P.O. BOX 990129

B Telephone number (see instructions)
617- 239-0773

City or town, state, and ZIP code
BOSTON, MA 02199-0129

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

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 4,242,931.**
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	43.	43.		STMT 1
4 Dividends and interest from securities	84,132.	84,132.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	36,182.			
b Gross sales price for all assets on line 6a	219,092.			
7 Capital gain net income (from Part IV, line 2)		36,182.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	120,357.	120,357.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	11,627.	5,814.		5,814.
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)	7,791.	3,895.	NONE	3,895.
c Other professional fees (attach schedule)	20,000.			20,000.
17 Interest				
18 Taxes (attach schedule) (see instructions)	2,411.	2,021.		
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)	-594.	459.		135.
24 Total operating and administrative expenses. Add lines 13 through 23	42,423.	12,189.	NONE	29,844.
25 Contributions, gifts, grants paid	1,510,237.			260,237.
26 Total expenses and disbursements Add lines 24 and 25	1,552,660.	12,189.	NONE	290,081.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-1,432,303.			
b Net investment income (if negative, enter -0-)		108,168.		
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	3,650.	-41,212.	-41,212.
	2	Savings and temporary cash investments	1,221,901.	251,334.	251,334.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	50,790.		
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)	52,949.		
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	4,182,540.	3,843,485.	4,032,809.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	5,511,830.	4,053,607.	4,242,931.	
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 <input type="checkbox"/> 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. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	5,511,830.	4,053,607.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	5,511,830.	4,053,607.		
31	Total liabilities and net assets/fund balances (see instructions)	5,511,830.	4,053,607.		

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	5,511,830.
2	Enter amount from Part I, line 27a	2	-1,432,303.
3	Other increases not included in line 2 (itemize) ▶ TRANSACTIONS POSTED FOR PRIOR PERIOD	3	7,097.
4	Add lines 1, 2, and 3	4	4,086,624.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	33,017.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,053,607.

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 219,092.		182,910.	36,182.		
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			36,182.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	36,182.	
{ If gain, also enter in Part I, line 7 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):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	269,153.	5,595,198.	0.048104
2010	270,627.	5,448,097.	0.049674
2009	295,474.	5,220,794.	0.056596
2008	309,043.	5,995,902.	0.051542
2007	158,789.	6,342,550.	0.025036
2 Total of line 1, column (d)			0.230952
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			0.046190
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4,231,566.
5 Multiply line 4 by line 3			195,456.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,082.
7 Add lines 5 and 6			196,538.
8 Enter qualifying distributions from Part XII, line 4			290,081.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,082.
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	1,082.
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	1,082.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	676.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	700.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,376.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	294.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 294, Refunded <input type="checkbox"/>	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?		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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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		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	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	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 ▶ SEE STATEMENT 12 Telephone no ▶			
Located at ▶ ZIP+4 ▶				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year ▶				
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	Yes	No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b** ☒Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No **STMT. 13**

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? ☐ Yes ☒ No **6b** ☒

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? ☐ Yes ☒ No **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARK M. CHRISTOPHER, ESQ. 111 HUNTINGTON AVENUE, BOSTON, MA 02199-7613	TRUSTEE 1	11,627.	- 0 -	- 0 -
EVE GRACE PENOYER, ESQ. 59 TUSOCK BROOK ROAD, DUXBURY, MA 02332-4834	RESIGNED 1/18/12 8			

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**

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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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	3,859,034.
b	Average of monthly cash balances	1b	436,972.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,296,006.
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	4,296,006.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	64,440.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,231,566.
6	Minimum investment return. Enter 5% of line 5	6	211,578.

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	211,578.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,082.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,082.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	210,496.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	210,496.
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	210,496.

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	290,081.
b	Program-related investments - total from Part IX-B	1b	NONE
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	290,081.
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	1,082.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	288,999.

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				210,496.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			260,234.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		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: ► \$ <u>290,081.</u>				
a Applied to 2011, but not more than line 2a . . .			260,234.	
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				29,847.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				180,649.
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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BOSTON FOUNDATION, INC. AEQUALIS DONOR ADVISE 75 ARLINGTON STREET 10TH. FLOOR BOSTON MA 02		501(C) (3)	GENERAL & UNRESTRICTED	69,549.
UNION OF CONCERNED SCIENTISTS INC TWO BRATTLE SQUARE CAMBRIDGE MA 02138-3780		509(A) (1)	GENERAL & UNRESTRICTED	1,000.
PINEWOODS CAMP INC 80 CORNISH FIELD ROAD PLYMOUTH MA 02360		509(A) (2)	GENERAL & UNRESTRICTED	5,000.
CHARITIES AID FOUNDATION AMERICA D/B/A CAF AM 1800 DIAGONAL ROAD SUITE 150 ALEXANDRIA VA 2		509(A) (1)	INTENTION TO SUPPORT ZOROASTRIAN TRUST FUNDS	172,688.
THE FOUNDATION FOR CREATIVE ACHIEVEMENT 59 TUSOCK BROOK ROAD DUXBURY MA 02332-4834		PVT. FOUND	CAPITAL & ENDOWMENT PURPOSES	1,250,000.
FOLK ARTS CENTER OF NEW ENGLAND INC. 10 FRANKLIN STREET STONEHAM MA 02180-1862		509(A) (2)	GENERAL & UNRESTRICTED	12,000.
Total			3a	1,510,237.
b Approved for future payment				
Total			3b	

17

SECOND AMENDMENT
TO THE
AEQUA FOUNDATION

I, Mark M. Christopher, of Newton, Massachusetts, the present trustee of the Aequa Foundation, a charitable foundation created under a declaration of trust dated December 19, 2005, made by Eric F. Menoyo as trustee, as amended by a first amendment dated July 30, 2008, by power granted in paragraph 3.2 and every other power, hereby further amend the declaration of trust as follows:

1. I change paragraph 2.3 to read as follows:

2.3 Approval.

No payment may be made by the trustees under the provisions of paragraph 2.1 or paragraph 2.2 unless the trustees shall have prior written consent of the steward (as defined in paragraph 6.2), if and while there is a steward in office, and the prior written consent of the grant manager (as defined in paragraph 6.2A), if and while there is a grant manager in office. In addition, the trustees shall not give any advice to a donor-advised fund containing payments made by the trustees under the provisions of paragraph 2.1 or paragraph 2.2 regarding distributions to be made from the donor-advised fund unless the trustees shall have the prior written consent of the steward, if and while there is a steward in office, and the prior written consent of the grant manager, if and while there is a grant manager in office.


2. I add the following new paragraph 6.2A:

6.2A. Grant manager.

A “grant manager” hereunder is a person holding specified powers under the terms of this declaration. The grant manager shall be the individual or individuals from time to time named in writing by the steward, if and while there is a steward in office, by revocable or irrevocable appointment delivered to the trustees and to the grant manager. In addition to the granting of consent described in paragraph 2.3, the principal responsibility of the grant manager shall be to recommend to the trustees and to the steward, if any while there is a steward in office, appropriate distributions and donees for purposes of payments under the provisions of

paragraph 2.1 and paragraph 2.2. If and while there is a steward in office, he or she may remove any grant manager by notice to that grant manager. A grant manager may resign at any time by written notice given to the trustees and to the steward, if and while there is a steward in office. A grant manager shall be deemed to have resigned immediately upon a determination that such grant manager is not legally competent (as provided in paragraph 6.3).

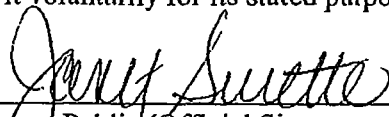
Executed under seal this 14th day of November, 2012.


Mark M. Christopher, Trustee

Commonwealth of Massachusetts

County of Suffolk, ss.

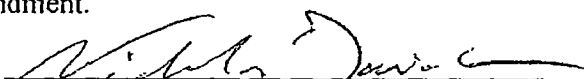
On this 14th day of November, 2012, before me, the undersigned notary public, personally appeared Mark M. Christopher, who is personally known to me or otherwise proved to me through other satisfactory evidence of identification, which was _____, to be the person whose name is signed on the preceding document, and acknowledged to me that he signed it voluntarily for its stated purpose.


Notary Public (Official Signature and Seal of Notary)
My commission expires:



I, Nicholas Davidson, of Boston, Massachusetts, as steward, in accordance with paragraph 3.2, hereby consent to the foregoing amendment.

Date: November 14th, 2012


Nicholas Davidson, Steward

**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

AEQUA FOUNDATION

Employer identification number

71-6225066

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	8,613.
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	8,614.

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	27,568.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	27,568.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

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		8,614.
14	Net long-term gain or (loss):			
a	Total for year	14a		27,568.
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		36,182.

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	()
-----------	---	-----------	-----

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? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> 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? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> 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 (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

▶ 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

Name of estate or trust

AEQUA FOUNDATION

Employer identification number

71-6225066

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 1539. ISHARES MSCI EMERGIN INDEX FUND (ETF)	09/28/2011	04/04/2012	65,475.00	56,866.00	8,609.00
. SPDR GOLD TRUST	10/31/2011	01/11/2012	18.00	19.00	-1.00
. SPDR GOLD TRUST	12/16/2011	01/11/2012	19.00	19.00	
. SPDR GOLD TRUST	10/31/2011	02/14/2012	18.00	18.00	
. SPDR GOLD TRUST	12/16/2011	02/14/2012	18.00	17.00	1.00
. SPDR GOLD TRUST	10/31/2011	03/13/2012	18.00	18.00	
. SPDR GOLD TRUST	12/16/2011	03/13/2012	19.00	18.00	1.00
. SPDR GOLD TRUST	10/31/2011	04/10/2012	20.00	21.00	-1.00
. SPDR GOLD TRUST	12/16/2011	04/10/2012	21.00	20.00	1.00
. SPDR GOLD TRUST	10/31/2011	05/16/2012	21.00	23.00	-2.00
. SPDR GOLD TRUST	12/16/2011	05/16/2012	22.00	22.00	
. SPDR GOLD TRUST	10/31/2011	06/12/2012	18.00	19.00	-1.00
. SPDR GOLD TRUST	12/16/2011	06/12/2012	19.00	18.00	1.00
. SPDR GOLD TRUST	10/31/2011	07/06/2012	18.00	19.00	-1.00
. SPDR GOLD TRUST	12/16/2011	07/06/2012	19.00	19.00	
. SPDR GOLD TRUST	10/31/2011	08/10/2012	18.00	19.00	-1.00
. SPDR GOLD TRUST	12/16/2011	08/10/2012	19.00	19.00	
. SPDR GOLD TRUST	10/31/2011	09/12/2012	18.00	18.00	
. SPDR GOLD TRUST	12/16/2011	09/12/2012	19.00	18.00	1.00
. SPDR GOLD TRUST	10/31/2011	10/08/2012	20.00	20.00	
. SPDR GOLD TRUST	12/16/2011	10/08/2012	21.00	19.00	2.00
. SPDR GOLD TRUST	12/16/2011	11/19/2012	20.00	18.00	2.00
. SPDR GOLD TRUST	12/16/2011	12/11/2012	19.00	17.00	2.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b **8,613.00**

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

JSA
2F1221 2 000

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35

Employer identification number

71-6225066

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	27,568.00
---	------------------

JSA

2F1222 2 000

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8085223264

36 E

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FIDELITY INSTITUTIONAL MONEY MARKET FDS	16.	16.
FEDERATED GOVERNMENT OBLIGATIONS TAX-MAN	27.	27.
	-----	-----
TOTAL	43.	43.
	=====	=====

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AMERICAN CENTURY INTL BOND FUND-INV #992	15,102.	15,102.
ISHARES MSCI EAFE INDEX FUND (ETF)	20,218.	20,218.
ISHARES CORE S&P SMALL-CAP (ETF)	6,200.	6,200.
SPDR S&P 500 ETF	28,552.	28,552.
SPDR S&P MIDCAP 400 ETF	6,954.	6,954.
VANGUARD EMERGING MARKETS STOCK INDEX FU	5,477.	5,477.
VANGUARD PACIFIC STOCK INDEX FUND SIG	1,629.	1,629.
	-----	-----
TOTAL	84,132.	84,132.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	7,791.	3,895.		3,895.
TOTALS	7,791.	3,895.	NONE	3,895.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
-----	-----	-----
CONSULTING FEE - GRANT MGR.	20,000.	20,000.
	-----	-----
TOTALS	20,000.	20,000.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	2,021.	2,021.
FEDERAL ESTIMATES - PRINCIPAL	390.	
	-----	-----
TOTALS	2,411.	2,021.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
FORM PC FILING FEE	35.		35.
	100.		100.
INVESTMENT EXP - SPDR GOLD TR	459.	459.	
TOTALS	594.	459.	135.
	=====	=====	=====

AEQUA FOUNDATION

71-6225066

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION

BEGINNING
BOOK VALUE

\$50,000 FFCB GLOBAL CONS 3.6%

50,790.

TOTALS

50,790.

=====

AEQUA FOUNDATION

71-6225066

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION

BEGINNING

BOOK VALUE

\$50,000 CATERPILLAR FIN SERV

52,949.

TOTALS

52,949.

=====

AEQUA FOUNDATION

71-6225066

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
59,221.928 AMERICAN CENTY INTL	C	1,072,759.	815,429.	865,232.
4,796 ISHARES TR S&P SMLCA	C	312,506.	289,131.	374,568.
2,625 MIDCAP SPDR TR UNIT S	C	371,390.	371,390.	487,489.
9,200 SPDR TR UNIT SER 1 (S&P	C	1,241,940.	1,241,940.	1,310,172.
4,050 ISHARES TR MSCI EMERG	C	210,381.		
10,696 ISHARES TR MSCI EAFE	C	788,835.	752,159.	608,175.
717 SPDR GOLD TRUST	C	115,384.	114,892.	116,169.
2,146.92 VANGUARD PACIFIC STK	C	69,345.	44,441.	49,057.
6,275 VANGUARD EMERGING MKTS	C		214,103.	221,947.
TOTALS		4,182,540.	3,843,485.	4,032,809.
		=====	=====	=====

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

=====

DESCRIPTION

AMOUNT

TRANSACTIONS POSTED AFTER PERIOD END	11,544.
ADJUST BOOK VALUE TO FMV - GRANT SATISFIED IN-KIND	21,435.
TAX COST & BOOK VALUE ADJUSTMENT - SPDR GOLD TRUST	36.
ROUNDING ADJUSTMENT	2.

TOTAL

33,017.

=====

FORM 990PF, PART VII-A, LINE 12 EXPLANATION

=====

THE AEQUA FOUNDATION MADE A QUALIFYING DISTRIBUTION TO THE AEQUALIS FUND, A DONOR ADVISED FUND WITH THE BOSTON FOUNDATION DURING CALENDAR YEAR 2012. IN ACCORDANCE WITH THE BOSTON FOUNDATION'S POLICY, ALL DISTRIBUTIONS FROM THE FUND MUST BE DISTRIBUTED TO QUALIFIED 501(C)(3) PUBLIC CHARITIES OR PRIVATE OPERATING FOUNDATIONS. THIS DISTRIBUTION WILL BE USED TO ACCOMPLISH A CHARITABLE PURPOSE AS DESCRIBED IN SECTION 170(C)(2)(B) OF THE INTERNAL REVENUE CODE.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: MARK M. CHRISTOPHER, ESQ.
% EDWARDS WILDMAN

ADDRESS: 111 HUNTINGTON AVENUE
BOSTON, MA 02199-7613

TELEPHONE NUMBER: (617)239-0773

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

NAME:

THE FOUNDATION FOR CREATIVE ACHIEVEMENT
C/O EVE GRACE PENOYER, TRUSTEE

ADDRESS:

P.O. BOX 1783
DUXBURY, MA 02331

GRANT DATE: 01/13/2012

GRANT AMOUNT 1,250,000.

GRANT PURPOSE:

THE GRANT FUNDS ARE TO BE USED FOR THE GRANTEE'S ENDOWMENT AND
CAPITAL PURPOSES.

AMOUNT EXPENDED BY GRANTEE 69,423.

ANY DIVERSION BY GRANTEE:

TO OUR KNOWLEDGE, AND BASED ON THE REPORT FURNISHED BY THE GRANTEE,
NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

DATES OF REPORTS BY GRANTEE:

05/20/2013

DATE OF VERIFICATION: 05/24/2013

RESULTS OF VERIFICATION:

WE REVIEWED THE GRANTEE'S REPORT BUT DID NOT UNDERTAKE ANY VERIFICAT-
ION AS THERE HAS NOT BEEN ANY REASON TO DOUBT THEIR ACCURACY.

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

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	3,409,893.	829,395.	
FEBRUARY	3,919,993.	433,242.	
MARCH	3,961,867.	433,247.	
APRIL	3,941,372.	435,433.	
MAY	3,689,198.	432,619.	
JUNE	3,803,182.	434,393.	
JULY	3,821,361.	441,178.	
AUGUST	4,099,697.	256,098.	
SEPTEMBER	3,969,282.	464,436.	
OCTOBER	3,659,038.	565,905.	
NOVEMBER	3,992,286.	274,812.	
DECEMBER	4,041,233.	242,909.	
	-----	-----	-----
TOTAL	46,308,402.	5,243,667.	
	=====	=====	=====
AVERAGE FMV	3,859,034.	436,972.	
	=====	=====	=====

FEDERAL FOOTNOTES

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FORM 990-PF, PART I, LINE 16(C) - SELF-DEALING EXCEPTION (PROFESSIONAL FEES): MARK M. CHRISTOPHER, A PARTNER IN THE LAW FIRM OF EDWARDS WILDMAN PALMER LLP, IS SERVING AS TRUSTEE OF THE AEQUA FOUNDATION. THE FEE FOR THE GRANT-MAKING AND ADMINISTRATIVE SERVICES PROVIDED BY EDWARDS WILDMAN PALMER LLP IS BASED ON A PERCENTAGE OF THE FAIR MARKET VALUE OF THE FOUNDATION'S ASSETS AT THE END OF THE QUARTER. THESE SERVICES WERE NECESSARY TO CARRYING OUT THE FOUNDATION'S EXEMPT CHARITABLE PURPOSE AND THE COMPENSATION WAS REASONABLE AND NOT EXCESSIVE BASED ON FEES PAID BY SIMILARLY SITUATED ORGANIZATIONS UNDER TREAS. REG. SEC. 1.162-7(B)(III). AS SUCH, THE FEES MET THE REASONABLE COMPENSATION EXCEPTION TO THE SELF-DEALING RULES UNDER IRC SECTION 4941(D)(2)(E). SEE FORM 990-PF, PART I, LINE 16(C) FOR DETAILS OF THE FEES PAID.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

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

- 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.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Employer identification number (EIN) or	
	AEQUA FOUNDATION		71-6225066	
	C/O EDWARDS WILDMAN PALMER LLP		Social security number (SSN)	
	Number, street, and room or suite no. If a P.O. box, see instructions			
	PO BOX 990129			
	City, town or post office, state, and ZIP code. For a foreign address, see instructions			
	BOSTON, MA 02199-0129			

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

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 ► **MARK M CHRISTOPHER ESQ**

Telephone No. ► **(617) 239-0773**

FAX No. ► **866-955-8682**

- 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, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ **X** calendar year **2012** 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 \$	1,376.
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 \$	676.
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 \$	700.

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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)

- 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).

Type or print	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	AEQUA FOUNDATION C/O EDWARDS WILDMAN PALMER LLP	71-6225066
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
File by the due date for filing your return. See instructions.	PO BOX 990129	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02199-0129	

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 **MARK M CHRISTOPHER ESQ**
Telephone No **(617) 239-0773** FAX No **866-955-8682**
- 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, 2013**.
- 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 GATHER INFORMATION NECESSARY 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 \$	1,376.
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 \$	1,376.
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 \$	

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 **MARK M CHRISTOPHER** Title **TRUSTEE** Date **08/07/2013**

Form 8868 (Rev 1-2013)