Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 04/01 , **2012, and ending** 03/31, 20 13

Name of foundation
SOUTH SHORE BANK CHARITABLE FOUNDATION,INC

A Employer identification number
04-3356807

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1530 MAIN STREET

B Telephone number (see instructions)
(781) 682-3115

City or town, state, and ZIP code
SOUTH WEYMOUTH, MA 02190

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,976,222.

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)	295,965.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	53,793.	53,793.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	280,979.			
	b	Gross sales price for all assets on line 6a 1,726,880.				
	7	Capital gain net income (from Part IV, line 2)		288,985.		
	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) ATCH 2	5,475.	807.		
	12	**Total.** Add lines 1 through 11	636,212.	343,585.	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 3	5,561.	625.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 4	17,006.	16,137.		869.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	22,567.	16,762.		869.
	25	Contributions, gifts, grants paid	85,000.			85,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	107,567.	16,762.	0	85,869.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	528,645.			
	b	**Net investment income** (if negative, enter -0-)		326,823.		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Form **990-PF** (2012)

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	13,177.	132,410.	132,410.
	2	Savings and temporary cash investments	3,351.	48,897.	48,897.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 5	1,535,650.	1,794,915.	1,794,915.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,552,178.	1,976,222.	1,976,222.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,552,178.	1,976,222.	
	30	**Total net assets or fund balances** (see instructions)	1,552,178.	1,976,222.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,552,178.	1,976,222.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,552,178.
2	Enter amount from Part I, line 27a	2	528,645.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,080,823.
5	Decreases not included in line 2 (itemize) ▶ ATCH 6	5	104,601.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,976,222.

Part IV Capital Gains and Losses for Tax on Investment Income

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	288,985.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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	73,735.	1,427,550.	0.051651
2010	58,149.	1,130,531.	0.051435
2009	55,080.	988,942.	0.055696
2008	68,083.	1,086,938.	0.062637
2007	91,723.	1,512,018.	0.060663

2	Total of line 1, column (d)	2	0.282082
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.056416
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,640,360.
5	Multiply line 4 by line 3	5	92,543.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,268.
7	Add lines 5 and 6	7	95,811.
8	Enter qualifying distributions from Part XII, line 4	8	85,869.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	6,536.
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	6,536.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	6,536.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,000.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	3,536.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* ATCH 7	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		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 ▶ KIMBERLY COBB Telephone no ▶ 781-682-3115

Located at ▶ 1530 SOUTH MAIN STREET SOUTH WEYMOUTH, MA ZIP+4 ▶ 02190

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*	**6b**		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		0	0	0

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

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

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

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		0
Total number of others receiving over $50,000 for professional services ▶		

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 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes				
a	Average monthly fair market value of securities			1a	1,562,704.
b	Average of monthly cash balances			1b	102,636.
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	1,665,340.
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	
3	Subtract line 2 from line 1d			3	1,665,340.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)			4	24,980.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	1,640,360.
6	**Minimum investment return.** Enter 5% of line 5			6	82,018.

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	82,018.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,536.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,536.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	75,482.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	75,482.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	75,482.

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	85,869.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	85,869.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	85,869.

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					75,482.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20 10 ,20 09 ,20 08					
3 Excess distributions carryover, if any, to 2012					
a From 2007	33,708.				
b From 2008	14,640.				
c From 2009	6,158.				
d From 2010	2,335.				
e From 2011	5,340.				
f Total of lines 3a through e		62,181.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 85,869.					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2012 distributable amount					75,482.
e Remaining amount distributed out of corpus		10,387.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		72,568.			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b Taxable amount - see instructions					
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					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		33,708.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		38,860.			
10 Analysis of line 9					
a Excess from 2008	14,640.				
b Excess from 2009	6,158.				
c Excess from 2010	2,335.				
d Excess from 2011	5,340.				
e Excess from 2012	10,387.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NOT APPLICABLE

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

NOT APPLICABLE

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:

ATCH 9

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

APPLICATIONS AVAILABLE AT ABOVE ADDRESS

c Any submission deadlines:

SEE APPLICATIONS FOR VARIOUS DEADLINES

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

ATCH 10

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*				
ATCH 11				
Total . . . . ▶ **3a**				85,000.
b *Approved for future payment*				
ATCH 12				
Total . . . . ▶ **3b**				10,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	53,793.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	280,979.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 13					5,475.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				334,772.	5,475.

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 340,247.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		NOT APPLICABLE	

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
	NOT APPLICABLE	

Sign Here

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

Kimberly Cobb | 8/13/13 | Treasurer/Clerk

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL J. ROWE, CPA		8/12/13		P00535831

Firm's name ▶ WOLF & COMPANY, PC — Firm's EIN ▶ 04-2689883

Firm's address ▶ 99 HIGH STREET, 21ST FLOOR
BOSTON, MA 02110

Phone no 617-439-9700

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
SOUTH SHORE BANK CHARITABLE FOUNDATION,INC

Employer identification number
04-3356807

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	☒ 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.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on 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 certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Name of organization SOUTH SHORE BANK CHARITABLE FOUNDATION, INC

Employer identification number 04-3356807

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	SOUTH SHORE SAVINGS BANK 1530 MAIN STREET SOUTH WEYMOUTH, MA 02190	$ 250,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization SOUTH SHORE BANK CHARITABLE FOUNDATION, INC

Employer identification number 04-3356807

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
----		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
----		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
----		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
----		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
----		$	

Name of organization SOUTH SHORE BANK CHARITABLE FOUNDATION,INC

Employer identification number 04-3356807

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year (Enter this information once. See instructions.) ▶ $ ____________

Use duplicate copies of Part III if additional space is needed.

(a) No. 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 ZIP + 4	Relationship of transferor to transferee

(a) No. 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 ZIP + 4	Relationship of transferor to transferee

(a) No. 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 ZIP + 4	Relationship of transferor to transferee

(a) No. 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 ZIP + 4	Relationship of transferor to transferee

SOUTH SHORE BANK CHARITABLE FOUNDATION,INC 04-3356807

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		BBH LIMITED DURATION FUND PROPERTY TYPE: SECURITIES				P	11/21/2012	02/07/2013
53,695.		53,420.					275.	
		BED BATH & BEYOND INC PROPERTY TYPE: SECURITIES				P	12/17/2012	03/11/2013
2,938.		2,901.					37.	
		BED BATH & BEYOND INC PROPERTY TYPE: SECURITIES				P	12/18/2012	03/11/2013
4,407.		4,359.					48.	
		BED BATH & BEYOND INC PROPERTY TYPE: SECURITIES				P	12/19/2012	03/11/2013
1,469.		1,455.					14.	
		BED BATH & BEYOND INC PROPERTY TYPE: SECURITIES				P	12/26/2012	03/11/2013
3,232.		3,040.					192.	
		BED BATH & BEYOND INC PROPERTY TYPE: SECURITIES				P	12/26/2012	03/18/2013
120.		111.					9.	
		BED BATH & BEYOND INC PROPERTY TYPE: SECURITIES				P	12/28/2012	03/18/2013
1,080.		1,000.					80.	
		BED BATH & BEYOND INC PROPERTY TYPE: SECURITIES				P	01/11/2013	03/18/2013
1,500.		1,410.					90.	
		BED BATH & BEYOND INC PROPERTY TYPE: SECURITIES				P	01/15/2013	03/18/2013
1,140.		1,075.					65.	
		BED BATH & BEYOND INC PROPERTY TYPE: SECURITIES				P	01/16/2013	03/18/2013
3,360.		3,165.					195.	
		CELANESE CORP SERIES A PROPERTY TYPE: SECURITIES				P	04/16/2012	03/18/2013
958.		891.					67.	
		CELANESE CORP SERIES A PROPERTY TYPE: SECURITIES				P	05/08/2012	03/18/2013
2,250.		2,231.					19.	

SOUTH SHORE BANK CHARITABLE FOUNDATION,INC 04-3356807

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		CELANESE CORP SERIES A PROPERTY TYPE: SECURITIES				P	05/09/2012	03/18/2013
3,304.		3,204.					100.	
		CELANESE CORP SERIES A PROPERTY TYPE: SECURITIES				P	05/16/2012	03/18/2013
1,484.		1,396.					88.	
		CELANESE CORP SERIES A PROPERTY TYPE: SECURITIES				P	05/17/2012	03/18/2013
1,101.		1,014.					87.	
		CELANESE CORP SERIES A PROPERTY TYPE: SECURITIES				P	05/23/2012	03/18/2013
1,245.		1,040.					205.	
		CELANESE CORP SERIES A PROPERTY TYPE: SECURITIES				P	05/31/2012	03/18/2013
1,149.		959.					190.	
		CELANESE CORP SERIES A PROPERTY TYPE: SECURITIES				P	07/30/2012	03/18/2013
1,724.		1,331.					393.	
		CELANESE CORP SERIES A PROPERTY TYPE: SECURITIES				P	07/30/2012	03/18/2013
670.		519.					151.	
		CONOCOPHILLIPS PROPERTY TYPE: SECURITIES				P	03/18/2013	03/21/2013
4,035.		3,988.					47.	
		CONOCOPHILLIPS PROPERTY TYPE: SECURITIES				P	03/18/2013	03/22/2013
3,068.		3,050.					18.	
		ECOLAB INC PROPERTY TYPE: SECURITIES				P	05/25/2011	04/23/2012
438.		365.					73.	
		ECOLAB INC PROPERTY TYPE: SECURITIES				P	05/25/2011	04/25/2012
685.		574.					111.	
		ECOLAB INC PROPERTY TYPE: SECURITIES				P	05/25/2011	04/30/2012
1,996.		1,671.					325.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		GOOGLE INC CL A PROPERTY TYPE: SECURITIES				P	04/19/2012	03/18/2013
6,584.		4,855.					1,729.	
		GOOGLE INC CL A PROPERTY TYPE: SECURITIES				P	05/07/2012	03/18/2013
4,938.		3,625.					1,313.	
		GOOGLE INC CL A PROPERTY TYPE: SECURITIES				P	05/31/2012	03/18/2013
4,938.		3,512.					1,426.	
		GOOGLE INC CL A PROPERTY TYPE: SECURITIES				P	06/27/2012	03/18/2013
2,469.		1,706.					763.	
		MICROSOFT CORP PROPERTY TYPE: SECURITIES				P	10/10/2012	03/18/2013
5,562.		5,999.					-437.	
		PRAXAIR INC PROPERTY TYPE: SECURITIES				P	08/06/2012	03/18/2013
3,040.		2,803.					237.	
		QUALCOMM INC PROPERTY TYPE: SECURITIES				P	10/17/2012	03/18/2013
10,012.		8,825.					1,187.	
		QUALCOMM INC PROPERTY TYPE: SECURITIES				P	10/18/2012	03/18/2013
2,403.		2,121.					282.	
		QUALCOMM INC PROPERTY TYPE: SECURITIES				P	10/23/2012	03/18/2013
267.		242.					25.	
		QUALCOMM INC PROPERTY TYPE: SECURITIES				P	10/23/2012	03/20/2013
4,559.		4,241.					318.	
		SKYWORK SOLUTIONS INC PROPERTY TYPE: SECURITIES				P	03/18/2013	03/20/2013
2,825.		2,869.					-44.	
		SKYWORK SOLUTIONS INC PROPERTY TYPE: SECURITIES				P	03/18/2013	03/21/2013
2,589.		2,648.					-59.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		T ROWE PRICE INST HIGH YIELD PROPERTY TYPE: SECURITIES				P	03/26/2012	11/16/2012
53,798.		53,072.					726.	
		T ROWE PRICE INST HIGH YIELD PROPERTY TYPE: SECURITIES				P	03/26/2012	02/07/2013
48,558.		46,928.					1,630.	
		VISA INC PROPERTY TYPE: SECURITIES				P	05/25/2011	04/20/2012
5,500.		3,563.					1,937.	
		VISA INC PROPERTY TYPE: SECURITIES				P	05/25/2011	04/30/2012
3,673.		2,375.					1,298.	
		LIBERTY MEDIA CORP PROPERTY TYPE: SECURITIES				P	05/18/2011	12/11/2012
4,071.							4,071.	
		ANHEUSER BUSCH INBEV SA PROPERTY TYPE: SECURITIES				P	08/16/2011	10/11/2012
5,887.		3,260.					2,627.	
		ANHEUSER BUSCH INBEV SA PROPERTY TYPE: SECURITIES				P	08/23/2011	10/11/2012
1,812.		1,091.					721.	
		ANHEUSER BUSCH INBEV SA PROPERTY TYPE: SECURITIES				P	08/23/2011	10/18/2012
3,473.		2,182.					1,291.	
		ANHEUSER BUSCH INBEV SA PROPERTY TYPE: SECURITIES				P	08/23/2011	12/26/2012
2,227.		1,363.					864.	
		ANHEUSER BUSCH INBEV SA PROPERTY TYPE: SECURITIES				P	09/09/2011	12/26/2012
4,454.		2,620.					1,834.	
		ANHEUSER BUSCH INBEV SA PROPERTY TYPE: SECURITIES				P	09/09/2011	12/30/2012
4,386.		2,620.					1,766.	
		ANHEUSER BUSCH INBEV SA PROPERTY TYPE: SECURITIES				P	09/09/2011	03/05/2013
2,345.		1,310.					1,035.	

SOUTH SHORE BANK CHARITABLE FOUNDATION,INC 04-3356807

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		ANHEUSER BUSCH INBEV SA PROPERTY TYPE: SECURITIES				P	09/16/2011	03/05/2013
7,035.		3,723.					3,312.	
		AUTOMATIC DATA PROCESSING PROPERTY TYPE: SECURITIES				P	05/16/2007	03/18/2013
19,167.		14,373.					4,794.	
		BAXTER INTL INC PROPERTY TYPE: SECURITIES				P	04/27/2010	12/24/2012
8,323.		6,282.					2,041.	
		BAXTER INTL INC PROPERTY TYPE: SECURITIES				P	04/27/2010	03/18/2013
8,692.		6,282.					2,410.	
		BAXTER INTL INC PROPERTY TYPE: SECURITIES				P	04/30/2010	03/18/2013
10,431.		7,111.					3,320.	
		BAXTER INTL INC PROPERTY TYPE: SECURITIES				P	01/25/2011	03/18/2013
6,954.		4,953.					2,001.	
		BAXTER INTL INC PROPERTY TYPE: SECURITIES				P	02/10/2011	03/18/2013
5,215.		3,674.					1,541.	
		BAXTER INTL INC PROPERTY TYPE: SECURITIES				P	05/25/2011	03/18/2013
6,954.		5,994.					960.	
		BBH INTERNATIONAL EQUITY PROPERTY TYPE: SECURITIES				P	12/21/2009	02/07/2013
75,178.		75,544.					-366.	
		BBH INTERNATIONAL EQUITY PROPERTY TYPE: SECURITIES				P	05/23/2011	02/07/2013
15,183.		15,257.					-74.	
		BBH LIMITED DURATION FUND PROPERTY TYPE: SECURITIES				P	12/21/2009	02/07/2013
34,316.		34,140.					176.	
		BBH LIMITED DURATION FUND PROPERTY TYPE: SECURITIES				P	06/17/2011	02/07/2013
49,952.		49,697.					255.	

SOUTH SHORE BANK CHARITABLE FOUNDATION,INC 04-3356807

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		BERKSHIRE HATHAWAY INC				P	12/02/2009	03/18/2013
		PROPERTY TYPE: SECURITIES						
46,458.		30,002.					16,456.	
		BERKSHIRE HATHAWAY INC				P	01/25/2011	03/18/2013
		PROPERTY TYPE: SECURITIES						
2,581.		2,035.					546.	
		BERKSHIRE HATHAWAY INC				P	05/25/2011	03/18/2013
		PROPERTY TYPE: SECURITIES						
10,324.		7,897.					2,427.	
		BERKSHIRE HATHAWAY INC				P	08/01/2011	03/18/2013
		PROPERTY TYPE: SECURITIES						
2,581.		1,876.					705.	
		CHUBB CORP				P	12/02/2009	03/18/2013
		PROPERTY TYPE: SECURITIES						
32,444.		18,755.					13,689.	
		COMCAST CORP				P	12/02/2009	06/25/2012
		PROPERTY TYPE: SECURITIES						
3,994.		1,904.					2,090.	
		COMCAST CORP				P	12/02/2009	06/27/2012
		PROPERTY TYPE: SECURITIES						
4,569.		2,187.					2,382.	
		COMCAST CORP				P	12/02/2009	12/26/2012
		PROPERTY TYPE: SECURITIES						
13,294.		5,206.					8,088.	
		COMCAST CORP				P	12/02/2009	03/11/2013
		PROPERTY TYPE: SECURITIES						
23,488.		8,553.					14,935.	
		COMCAST CORP				P	05/25/2011	03/11/2013
		PROPERTY TYPE: SECURITIES						
7,149.		4,399.					2,750.	
		COMCAST CORP				P	05/25/2011	03/18/2013
		PROPERTY TYPE: SECURITIES						
2,015.		1,257.					758.	
		COMCAST CORP				P	06/16/2011	03/18/2013
		PROPERTY TYPE: SECURITIES						
5,039.		2,965.					2,074.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		COMCAST CORP PROPERTY TYPE: SECURITIES				P	08/09/2011	03/18/2013
5,039.		2,531.					2,508.	
		DELL INC PROPERTY TYPE: SECURITIES				P	12/02/2009	03/18/2013
14,310.		13,785.					525.	
		DELL INC PROPERTY TYPE: SECURITIES				P	05/25/2011	03/18/2013
2,862.		3,248.					-386.	
		DENTSPLY INTERNATIONAL INC PROPERTY TYPE: SECURITIES				P	12/02/2009	02/28/2013
15,311.		12,782.					2,529.	
		DENTSPLY INTERNATIONAL INC PROPERTY TYPE: SECURITIES				P	07/29/2010	02/28/2013
3,062.		2,166.					896.	
		DENTSPLY INTERNATIONAL INC PROPERTY TYPE: SECURITIES				P	01/25/2011	02/28/2013
2,041.		1,798.					243.	
		DIAGEO PLC PROPERTY TYPE: SECURITIES				P	12/02/2009	08/24/2012
7,452.		4,833.					2,619.	
		DIAGEO PLC PROPERTY TYPE: SECURITIES				P	12/02/2009	08/27/2012
3,196.		2,071.					1,125.	
		DIAGEO PLC PROPERTY TYPE: SECURITIES				P	12/02/2009	12/26/2012
12,020.		6,904.					5,116.	
		DIAGEO PLC PROPERTY TYPE: SECURITIES				P	12/02/2009	03/05/2013
11,949.		6,904.					5,045.	
		DIAGEO PLC PROPERTY TYPE: SECURITIES				P	01/25/2011	03/05/2013
5,974.		3,900.					2,074.	
		DIAGEO PLC PROPERTY TYPE: SECURITIES				P	05/25/2011	03/05/2013
8,962.		6,221.					2,741.	

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		EBAY INC				P	12/02/2009	08/30/2012
		PROPERTY TYPE: SECURITIES						
1,599.		810.					789.	
		EBAY INC				P	12/02/2009	08/30/2012
		PROPERTY TYPE: SECURITIES						
5,450.		2,765.					2,685.	
		EBAY INC				P	12/02/2009	09/11/2012
		PROPERTY TYPE: SECURITIES						
3,869.		1,883.					1,986.	
		EBAY INC				P	12/02/2009	09/12/2012
		PROPERTY TYPE: SECURITIES						
1,029.		501.					528.	
		EBAY INC				P	12/02/2009	09/26/2012
		PROPERTY TYPE: SECURITIES						
3,998.		1,907.					2,091.	
		EBAY INC				P	12/02/2009	12/11/2012
		PROPERTY TYPE: SECURITIES						
2,963.		1,359.					1,604.	
		EBAY INC				P	12/02/2009	12/14/2012
		PROPERTY TYPE: SECURITIES						
3,538.		1,621.					1,917.	
		EBAY INC				P	12/02/2009	03/18/2013
		PROPERTY TYPE: SECURITIES						
3,591.		1,668.					1,923.	
		EBAY INC				P	05/25/2011	03/18/2013
		PROPERTY TYPE: SECURITIES						
5,130.		3,259.					1,871.	
		EBAY INC				P	06/16/2011	03/18/2013
		PROPERTY TYPE: SECURITIES						
6,412.		3,734.					2,678.	
		EBAY INC				P	11/23/2011	03/18/2013
		PROPERTY TYPE: SECURITIES						
5,130.		3,005.					2,125.	
		ECOLAB INC				P	02/11/2010	04/20/2012
		PROPERTY TYPE: SECURITIES						
2,130.		1,492.					638.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		ECOLAB INC PROPERTY TYPE: SECURITIES				P	01/25/2011	04/20/2012
752.		604.					148.	
		ECOLAB INC PROPERTY TYPE: SECURITIES				P	01/25/2011	04/23/2012
2,376.		1,914.					462.	
		EOG RESOURCES INC PROPERTY TYPE: SECURITIES				P	12/02/2009	03/18/2013
6,492.		4,380.					2,112.	
		EOG RESOURCES INC PROPERTY TYPE: SECURITIES				P	05/06/2010	03/18/2013
6,492.		5,092.					1,400.	
		EOG RESOURCES INC PROPERTY TYPE: SECURITIES				P	09/13/2010	03/18/2013
6,492.		4,518.					1,974.	
		EOG RESOURCES INC PROPERTY TYPE: SECURITIES				P	01/25/2011	03/18/2013
3,246.		2,529.					717.	
		EOG RESOURCES INC PROPERTY TYPE: SECURITIES				P	05/25/2011	03/18/2013
130.		105.					25.	
		GOOGLE INC CL A PROPERTY TYPE: SECURITIES				P	01/26/2012	03/18/2013
11,522.		8,190.					3,332.	
		GOOGLE INC CL A PROPERTY TYPE: SECURITIES				P	01/30/2012	03/18/2013
5,761.		4,042.					1,719.	
		GOOGLE INC CL A PROPERTY TYPE: SECURITIES				P	02/23/2012	03/18/2013
5,761.		4,237.					1,524.	
		GOOGLE INC CL A PROPERTY TYPE: SECURITIES				P	03/15/2012	03/18/2013
3,292.		2,400.					892.	
		HENRY SCHEIN PROPERTY TYPE: SECURITIES				P	11/04/2011	02/28/2013
6,344.		4,686.					1,658.	

SOUTH SHORE BANK CHARITABLE FOUNDATION,INC 04-3356807

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		HENRY SCHEIN PROPERTY TYPE: SECURITIES				P	11/09/2011	02/28/2013
8,865.		6,561.					2,304.	
		HENRY SCHEIN PROPERTY TYPE: SECURITIES				P	11/25/2011	02/28/2013
4,345.		3,072.					1,273.	
		JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	12/02/2009	12/26/2012
5,301.		4,794.					507.	
		JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	12/02/2009	03/18/2013
6,276.		5,113.					1,163.	
		LIBERTY MEDIA CORP PROPERTY TYPE: SECURITIES				P	05/18/2011	09/21/2012
271.		254.					17.	
		LIBERTY MEDIA CORP PROPERTY TYPE: SECURITIES				P	05/18/2011	12/24/2012
3,932.		2,203.					1,729.	
		LIBERTY MEDIA CORP PROPERTY TYPE: SECURITIES				P	05/18/2011	03/11/2013
12,696.		6,565.					6,131.	
		LIBERTY MEDIA CORP PROPERTY TYPE: SECURITIES				P	05/18/2011	03/18/2013
9,689.		4,747.					4,942.	
		LIBERTY MEDIA CORP PROPERTY TYPE: SECURITIES				P	09/09/2011	03/18/2013
1,596.		1,049.					547.	
		LIBERTY MEDIA CORP PROPERTY TYPE: SECURITIES				P	10/05/2011	03/18/2013
629.		414.					215.	
		LIBERTY MEDIA CORP PROPERTY TYPE: SECURITIES				P	10/06/2011	03/18/2013
1,057.		695.					362.	
		LONGLEAF PARTNERS SMALL CAP PROPERTY TYPE: SECURITIES				P	12/21/2009	02/07/2013
54,798.		39,670.					15,128.	

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		LONGLEAF PARTNERS SMALL CAP PROPERTY TYPE: SECURITIES				P	05/23/2011	02/07/2013
6,810.		4,930.					1,880.	
		MICROSOFT CORP PROPERTY TYPE: SECURITIES				P	02/09/2010	03/05/2013
11,144.		11,180.					-36.	
		MICROSOFT CORP PROPERTY TYPE: SECURITIES				P	05/25/2011	03/05/2013
1,393.		1,238.					155.	
		MICROSOFT CORP PROPERTY TYPE: SECURITIES				P	12/27/2011	03/05/2013
1,393.		1,305.					88.	
		MICROSOFT CORP PROPERTY TYPE: SECURITIES				P	12/27/2011	03/18/2013
2,781.		2,610.					171.	
		NESTLE SA PROPERTY TYPE: SECURITIES				P	12/02/2009	03/05/2013
41,844.		29,427.					12,417.	
		NESTLE SA PROPERTY TYPE: SECURITIES				P	01/25/2011	03/05/2013
3,487.		2,763.					724.	
		NESTLE SA PROPERTY TYPE: SECURITIES				P	05/25/2011	03/05/2013
6,974.		6,242.					732.	
		NOVARTIS AG SPON PROPERTY TYPE: SECURITIES				P	05/25/2006	03/18/2013
25,717.		21,175.					4,542.	
		NOVARTIS AG SPON PROPERTY TYPE: SECURITIES				P	01/25/2011	03/18/2013
5,143.		4,255.					888.	
		NOVARTIS AG SPON PROPERTY TYPE: SECURITIES				P	02/15/2011	03/18/2013
3,429.		2,787.					642.	
		NOVARTIS AG SPON PROPERTY TYPE: SECURITIES				P	04/07/2011	03/18/2013
5,143.		4,093.					1,050.	

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		NOVARTIS AG SPON				P	05/25/2011	03/18/2013
		PROPERTY TYPE: SECURITIES						
6,858.		6,164.					694.	
		OCCIDENTAL PETROLEUM CORP				P	12/02/2009	03/18/2013
		PROPERTY TYPE: SECURITIES						
12,543.		12,163.					380.	
		PEPSICO INC				P	12/02/2009	03/18/2013
		PROPERTY TYPE: SECURITIES						
6,922.		5,714.					1,208.	
		PIMCO TOTAL RETURN FUND				P	12/21/2009	02/07/2013
		PROPERTY TYPE: SECURITIES						
186,032.		180,590.					5,442.	
		PIMCO TOTAL RETURN FUND				P	06/17/2011	02/07/2013
		PROPERTY TYPE: SECURITIES						
50,955.		49,465.					1,490.	
		PIMCO TOTAL RETURN FUND				P	12/07/2011	02/07/2013
		PROPERTY TYPE: SECURITIES						
82,581.		80,165.					2,416.	
		PROGRESSIVE CORP				P	12/02/2009	03/11/2013
		PROPERTY TYPE: SECURITIES						
21,630.		14,739.					6,891.	
		PROGRESSIVE CORP				P	12/02/2009	03/18/2013
		PROPERTY TYPE: SECURITIES						
3,146.		2,106.					1,040.	
		PROGRESSIVE CORP				P	05/25/2011	03/18/2013
		PROPERTY TYPE: SECURITIES						
5,034.		4,372.					662.	
		PROGRESSIVE CORP				P	08/02/2011	03/18/2013
		PROPERTY TYPE: SECURITIES						
4,405.		3,379.					1,026.	
		SOUTHWESTERN ENERGY				P	07/28/2010	03/18/2013
		PROPERTY TYPE: SECURITIES						
5,650.		5,590.					60.	
		SOUTHWESTERN ENERGY				P	08/12/2010	03/18/2013
		PROPERTY TYPE: SECURITIES						
1,356.		1,348.					8.	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SOUTHWESTERN ENERGY				P	08/13/2010	03/18/2013
		PROPERTY TYPE: SECURITIES						
2,825.		2,782.					43.	
		SOUTHWESTERN ENERGY				P	08/13/2010	03/18/2013
		PROPERTY TYPE: SECURITIES						
2,411.		2,371.					40.	
		SOUTHWESTERN ENERGY				P	11/19/2010	03/18/2013
		PROPERTY TYPE: SECURITIES						
1,883.		1,851.					32.	
		SOUTHWESTERN ENERGY				P	12/27/2010	03/18/2013
		PROPERTY TYPE: SECURITIES						
2,825.		2,657.					168.	
		SOUTHWESTERN ENERGY				P	05/25/2011	03/18/2013
		PROPERTY TYPE: SECURITIES						
2,825.		3,134.					-309.	
		SOUTHWESTERN ENERGY				P	06/29/2011	03/18/2013
		PROPERTY TYPE: SECURITIES						
2,825.		3,098.					-273.	
		SOUTHWESTERN ENERGY				P	02/21/2012	03/18/2013
		PROPERTY TYPE: SECURITIES						
565.		513.					52.	
		SOUTHWESTERN ENERGY				P	02/28/2012	03/18/2013
		PROPERTY TYPE: SECURITIES						
2,260.		2,009.					251.	
		T ROWE PRICE NEW ASIA FUND				P	12/21/2009	02/07/2013
		PROPERTY TYPE: SECURITIES						
32,495.		32,503.					-8.	
		T ROWE PRICE NEW ASIA FUND				P	05/24/2011	02/07/2013
		PROPERTY TYPE: SECURITIES						
19,842.		19,847.					-5.	
		TARGET				P	12/31/2011	03/18/2013
		PROPERTY TYPE: SECURITIES						
28,160.		21,769.					6,391.	
		US BANCORP				P	01/26/2010	03/11/2013
		PROPERTY TYPE: SECURITIES						
19,268.		14,479.					4,789.	

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		US BANCORP PROPERTY TYPE: SECURITIES				P	01/28/2010	03/11/2013
7,540.		5,607.					1,933.	
		US BANCORP PROPERTY TYPE: SECURITIES				P	08/25/2010	03/11/2013
5,864.		3,803.					2,061.	
		US BANCORP PROPERTY TYPE: SECURITIES				P	08/25/2010	03/18/2013
1,706.		1,087.					619.	
		US BANCORP PROPERTY TYPE: SECURITIES				P	09/27/2010	03/18/2013
4,266.		2,833.					1,433.	
		US BANCORP PROPERTY TYPE: SECURITIES				P	05/06/2011	03/18/2013
2,560.		1,936.					624.	
		US BANCORP PROPERTY TYPE: SECURITIES				P	05/25/2011	03/18/2013
8,532.		6,432.					2,100.	
		VISA INC PROPERTY TYPE: SECURITIES				P	03/28/2011	04/09/2012
1,440.		864.					576.	
		WAL-MART PROPERTY TYPE: SECURITIES				P	12/02/2009	06/12/2012
4,948.		4,097.					851.	
		WAL-MART PROPERTY TYPE: SECURITIES				P	12/02/2009	07/06/2012
5,193.		4,097.					1,096.	
		WAL-MART PROPERTY TYPE: SECURITIES				P	12/02/2009	07/20/2012
5,473.		4,097.					1,376.	
		WAL-MART PROPERTY TYPE: SECURITIES				P	12/02/2009	07/27/2012
3,729.		2,731.					998.	
		WAL-MART PROPERTY TYPE: SECURITIES				P	12/02/2009	08/08/2012
1,864.		1,366.					498.	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		WAL-MART PROPERTY TYPE: SECURITIES				P	12/02/2009	08/09/2012
3,728.		2,731.					997.	
		WAL-MART PROPERTY TYPE: SECURITIES				P	12/02/2009	08/13/2012
3,723.		2,731.					992.	
		WAL-MART PROPERTY TYPE: SECURITIES				P	12/02/2009	03/18/2013
2,947.		2,185.					762.	
		WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES				P	12/02/2009	11/09/2012
3,287.		3,371.					-84.	
		WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES				P	12/02/2009	11/13/2012
1,728.		1,784.					-56.	
		WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES				P	12/02/2009	11/14/2012
1,567.		1,619.					-52.	
		WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES				P	12/02/2009	11/27/2012
639.		661.					-22.	
		WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES				P	12/02/2009	03/18/2013
24,186.		21,479.					2,707.	
		WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES				P	01/25/2011	03/18/2013
930.		938.					-8.	
		WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES				P	05/25/2011	03/18/2013
5,583.		5,812.					-229.	
		WELLS FARGO PROPERTY TYPE: SECURITIES				P	01/25/2011	03/18/2013
11,007.		9,775.					1,232.	
TOTAL GAIN(LOSS)							288,985.	

ATTACHMENT 1

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDEND INCOME		53,779.	53,779.	
INTEREST INCOME		14.	14.	
	TOTAL	53,793.	53,793.	

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
TAX REFUND	69.		
CLASS ACTION PROCEEDS	807.	807.	
OTHER INCOME	4,599.		
TOTALS	5,475.	807.	

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL TAXES	4,936.			
FOREIGN TAXES PAID	625.	625.		
TOTALS	5,561.	625.		

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MASSACHUSETTS ANNUAL REPORT	125.			125.
CUSTODIAN FEES	16,093.	16,093.		
CREDIT CARD FEE	289.			289.
DIVIDEND CHARGE	30.	30.		
INVESTMENT EXPENSES	14.	14.		
MISCELLANEOUS EXPENSES	455.			455.
TOTALS	17,006.	16,137.		869.

SOUTH SHORE BANK CHARITABLE FOUNDATION,INC 04-3356807

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SECURITIES		1,535,650.	1,794,915.	1,794,915.
	TOTALS	1,535,650.	1,794,915.	1,794,915.

ATTACHMENT 6

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

DESCRIPTION		AMOUNT
CHANGE IN UNREALIZED GAINS/LOSSES		104,601.
	TOTAL	104,601.

ATTACHMENT 7

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

THE FOUNDATION CHANGED ITS NAME FROM SOUTH SHORE SAVINGS CHARITABLE FOUNDATION, INC. TO SOUTH SHORE BANK CHARITABLE FOUNDATION, INC.

SEE THE ATTACHED BY-LAWS.

SOUTH SHORE BANK CHARITABLE FOUNDATION INC BYLAWS
(formed under the Commonwealth of Massachusetts)

ARTICLE I
Purposes of the Corporation

Section 1.01 Purposes. As set forth in the Articles of Incorporation, the SOUTH SHORE BANK CHARITABLE FOUNDATION, INC is organized exclusively for charitable and educational purposes. These purposes include:

The mission of the Foundation is to reinforce, encourage, and support the Bank's ongoing commitment to the well-being of the communities it serves. The Foundation allocates its resources specifically for the advantage of the community at large, including education and social human services endeavors.

ARTICLE II
Offices

Section 2.01 Location. The principal office of SOUTH SHORE BANK CHARITABLE FOUNDATION, INC. shall be located within the Commonwealth of Massachusetts, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. SOUTH SHORE BANK CHARITABLE FOUNDATION, INC. shall continuously maintain within the Commonwealth of Massachusetts a registered office at such place as may be designated by the Board of Directors.

ARTICLE III
Members

Section 3.01 Members. SOUTH SHORE BANK CHARITABLE FOUNDATION, INC. shall have no members.

ARTICLE IV
Board of Directors

Section 4.01. Power of Board. The affairs of SOUTH SHORE BANK CHARITABLE FOUNDATION, INC. shall be managed by the Board of Directors. Directors may be residents of the Commonwealth of Massachusetts, other parts of the United States, or other countries.

Section 4.02. Number of Directors. The number of Directors of SOUTH SHORE BANK CHARITABLE FOUNDATION, INC. shall be not less than three or more than ten. The number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease shall shorten the term of any incumbent Director nor shall the number of Directors be decreased at any time to less than three.

Section 4.03. Election and Term of Directors.

(a) The first Board of Directors of the SOUTH SHORE BANK CHARITABLE FOUNDATION, INC. shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office until the first annual election of Directors.

(b) Election of Board members shall occur at each annual meeting of the Board of Directors. The terms of directors shall be one year in length. Each director shall hold office until the annual meeting when his/her term expires and until his/her successor has been elected and qualified.

Section 4.04 Qualifications. A majority of Directors must reside in the Commonwealth of Massachusetts.

Section 4.05. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office and shall serve until his/her successor is elected and qualified.

Section 4.06 Removal of Directors. A director may be removed by a majority vote of the Board of Directors, at any regularly scheduled or special meeting of the Board of Directors, whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4.07 Resignation. Except as otherwise required by law, a director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 4.08 Quorum of Directors and Action by the Board. Unless a greater proportion is required by law, a majority of the directors then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 4.09 Meetings of the Board.

(a) Meetings of the Board of Directors, regular or special, may be held at such place within the Commonwealth of Massachusetts and upon such notice as may be prescribed by resolution of the Board of Directors.

(b) An annual meeting shall be held once a year at a time and location set by the Board of Directors. The Board shall hold at least one regular meeting a year, but may meet more frequently if circumstances require.

(c) A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

(d) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

Section 4.10 Informal Action by Directors; Meetings by Conference Telephone.

(a) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the directors consent in writing through fax, mail, or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

(b) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

Section 4.11 Voting. Each Director shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.

Section 4.12 Compensation. Directors shall not receive any compensation from the SOUTH SHORE BANK CHARITABLE FOUNDATION, INC. for services rendered to the Corporation as members of the Board, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board.

Section 4.13. Absence. Each Board member is expected to communicate with the Chair/President in advance of all Board meetings stating whether or not s/he is able to attend or participate by conference telephone or other agreed-upon means of communication. Any Board member who is absent from [three] successive Board meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.

ARTICLE V
Committees

Section 5.01 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 5.02. Executive Committee. Between meetings of the Board of Directors, on-going oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall include the officers of the Board.

Section 5.03. Finance/Audit Committee. The Finance/Audit Committee is responsible for ensuring that SOUTH SHORE BANK CHARITABLE FOUNDATION, INC. financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health. The Treasurer of the Board shall always be a member of the Finance/Audit Committee.

Section 5.04. Other Committees and Task Forces. The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 5.05. Term of Office. Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

Section 5.06. Vacancies. Vacancies in the membership of committees may be filled by the Chair of the Board.

Section 5.07. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

The Board of Directors acting on behalf of the Board may from time to time appoint persons to act singly or as a committee or committees to provide expert advice to SOUTH SHORE BANKCHARITABLE FOUNDATION, INC. or to assist it in other ways. Groups of advisors may include an Honorary Board, an Advisory Board, a Friends Committee, and/or other advisory groups. Each such advisor shall serve at the pleasure of the Board for a period designated by the Board, and shall have only such authority or obligations as the Board of Directors may from time to time determine. No advisor shall receive compensation for services rendered, except for payment of reasonable expenses in accordance with policies established by the Board of Directors, unless such compensation is authorized by a majority of the Board members then in office. A director may serve as an advisor, but may not receive compensation except for payment of reasonable expenses in accordance with the Corporation's policies.

ARTICLE VI
Officers, Agents, and Employees

Section 6.01. Officers. The Board of Directors of SOUTH SHORE BANK CHARITABLE FOUNDATION, INC. shall elect a President, at least one Vice-President, and a Treasurer and Clerk.

Section 6.02 Term of Office. The officers of SOUTH SHORE BANK CHARITABLE FOUNDATION, INC. shall be elected for one-year terms at the regular annual meeting of the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly elected or appointed and qualified.

Section 6.03 Removal. Any officer may be removed by a majority vote of the Board of Directors in office whenever in the Board's judgment the best interests of the Corporation will be served thereby.

Section 6.04 Resignation from Office. Officers may resign at any time by providing written notice to the Chair.

Section 6.05 Powers and Duties. The powers and duties of the officers of _ SOUTH SHORE BANK CHARITABLE FOUNDATION, INC. shall be as follows:

(a) President. The President shall preside at the meetings of the Board of Directors. The President shall ensure the supervision and administration of the business and affairs of the Corporation. The President shall play a major role in resource development and in representing the organization within and outside the community. The President, as well as any other proper officer or staff person of SOUTH SHORE BANK CHARITABLE FOUNDATION, INC. authorized by the Board of Directors, may sign any deeds, bond, mortgages, or other instruments and enter into agreements necessary to carry out the missions and programs of the SOUTH SHORE BANK CHARITABLE FOUNDATION, INC., except where these Bylaws or policies adopted by the Board require the signature of some other officer or agent of the Corporation. The President shall communicate to other officers or to the Board of Directors such matters and make such suggestions as may in her/his opinion tend to promote the prosperity and welfare and increase the usefulness of SOUTH SHORE BANK CHARITABLE FOUNDATION, INC., and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office.

(b) Vice President. In case of the absence of the President, or of her/his inability from any cause to act, the Vice-President shall perform the duties of that office. Like the President, the Vice-President shall play a major role in resource development and in representing the organization within and outside the community.

(c) Treasurer/Clerk. The Treasurer shall be responsible for financial management and oversight, including keeping all appropriate fiscal records, and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management. The Clerk shall be responsible for keeping an accurate record of all meetings of the Board of Directors, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the organization, and in general perform all duties customary to the office of Clerk and such other duties as from time to time may be assigned by the Chair or by the Board. The Clerk shall have custody of the corporate seal of the Corporation, if any, and shall have the authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his/her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his/her signature.

Section 6.06. Agents and Employees. The Board of Directors may choose to appoint an Executive Director, who shall serve at the pleasure of the Board. The Executive Director shall hire, direct, and discharge all other agents and employees, who shall have such authority and perform such duties as may be required to carry out the operations of the Corporation. Any employee or agent may be removed at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 6.07 Compensation. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered. The Board shall determine the level of compensation of the Executive Director, and shall approve compensation guidelines for other categories of employees. The Board may require officers, agents, or employees to give security for the faithful performance of their duties.

ARTICLE VII
Miscellaneous

Section 7.01. Fiscal Year. The fiscal year of the corporation shall be from April 1st through March 31st.

Section 7.02 Corporate Seal. The corporate seal, if any, shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal".

Section 7.03. Contracts and Other Documents. The Board of Directors may authorize the President, the Vice-President, and the Clerk in the absence of a President to enter into contracts or to execute and deliver other documents and instruments on the Corporation's behalf. Such authority may be invested in other officers or agents of the Corporation from time to time for specific purposes.

Section 7.04. Gifts. The Board of Directors may authorize any Officer to accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of SOUTH SHORE BANK CHARITABLE FOUNDATION, INC.

Section 7.05 Checks, Drafts, Loans, Etc. All checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of SOUTH SHORE BANK CHARITABLE FOUNDATION, INC. shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be from time to time determined by the Board of Directors. In the absence of such determination, such instrument shall be signed by the President, except that disbursements over a specific amount, to be set by the Board from time to time, shall be considered "special disbursements" and must be approved in advance by the Board of Directors.

Section 7.06. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

Section 7.07 Books and Records to be Kept. The Corporation shall keep at its registered office in the Commonwealth of Massachusetts (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the Board members entitled to vote. All books and records of the Corporation may be inspected by any Board member having voting rights, or his/her agent or attorney, for any proper purpose at any reasonable time.

Section 7.08 Amendment of Articles and Bylaws. The Articles of Incorporation and the Bylaws of the Corporation may be adopted, amended, or repealed by a majority vote of the directors then in office, provided that at least ten days' written notice has been given each member of the Board of the intention to adopt, amend, or repeal the Articles of Incorporation or the Bylaws.

Section 7.09 Loans to Directors and Officers. No loans shall be made by the Corporation to its directors or officers.

Section 7.10 Indemnification and Insurance. (a) Unless otherwise prohibited by law, the SOUTH SHORE BANK CHARITABLE FOUNDATION, INC. shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for-profit or not-for-profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he/she may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which s/he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his/her own negligence or misconduct in the performance of a duty to the Corporation.

(b) Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that s/he is not entitled to indemnification under this Article.

(c) The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

(d) The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

(e) The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

(f) In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of o 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in o 4941(d) or o 4945(d), respectively, of the code.

(g) If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Bylaws approved by the Board of Directors on: ____________________

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN C BOUCHER 1530 MAIN STREET SOUTH WEYMOUTH, MA 02190	PRESIDENT/DIRECTOR 1.00	0	0	0
ARTHUR H SHARP 1530 MAIN STREET SOUTH WEYMOUTH, MA 02190	DIRECTOR 1.00	0	0	0
NOBO K SIRCAR 1530 MAIN STREET SOUTH WEYMOUTH, MA 02190	VICE PRES/DIRECTOR 1.00	0	0	0
MICHAEL HEALY 1530 MAIN STREET SOUTH WEYMOUTH, MA 02190	DIRECTOR 1.00	0	0	0
KIMBERLY COBB 1530 MAIN STREET SOUTH WEYMOUTH, MA 02190	TREASURER/CLERK 1.00	0	0	0
CHRISTOPHER DUNN 1530 MAIN STREET SOUTH WEYMOUTH, MA 02190	VICE PRES/DIRECTOR 1.00	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROSEMARIE MCGILLICUDDY 1530 MAIN STREET SOUTH WEYMOUTH, MA 02190	DIRECTOR 1.00	0	0	0
PAMELA O'LEARY 1530 MAIN STREET SOUTH WEYMOUTH, MA 02190	DIRECTOR 1.00	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 9

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

KIMBERLY COBB
1530 SOUTH MAIN STREET
SOUTH WEYMOUTH, MA 02190
781-682-3115

ATTACHMENT 10

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

AWARDS ARE TO BE GRANTED WITHIN SOUTHEASTERN MASSACHUSETTS, UNLESS AN EXCEPTION IS MADE BY THE BOARD OF DIRECTOR'S TO BENEFIT COMMUNITY, CHARITABLE, EDUCATIONAL, AND OTHER BENEVOLENT PURPOSES.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MY BROTHER'S KEEPER 534 WASHINGTON ST. NORTH EASTON, MA 02356	NOT RELATED 501(C)(3)	EXEMPT PURPOSE	5,000.
FATHER BILL'S AND MAINSPRING 38 BROAD ST QUINCY, MA 02169	NOT RELATED 501(C)(3)	EXEMPT PURPOSE	10,000.
WORK INC. 3 ARLINGTON STREET P.O. BOX 39 N QUINCY, MA 02171	NOT RELATED 501(C)(3)	EXEMPT PURPOSE	5,000.
NEIGHBORHOOD HOUSING SERVICES 422 WASHINGTON STREET QUINCY, MA 02169	NOT RELATED 501(C)(3)	EXEMPT PURPOSE	2,500
SOUTH SHORE HOSPITAL 55 FOGG ROAD S WEYMOUTH, MA 02190	NOT RELATED 501(C)(3)	EXEMPT PURPOSE	15,000
ROAD TO RESPONSIBILITY 63 BISCAYNE AVE WEYMOUTH, MA 02188	NOT RELATED 501(C)(3)	EXEMPT PURPOSES	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CRADLES TO CRAYONS 155 NORTH BEACON ST. BRIGHTON, MA 02135	NOT RELATED 501(C)(3)	EXEMPT PURPOSE	5,000
SOUTH SHORE HABITAT FOR HUMANITY 20 MATHEWSON DRIVE WEYMOUTH, MA 02189	NOT RELATED 501(C)(3)	EXEMPT PURPOSE	2,500
UNITED WAY OF MASS BAY 51 SLEEPER ST BOSTON, MA 02210	NOT RELATED 501(C)(3)	EXEMPT PURPOSE	5,000
WEYMOUTH FOOD PANTRY 1189 COMMERCIAL ST WEYMOUTH, MA 02189	NOT RELATED 501(C)(3)	EXEMPT PURPOSE	5,000.
THE ARC OF THE SOUTH SHORE 371 RIVER ST NORTH WEYMOUTH, MA 02191	NOT RELATED 501(C)(3)	EXEMPT PURPOSE	5,000.
CARDINAL CUSHING CENTER 405 WASHINGTON ST HANOVER, MA 02339	NOT RELATED 501(C)(3)	EXEMPT PURPOSE	15,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTH SHORE YMCA 79 CODDINGTON ST QUINCY, MA 02169	NOT RELATED 501(C)(3)	EXEMPT PURPOSE	5,000
		TOTAL CONTRIBUTIONS PAID	85,000

SOUTH SHORE BANK CHARITABLE FOUNDATION, INC 04-3356807

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTH SHORE HEALTH AND EDUCATION FOUNDATION 55 FOGG ROAD SOUTH WEYMOUTH, MA 02190	NOT RELATED 501(C)(3)	EXEMPT PURPOSES	10,000.
		TOTAL CONTRIBUTIONS APPROVED	10,000.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
TAX REFUND					69.
CLASS ACTION PROCEEDS					807.
OTHER INCOME					4,599.
TOTALS					5,475.

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: SOUTH SHORE BANK CHARITABLE FOUNDATION,INC

Employer identification number: 04-3356807

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	15,210.
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	15,210.

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	273,775.
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	273,775.

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

JSA
2F1210 2 000

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			15,210.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			273,775.
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			288,985.

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? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
SOUTH SHORE BANK CHARITABLE FOUNDATION,INC	04-3356807

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	BBH LIMITED DURATION FUND	11/21/2012	02/07/2013	53,695.	53,420.	275.
	BED BATH & BEYOND INC	12/17/2012	03/11/2013	2,938.	2,901.	37.
	BED BATH & BEYOND INC	12/18/2012	03/11/2013	4,407.	4,359.	48.
	BED BATH & BEYOND INC	12/19/2012	03/11/2013	1,469.	1,455.	14.
	BED BATH & BEYOND INC	12/26/2012	03/11/2013	3,232.	3,040.	192.
	BED BATH & BEYOND INC	12/26/2012	03/18/2013	120.	111.	9.
	BED BATH & BEYOND INC	12/28/2012	03/18/2013	1,080.	1,000.	80.
	BED BATH & BEYOND INC	01/11/2013	03/18/2013	1,500.	1,410.	90.
	BED BATH & BEYOND INC	01/15/2013	03/18/2013	1,140.	1,075.	65.
	BED BATH & BEYOND INC	01/16/2013	03/18/2013	3,360.	3,165.	195.
	CELANESE CORP SERIES A	04/16/2012	03/18/2013	958.	891.	67.
	CELANESE CORP SERIES A	05/08/2012	03/18/2013	2,250.	2,231.	19.
	CELANESE CORP SERIES A	05/09/2012	03/18/2013	3,304.	3,204.	100.
	CELANESE CORP SERIES A	05/16/2012	03/18/2013	1,484.	1,396.	88.
	CELANESE CORP SERIES A	05/17/2012	03/18/2013	1,101.	1,014.	87.
	CELANESE CORP SERIES A	05/23/2012	03/18/2013	1,245.	1,040.	205.
	CELANESE CORP SERIES A	05/31/2012	03/18/2013	1,149.	959.	190.
	CELANESE CORP SERIES A	07/30/2012	03/18/2013	1,724.	1,331.	393.
	CELANESE CORP SERIES A	07/30/2012	03/18/2013	670.	519.	151.
	CONOCOPHILLIPS	03/18/2013	03/21/2013	4,035.	3,988.	47.
	CONOCOPHILLIPS	03/18/2013	03/22/2013	3,068.	3,050.	18.
	ECOLAB INC	05/25/2011	04/23/2012	438.	365.	73.
	ECOLAB INC	05/25/2011	04/25/2012	685.	574.	111.
	ECOLAB INC	05/25/2011	04/30/2012	1,996.	1,671.	325.

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2012

Name of estate or trust
SOUTH SHORE BANK CHARITABLE FOUNDATION,INC

Employer identification number
04-3356807

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 GOOGLE INC CL A	04/19/2012	03/18/2013	6,584.	4,855.	1,729.
GOOGLE INC CL A	05/07/2012	03/18/2013	4,938.	3,625.	1,313.
GOOGLE INC CL A	05/31/2012	03/18/2013	4,938.	3,512.	1,426.
GOOGLE INC CL A	06/27/2012	03/18/2013	2,469.	1,706.	763.
MICROSOFT CORP	10/10/2012	03/18/2013	5,562.	5,999.	-437.
PRAXAIR INC	08/06/2012	03/18/2013	3,040.	2,803.	237.
QUALCOMM INC	10/17/2012	03/18/2013	10,012.	8,825.	1,187.
QUALCOMM INC	10/18/2012	03/18/2013	2,403.	2,121.	282.
QUALCOMM INC	10/23/2012	03/18/2013	267.	242.	25.
QUALCOMM INC	10/23/2012	03/20/2013	4,559.	4,241.	318.
SKYWORK SOLUTIONS INC	03/18/2013	03/20/2013	2,825.	2,869.	-44.
SKYWORK SOLUTIONS INC	03/18/2013	03/21/2013	2,589.	2,648.	-59.
T ROWE PRICE INST HIGH YIELD	03/26/2012	11/16/2012	53,798.	53,072.	726.
T ROWE PRICE INST HIGH YIELD	03/26/2012	02/07/2013	48,558.	46,928.	1,630.
VISA INC	05/25/2011	04/20/2012	5,500.	3,563.	1,937.
VISA INC	05/25/2011	04/30/2012	3,673.	2,375.	1,298.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . 15,210.

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

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a LIBERTY MEDIA CORP	05/18/2011	12/11/2012	4,071.		4,071.
ANHEUSER BUSCH INBEV SA	08/16/2011	10/11/2012	5,887.	3,260.	2,627.
ANHEUSER BUSCH INBEV SA	08/23/2011	10/11/2012	1,812.	1,091.	721.
ANHEUSER BUSCH INBEV SA	08/23/2011	10/18/2012	3,473.	2,182.	1,291.
ANHEUSER BUSCH INBEV SA	08/23/2011	12/26/2012	2,227.	1,363.	864.
ANHEUSER BUSCH INBEV SA	09/09/2011	12/26/2012	4,454.	2,620.	1,834.
ANHEUSER BUSCH INBEV SA	09/09/2011	12/30/2012	4,386.	2,620.	1,766.
ANHEUSER BUSCH INBEV SA	09/09/2011	03/05/2013	2,345.	1,310.	1,035.
ANHEUSER BUSCH INBEV SA	09/16/2011	03/05/2013	7,035.	3,723.	3,312.
AUTOMATIC DATA PROCESSING	05/16/2007	03/18/2013	19,167.	14,373.	4,794.
BAXTER INTL INC	04/27/2010	12/24/2012	8,323.	6,282.	2,041.
BAXTER INTL INC	04/27/2010	03/18/2013	8,692.	6,282.	2,410.
BAXTER INTL INC	04/30/2010	03/18/2013	10,431.	7,111.	3,320.
BAXTER INTL INC	01/25/2011	03/18/2013	6,954.	4,953.	2,001.
BAXTER INTL INC	02/10/2011	03/18/2013	5,215.	3,674.	1,541.
BAXTER INTL INC	05/25/2011	03/18/2013	6,954.	5,994.	960.
BBH INTERNATIONAL EQUITY	12/21/2009	02/07/2013	75,178.	75,544.	-366.
BBH INTERNATIONAL EQUITY	05/23/2011	02/07/2013	15,183.	15,257.	-74.
BBH LIMITED DURATION FUND	12/21/2009	02/07/2013	34,316.	34,140.	176.
BBH LIMITED DURATION FUND	06/17/2011	02/07/2013	49,952.	49,697.	255.
BERKSHIRE HATHAWAY INC	12/02/2009	03/18/2013	46,458.	30,002.	16,456.
BERKSHIRE HATHAWAY INC	01/25/2011	03/18/2013	2,581.	2,035.	546.
BERKSHIRE HATHAWAY INC	05/25/2011	03/18/2013	10,324.	7,897.	2,427.
BERKSHIRE HATHAWAY INC	08/01/2011	03/18/2013	2,581.	1,876.	705.
CHUBB CORP	12/02/2009	03/18/2013	32,444.	18,755.	13,689.

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

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a COMCAST CORP	12/02/2009	06/25/2012	3,994.	1,904.	2,090.
COMCAST CORP	12/02/2009	06/27/2012	4,569.	2,187.	2,382.
COMCAST CORP	12/02/2009	12/26/2012	13,294.	5,206.	8,088.
COMCAST CORP	12/02/2009	03/11/2013	23,488.	8,553.	14,935.
COMCAST CORP	05/25/2011	03/11/2013	7,149.	4,399.	2,750.
COMCAST CORP	05/25/2011	03/18/2013	2,015.	1,257.	758.
COMCAST CORP	06/16/2011	03/18/2013	5,039.	2,965.	2,074.
COMCAST CORP	08/09/2011	03/18/2013	5,039.	2,531.	2,508.
DELL INC	12/02/2009	03/18/2013	14,310.	13,785.	525.
DELL INC	05/25/2011	03/18/2013	2,862.	3,248.	-386.
DENTSPLY INTERNATIONAL INC	12/02/2009	02/28/2013	15,311.	12,782.	2,529.
DENTSPLY INTERNATIONAL INC	07/29/2010	02/28/2013	3,062.	2,166.	896.
DENTSPLY INTERNATIONAL INC	01/25/2011	02/28/2013	2,041.	1,798.	243.
DIAGEO PLC	12/02/2009	08/24/2012	7,452.	4,833.	2,619.
DIAGEO PLC	12/02/2009	08/27/2012	3,196.	2,071.	1,125.
DIAGEO PLC	12/02/2009	12/26/2012	12,020.	6,904.	5,116.
DIAGEO PLC	12/02/2009	03/05/2013	11,949.	6,904.	5,045.
DIAGEO PLC	01/25/2011	03/05/2013	5,974.	3,900.	2,074.
DIAGEO PLC	05/25/2011	03/05/2013	8,962.	6,221.	2,741.
EBAY INC	12/02/2009	08/30/2012	1,599.	810.	789.
EBAY INC	12/02/2009	08/30/2012	5,450.	2,765.	2,685.
EBAY INC	12/02/2009	09/11/2012	3,869.	1,883.	1,986.
EBAY INC	12/02/2009	09/12/2012	1,029.	501.	528.
EBAY INC	12/02/2009	09/26/2012	3,998.	1,907.	2,091.
EBAY INC	12/02/2009	12/11/2012	2,963.	1,359.	1,604.

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

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

Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
EBAY INC	12/02/2009	12/14/2012	3,538.	1,621.	1,917.
EBAY INC	12/02/2009	03/18/2013	3,591.	1,668.	1,923.
EBAY INC	05/25/2011	03/18/2013	5,130.	3,259.	1,871.
EBAY INC	06/16/2011	03/18/2013	6,412.	3,734.	2,678.
EBAY INC	11/23/2011	03/18/2013	5,130.	3,005.	2,125.
ECOLAB INC	02/11/2010	04/20/2012	2,130.	1,492.	638.
ECOLAB INC	01/25/2011	04/20/2012	752.	604.	148.
ECOLAB INC	01/25/2011	04/23/2012	2,376.	1,914.	462.
EOG RESOURCES INC	12/02/2009	03/18/2013	6,492.	4,380.	2,112.
EOG RESOURCES INC	05/06/2010	03/18/2013	6,492.	5,092.	1,400.
EOG RESOURCES INC	09/13/2010	03/18/2013	6,492.	4,518.	1,974.
EOG RESOURCES INC	01/25/2011	03/18/2013	3,246.	2,529.	717.
EOG RESOURCES INC	05/25/2011	03/18/2013	130.	105.	25.
GOOGLE INC CL A	01/26/2012	03/18/2013	11,522.	8,190.	3,332.
GOOGLE INC CL A	01/30/2012	03/18/2013	5,761.	4,042.	1,719.
GOOGLE INC CL A	02/23/2012	03/18/2013	5,761.	4,237.	1,524.
GOOGLE INC CL A	03/15/2012	03/18/2013	3,292.	2,400.	892.
HENRY SCHEIN	11/04/2011	02/28/2013	6,344.	4,686.	1,658.
HENRY SCHEIN	11/09/2011	02/28/2013	8,865.	6,561.	2,304.
HENRY SCHEIN	11/25/2011	02/28/2013	4,345.	3,072.	1,273.
JOHNSON & JOHNSON	12/02/2009	12/26/2012	5,301.	4,794.	507.
JOHNSON & JOHNSON	12/02/2009	03/18/2013	6,276.	5,113.	1,163.
LIBERTY MEDIA CORP	05/18/2011	09/21/2012	271.	254.	17.
LIBERTY MEDIA CORP	05/18/2011	12/24/2012	3,932.	2,203.	1,729.
LIBERTY MEDIA CORP	05/18/2011	03/11/2013	12,696.	6,565.	6,131.

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

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

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	LIBERTY MEDIA CORP	05/18/2011	03/18/2013	9,689.	4,747.	4,942.
	LIBERTY MEDIA CORP	09/09/2011	03/18/2013	1,596.	1,049.	547.
	LIBERTY MEDIA CORP	10/05/2011	03/18/2013	629.	414.	215.
	LIBERTY MEDIA CORP	10/06/2011	03/18/2013	1,057.	695.	362.
	LONGLEAF PARTNERS SMALL CAP	12/21/2009	02/07/2013	54,798.	39,670.	15,128.
	LONGLEAF PARTNERS SMALL CAP	05/23/2011	02/07/2013	6,810.	4,930.	1,880.
	MICROSOFT CORP	02/09/2010	03/05/2013	11,144.	11,180.	-36.
	MICROSOFT CORP	05/25/2011	03/05/2013	1,393.	1,238.	155.
	MICROSOFT CORP	12/27/2011	03/05/2013	1,393.	1,305.	88.
	MICROSOFT CORP	12/27/2011	03/18/2013	2,781.	2,610.	171.
	NESTLE SA	12/02/2009	03/05/2013	41,844.	29,427.	12,417.
	NESTLE SA	01/25/2011	03/05/2013	3,487.	2,763.	724.
	NESTLE SA	05/25/2011	03/05/2013	6,974.	6,242.	732.
	NOVARTIS AG SPON	05/25/2006	03/18/2013	25,717.	21,175.	4,542.
	NOVARTIS AG SPON	01/25/2011	03/18/2013	5,143.	4,255.	888.
	NOVARTIS AG SPON	02/15/2011	03/18/2013	3,429.	2,787.	642.
	NOVARTIS AG SPON	04/07/2011	03/18/2013	5,143.	4,093.	1,050.
	NOVARTIS AG SPON	05/25/2011	03/18/2013	6,858.	6,164.	694.
	OCCIDENTAL PETROLEUM CORP	12/02/2009	03/18/2013	12,543.	12,163.	380.
	PEPSICO INC	12/02/2009	03/18/2013	6,922.	5,714.	1,208.
	PIMCO TOTAL RETURN FUND	12/21/2009	02/07/2013	186,032.	180,590.	5,442.
	PIMCO TOTAL RETURN FUND	06/17/2011	02/07/2013	50,955.	49,465.	1,490.
	PIMCO TOTAL RETURN FUND	12/07/2011	02/07/2013	82,581.	80,165.	2,416.
	PROGRESSIVE CORP	12/02/2009	03/11/2013	21,630.	14,739.	6,891.
	PROGRESSIVE CORP	12/02/2009	03/18/2013	3,146.	2,106.	1,040.

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

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a PROGRESSIVE CORP	05/25/2011	03/18/2013	5,034.	4,372.	662.
PROGRESSIVE CORP	08/02/2011	03/18/2013	4,405.	3,379.	1,026.
SOUTHWESTERN ENERGY	07/28/2010	03/18/2013	5,650.	5,590.	60.
SOUTHWESTERN ENERGY	08/12/2010	03/18/2013	1,356.	1,348.	8.
SOUTHWESTERN ENERGY	08/13/2010	03/18/2013	2,825.	2,782.	43.
SOUTHWESTERN ENERGY	08/13/2010	03/18/2013	2,411.	2,371.	40.
SOUTHWESTERN ENERGY	11/19/2010	03/18/2013	1,883.	1,851.	32.
SOUTHWESTERN ENERGY	12/27/2010	03/18/2013	2,825.	2,657.	168.
SOUTHWESTERN ENERGY	05/25/2011	03/18/2013	2,825.	3,134.	-309.
SOUTHWESTERN ENERGY	06/29/2011	03/18/2013	2,825.	3,098.	-273.
SOUTHWESTERN ENERGY	02/21/2012	03/18/2013	565.	513.	52.
SOUTHWESTERN ENERGY	02/28/2012	03/18/2013	2,260.	2,009.	251.
T ROWE PRICE NEW ASIA FUND	12/21/2009	02/07/2013	32,495.	32,503.	-8.
T ROWE PRICE NEW ASIA FUND	05/24/2011	02/07/2013	19,842.	19,847.	-5.
TARGET	12/31/2011	03/18/2013	28,160.	21,769.	6,391.
US BANCORP	01/26/2010	03/11/2013	19,268.	14,479.	4,789.
US BANCORP	01/28/2010	03/11/2013	7,540.	5,607.	1,933.
US BANCORP	08/25/2010	03/11/2013	5,864.	3,803.	2,061.
US BANCORP	08/25/2010	03/18/2013	1,706.	1,087.	619.
US BANCORP	09/27/2010	03/18/2013	4,266.	2,833.	1,433.
US BANCORP	05/06/2011	03/18/2013	2,560.	1,936.	624.
US BANCORP	05/25/2011	03/18/2013	8,532.	6,432.	2,100.
VISA INC	03/28/2011	04/09/2012	1,440.	864.	576.
WAL-MART	12/02/2009	06/12/2012	4,948.	4,097.	851.
WAL-MART	12/02/2009	07/06/2012	5,193.	4,097.	1,096.

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

Schedule D-1 (Form 1041) 2012 Page 2

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a WAL-MART	12/02/2009	07/20/2012	5,473.	4,097.	1,376.
WAL-MART	12/02/2009	07/27/2012	3,729.	2,731.	998.
WAL-MART	12/02/2009	08/08/2012	1,864.	1,366.	498.
WAL-MART	12/02/2009	08/09/2012	3,728.	2,731.	997.
WAL-MART	12/02/2009	08/13/2012	3,723.	2,731.	992.
WAL-MART	12/02/2009	03/18/2013	2,947.	2,185.	762.
WASTE MANAGEMENT INC	12/02/2009	11/09/2012	3,287.	3,371.	-84.
WASTE MANAGEMENT INC	12/02/2009	11/13/2012	1,728.	1,784.	-56.
WASTE MANAGEMENT INC	12/02/2009	11/14/2012	1,567.	1,619.	-52.
WASTE MANAGEMENT INC	12/02/2009	11/27/2012	639.	661.	-22.
WASTE MANAGEMENT INC	12/02/2009	03/18/2013	24,186.	21,479.	2,707.
WASTE MANAGEMENT INC	01/25/2011	03/18/2013	930.	938.	-8.
WASTE MANAGEMENT INC	05/25/2011	03/18/2013	5,583.	5,812.	-229.
WELLS FARGO	01/25/2011	03/18/2013	11,007.	9,775.	1,232.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	273,775.