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 MAY 1, 2012 , and ending APR 30, 2013

Name of foundation: JOHN A MCNEICE JR CHARITABLE FOUNDATION

A Employer identification number: 04-3371560

Number and street (or P O box number if mail is not delivered to street address): C/O CHOATE P.O. BOX 961019 — Room/suite:

B Telephone number: 617-248-4760

City or town, state, and ZIP code: BOSTON, MA 02196

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 5,207,898.

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

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

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

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17.	17.		STATEMENT 1
	4 Dividends and interest from securities	141,560.	141,560.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	180,617.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		180,617.		
	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)				
	11 Other income				
	12 **Total** Add lines 1 through 11	322,194.	322,194.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	48,000.	0.		48,000.
	14 Other employee salaries and wages	26,194.	0.		26,194.
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	7,670.	0.		7,670.
	b Accounting fees STMT 4	2,919.	2,919.		0.
	c Other professional fees STMT 5	29,849.	29,849.		0.
	17 Interest				
	18 Taxes STMT 6	5,873.	370.		3,939.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	951.	75.		876.
	24 **Total operating and administrative expenses** Add lines 13 through 23	121,456.	33,213.		86,679.
	25 Contributions, gifts, grants paid	250,000.			250,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	371,456.	33,213.		336,679.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-49,262.			
	b **Net investment income** (if negative, enter -0-)		288,981.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		480.	480.
	2 Savings and temporary cash investments	107,967.	187,822.	187,822.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	556,856.	455,294.	497,527.
	b Investments - corporate stock STMT 9	2,262,276.	2,309,592.	3,331,926.
	c Investments - corporate bonds STMT 10	1,226,969.	1,151,619.	1,190,143.
	11 Investments - land, buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	4,154,068.	4,104,807.	5,207,898.
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			
	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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,154,068.	4,104,807.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	4,154,068.	4,104,807.	
	31 **Total liabilities and net assets/fund balances**	4,154,068.	4,104,807.	

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	4,154,068.
2	Enter amount from Part I, line 27a	2	-49,262.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1.
4	Add lines 1, 2, and 3	4	4,104,807.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,104,807.

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 STATEMENT ATTACHED			
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	748,119.		567,502.	180,617.
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				180,617.
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	180,617.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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	347,541.	4,932,340.	.070462
2010	279,162.	4,958,458.	.056300
2009	257,892.	4,876,756.	.052882
2008	290,040.	4,952,040.	.058570
2007	235,194.	5,707,369.	.041209

2	**Total** of line 1, column (d)	2	.279423
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	.055885
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,928,889.
5	Multiply line 4 by line 3	5	275,451.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,890.
7	Add lines 5 and 6	7	278,341.
8	Enter qualifying distributions from Part XII, line 4	8	336,679.

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 ▶ [X] and enter 1% of Part I, line 27b			1	2,890.
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	0.
3 Add lines 1 and 2			3	2,890.
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	2,890.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,720.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	1,700.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	4,420.
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	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,530.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,530. **Refunded** ▶			11	0.

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 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
If "Yes," complete Part II, col (c), and Part XV			
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 ▶ CHOATE HALL & STEWART LLP Telephone no. ▶ 617-248-4760
Located at ▶ TWO INTERNATIONAL PLACE, BOSTON, MA ZIP+4 ▶ 02110

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 N/A

		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		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	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.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
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.)*	N/A	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)? ☐ 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)? N/A	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? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	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.

(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
SEE STATEMENT 11		48,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,812,852.
b	Average of monthly cash balances	1b	191,096.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,003,948.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,003,948.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	75,059.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,928,889.
6	**Minimum investment return** Enter 5% of line 5	6	246,444.

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	246,444.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,890.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,890.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	243,554.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	243,554.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	243,554.

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	336,679.
b	Program-related investments - total from Part IX-B	1b	0.
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	336,679.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	2,890.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	333,789.

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				243,554.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			75,054.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 ____				
b From 2008 ____				
c From 2009 ____				
d From 2010 ____				
e From 2011 ____				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 336,679.				
a Applied to 2011, but not more than line 2a			75,054.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				243,554.
e Remaining amount distributed out of corpus	18,071.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,071.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	18,071.			
10 Analysis of line 9:				
a Excess from 2008 ____				
b Excess from 2009 ____				
c Excess from 2010 ____				
d Excess from 2011 ____				
e Excess from 2012 18,071.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a 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
2 a 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).)

JOHN A MCNEICE JR

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
NOTRE DAME MONTESSORI SCHOOL 265 MOUNT VERNON STREET DORCHESTER, MA 02125	NONE	PUBLIC	GENERAL	5,000.
NATIVITY PREPARATORY SCHOOL 39 LAMARTINE STREET JAMAICA PLAIN, MA 02130	NONE	PUBLIC	GENERAL	5,000.
BOSTON HEALTH CARE FOR THE HOMELESS 729 MASSACHUSETTS AVENUE BOSTON, MA 02118	NONE	PUBLIC	GENERAL	5,000.
RON BURTON TRAINING VILLAGE CAMP 108 NOB HILL DRIVE FRAMINGHAM, MA 01701	NONE	PUBLIC	GENERAL	5,000.
ROSIE'S PLACE 889 HARRISON AVENUE BOSTON, MA 02118	NONE	PUBLIC	GENERAL	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	250,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BOSTON COLLEGE HIGH SCHOOL 150 MORRISSEY BOULEVARD BOSTON, MA 02125	NONE	PUBLIC	ASHUR FAMILY SCHOLARSHIP	500.
THE NEW ENGLAND PROVINCE OF JESUITS PO BOX 9199 WATERTOWN, MA 02471	NONE	PUBLIC	GENERAL	202,500.
ELIZABETH SEATON ACADEMY 2220 DORCHESTER AVENUE DORCHESTER, MA 02124	NONE	PUBLIC	GENERAL	2,000.
MONTROSE SCHOOL 29 NORTH STREET MEDFIELD, MA 02052	NONE	PUBLIC	GENERAL	20,000.
Total from continuation sheets				225,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	17.	
4 Dividends and interest from securities			14	141,560.	
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	180,617.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		322,194.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 322,194.

(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).

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 2/26/14 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THERESA D. GIGLIO	Theresa D Giglio	2/27/14		P00129119

Firm's name ▶ CHOATE HALL & STEWART LLP — Firm's EIN ▶ 04-1175860

Firm's address ▶ PO BOX 961019 BOSTON, MA 02196 — Phone no. 617-248-4783

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST	17.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	17.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST AND DIVIDENDS	141,560.	0.	141,560.
TOTAL TO FM 990-PF, PART I, LN 4	141,560.	0.	141,560.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE	7,670.	0.		7,670.
TO FM 990-PF, PG 1, LN 16A	7,670.	0.		7,670.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	2,919.	2,919.		0.
TO FORM 990-PF, PG 1, LN 16B	2,919.	2,919.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEE	29,849.	29,849.		0.
TO FORM 990-PF, PG 1, LN 16C	29,849.	29,849.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	370.	370.		0.
FEDERAL EXCISE TAX	1,564.	0.		0.
PAYROLL TAXES	3,939.	0.		3,939.
TO FORM 990-PF, PG 1, LN 18	5,873.	370.		3,939.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR PASS THROUGH FEE	75.	75.		0.
MA FORM PC FILING FEE	70.	0.		70.
LIABILITY INSURANCE	346.	0.		346.
PAYROLL PROCESSING FEE	460.	0.		460.
TO FORM 990-PF, PG 1, LN 23	951.	75.		876.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT ATTACHED	X		455,294.	497,527.
TOTAL U.S. GOVERNMENT OBLIGATIONS			455,294.	497,527.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			455,294.	497,527.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT ATTACHED	2,309,592.	3,331,926.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,309,592.	3,331,926.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT ATTACHED	1,151,619.	1,190,143.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,151,619.	1,190,143.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN A MCNEICE JR C/O CHOATE LLP TWO INTERNATIONAL PLACE BOSTON, MA 02110	TRUSTEE 0.00	0.	0.	0.
MARGARETE A PORTANOVA C/O CHOATE LLP TWO INTERNATIONAL PLACE BOSTON, MA 02110	TRUSTEE/EXECUTIVE DIRECTOR 10.00	48,000.	0.	0.
WILLIAM B NEENAN, S.J. BOSTON COLLEGE, 111 COLLEGE ROAD CHESTNUT HILL, MA 02467	TRUSTEE 0.00	0.	0.	0.
A SILVANA GINER C/O CHOATE LLP TWO INTERNATIONAL PLACE BOSTON, MA 02110	TRUSTEE 0.00	0.	0.	0.
JOHN SHAUGHNESSY JR C/O CHOATE LLP TWO INTERNATIONAL PLACE BOSTON, MA 02110	TRUSTEE 0.00	0.	0.	0.
GEORGE ASHUR C/O CHOATE LLP TWO INTERNATIONAL PLACE BOSTON, MA 02110	TRUSTEE 0.00	0.	0.	0.
EDWARD G CASEY C/O CHOATE LLP TWO INTERNATIONAL PLACE BOSTON, MA 02110	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		48,000.	0.	0.

BIRCH HILL INVESTMENT ADVISORS LLC
REALIZED GAINS AND LOSSES
JOHN A. MCNEICE JR. CHARITABLE FOUNDATION
From 05-01-2012 Through 04-30-2013

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain or Loss Short Term	Gain or Loss Long Term
03-09-2004	05-09-2012	300	EDWARDS LIFESCIENCES CORP	4,716		25,417		20,701
10-07-1998	05-09-2012	200	IBM CORP	12,224		39,876		27,653
03-09-2004	06-04-2012	200	EDWARDS LIFESCIENCES CORP	3,144		16,797		13,653
11-28-2001	06-04-2012	1,136	CVS CAREMARK CORP	10,006		50,090		40,083
06-19-2008	06-08-2012	500	PEPSICO INC	32,747		33,868		1,122
09-04-2007	06-08-2012	200	UNITED PARCEL SERVICE	15,242		15,141		-100
10-07-1998	06-08-2012	100	IBM CORP	6,112		19,303		13,191
09-15-2011	06-26-2012	300	TJX COMPANIES	8,088		12,798	4,710	
10-07-1998	06-26-2012	200	UNITED TECHNOLOGIES	3,859		14,595		10,736
12-12-2008	06-29-2012	100,000	AT&T INC 6 700% Due 11-15-13	102,545		108,084		5,539
06-26-2012	07-27-2012	200	CELGENE CORP	12,514		13,551	1,037	
02-04-2009	08-17-2012	73,000	CONOCOPHILLIPS 4 750% Due 02-01-14	74,100		77,252		3,152
06-26-2009	08-22-2012	1,000	BHP BILLITON LTD ADR	54,652		69,368		14,715
11-10-2010	09-04-2012	500	EATON VANCE CORP	15,419		13,730		-1,690
10-15-2010	09-04-2012	500	EATON VANCE CORP	14,833		13,730		-1,103
09-22-2010	09-04-2012	1,000	EATON VANCE CORP	28,723		27,460		-1,263
05-17-2007	10-09-2012	100	ABBOTT LABS	5,899		7,123		1,224
03-30-2007	10-09-2012	200	ABBOTT LABS	11,169		14,246		3,077
11-06-2007	12-14-2012	100,000	FEDERAL HOME LN BKS 4.875% Due 12-14-12	101,562		100,000		-1,562
03-30-2007	04-01-2013	1,300	ABBVIE INC	37,770		52,313		14,543
06-26-2012	04-01-2013	100	CELGENE CORP	6,257		11,627	5,370	
08-24-2006	04-01-2013	100	COLGATE PALMOLIVE	5,921		11,751		5,830
TOTAL GAINS							11,116	175,219
TOTAL LOSSES							0	-5,718
				567,502	**0**	**748,119**	**11,116**	**169,501**
TOTAL REALIZED GAIN/LOSS			180,617					

Clients are encouraged to compare this report with the account statement received from the qualified custodian that holds the account assets. The official record is the statement produced by the qualified custodian

Investment Detail - Fixed Income

U.S. Treasuries	Par	Market Price	Market Value / *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
US TREAS NOTE 4.25%08/15	150,000.0000	109.1250	163,687.50	3%	13,572.18	6,375.00
U S T NOTE DUE 08/15/15			*150,115.32*			4.24%
CUSIP: 912828EE6						***Accrued Interest: 1,320.79***
Total U.S. Treasuries	150,000.0000		163,687.50	3%	13,572.18	6,375.00
		Total Cost Basis:	*150,115.32*			

Total Accrued Interest for U.S. Treasuries: 1,320.79

Agency Securities	Par	Market Price	Market Value / *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
FED FARM CR BK 5.57%16	100,000.0000	117.5681	117,568.10	2%	17,178.10	5,570.00
NOTES DUE 11/23/16			*100,390.00*			5.51%
CUSIP: 31331VA22						
MOODY'S: Aaa S&P: AA+						***Accrued Interest: 2,444.61***
FED HOME LN BK 5%15	100,000.0000	112.1076	112,107.60	2%	10,828.60	5,000.00
NOTES DUE 12/11/15			*101,279.00*			4.80%
CUSIP: 3133XDTC5						
MOODY'S: Aaa S&P: AA+						***Accrued Interest: 1,944.44***
FED HOME LN BK 3.25%14	100,000.0000	104.1642	104,164.20	2%	654.20	3,250.00
NOTES DUE 09/12/14			*103,510.00*			2.42%
CUSIP: 3133XUMR1						
MOODY'S: Aaa S&P: AA+						***Accrued Interest: 442.36***
Total Agency Securities	300,000.0000		333,839.90	6%	28,660.90	13,820.00
		Total Cost Basis:	*305,179.00*			

Total Accrued Interest for Agency Securities: 4,831.41

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Fixed Income (continued)

Corporate Bonds	Par	Market Price	Market Value / *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
BERK HATHAWAY FIN 4.6%13	100,000.0000	100.1443	100,144.30	2%	(2,720.70)	4,600.00
NOTES DUE 05/15/13			*102,865.00*			3.83%
CALLABLE						
CUSIP: 084664BD2						
MOODY'S: Aa2 S&P: AA+						*Accrued Interest: 2,121.11*
CELGENE CORP 3.95%20	100,000.0000	110.3473	110,347.30	2%	7,497.30	3,950.00
BONDS DUE 10/15/20			*102,850.00*			3.57%
CALLABLE						
CUSIP: 151020AE4						
MOODY'S: Baa2 S&P: BBB+						*Accrued Interest: 175.56*
CONOCOPHILLIPS 4.75%14	27,000.0000	103.1978	27,863.41	<1%	456.52	1,282.50
NOTES DUE 02/01/14			*27,406.89*			4.40%
CALLABLE						
CUSIP: 20825CAS3						
MOODY'S: A1 S&P: A						*Accrued Interest: 320.63*
ECOLAB INC 3%16	100,000.0000	106.4859	106,485.90	2%	6,683.90	3,000.00
NOTES DUE 12/08/16			*99,802.00*			3.04%
CALLABLE						
CUSIP: 278865AK6						
MOODY'S: Baa1 S&P: BBB+						*Accrued Interest: 1,191.67*
FISERV INC 4.625%20	100,000.0000	110.0023	110,002.30	2%	5,423.30	4,625.00
NOTES DUE 10/01/20			*104,579.00*			4.00%
CALLABLE						
CUSIP: 337738AJ7						
MOODY'S: Baa2 S&P: BBB-						*Accrued Interest: 385.42*

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

SIPC

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
IBM CORP 6.5%13 NOTES DUE 10/15/13 CALLABLE CUSIP: 459200GN5 MOODY'S: Aa3 S&P: AA-	100,000.0000	102.8583	102,858.30 *101,166.00*	2%	1,692.30	6,500.00 6.22% *Accrued Interest: 288.89*
JPMORGAN CHASE & CO 2%17 NOTES DUE 08/15/17 CUSIP: 48126EAA5 MOODY'S: A2 S&P: A	100,000.0000	102.4458	102,445.80 *101,295.00*	2%	1,150.80	2,000.00 1.72% *Accrued Interest: 422.22*
KIMBERLY CLARK 4.875%15 BONDS DUE 08/15/15 CORP CALLABLE CUSIP: 494368AY9 MOODY'S: A2 S&P: A	100,000.0000	110.1146	110,114.60 *94,865.00*	2%	15,249.60	4,875.00 5.60% *Accrued Interest: 1,029.17*
MEDTRONIC INC 4.5%14 NOTES DUE 03/15/14 CALLABLE CUSIP: 585055AP1 MOODY'S: A2 S&P: A+	100,000.0000	103.5187	103,518.70 *103,985.00*	2%	(466.30)	4,500.00 3.60% *Accrued Interest: 575.00*
PFIZER INC 5.35%15 NOTES DUE 03/15/15 CALLABLE CUSIP: 717081DA8 MOODY'S: A1 S&P: AA	100,000.0000	108.8050	108,805.00 *111,330.00*	2%	(2,525.00)	5,350.00 2.99% *Accrued Interest: 683.61*

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

SIPC

DST 00085567W STP67400W UH6583

Investment Detail - Fixed Income (continued)

Corporate Bonds (continued)	Par	Market Price	Market Value / *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income / Yield to Maturity
PROCTER & GAMBLE 3.5%15	100,000.0000	105.4309	105,430.90	2%	4,145.90	3,500.00
NOTES DUE 02/15/15			*101,285.00*			3.26%
CALLABLE						
CUSIP: 742718DM8						
MOODY'S: Aa3 S&P: AA-						***Accrued Interest: 738.89***
WAL-MART 3.0%14	100,000.0000	102.1264	102,126.40	2%	1,936.40	3,000.00
NOTES DUE 02/03/14			*100,190.00*			2.95%
CUSIP: 931142CN1						
MOODY'S: Aa2 S&P: AA						***Accrued Interest: 750.00***
Total Corporate Bonds	1,127,000.0000		1,190,142.91	23%	38,524.02	47,182.50
		Total Cost Basis:	***1,151,618.89***			
						Total Accrued Interest for Corporate Bonds: 8,682.17
Total Fixed Income	1,577,000.0000		1,687,670.31	32%	80,757.10	67,377.50
		Total Cost Basis:	***1,606,913.21***			

Accrued Interest represents the interest that would be received if the fixed income investment was sold prior to the coupon payment
Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts EY is based upon EAI and the current price of the security and will fluctuate For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
ABBOTT LABORATORIES SYMBOL: ABT	1,300.0000	36.9200	47,996.00 *34,830.22*	<1%	13,165.78	1.51%	728.00
ACCENTURE PLC CL A F SYMBOL: ACN	800.0000	81.4400	65,152.00 *46,984.15*	1%	18,167.85	1.98%	1,296.00
AIR PROD & CHEMICALS INC SYMBOL: APD	1,200.0000	86.9600	104,352.00 *51,603.00* [a]	2%	52,749.00	3.26%	3,408.00
BAKER HUGHES INC SYMBOL: BHI	1,200.0000	45.3900	54,468.00 *56,746.10*	1%	(2,278.10)	1.32%	720.00
CARNIVAL CORP NEW F PAIRED STK SPECIAL VTG TR SYMBOL: CCL	3,000.0000	34.5100	103,530.00 *103,245.30*	2%	284.70	2.89%	3,000.00
CELGENE CORP SYMBOL: CELG	1,300.0000	118.0700	153,491.00 *70,808.57*	3%	82,682.43	0.00%	0.00
COLGATE-PALMOLIVE CO WITH STOCK SPLIT SHARES SYMBOL: CL	1,000.0000	119.4100	119,410.00 *58,748.36* [a]	2%	60,661.64	2.27%	2,720.00
E M C CORP MASS SYMBOL: EMC	3,500.0000	22.4300	78,505.00 *82,984.30*	2%	(4,479.30)	0.00%	0.00
EDWARDS LIFESCIENCES CP SYMBOL: EW	1,200.0000	63.7900	76,548.00 *40,451.20* [a]	1%	36,096.80	0.00%	0.00
ENCANA CORPORATION F SYMBOL: ECA	2,644.0000	18.4500	48,781.80 *57,313.11* [a]	<1%	(8,531.31)	4.33%	2,115.20

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
EXPEDITORS INTL WASH SYMBOL: EXPD	1,500.0000	35.9300	53,895.00 *65,631.70*	1%	(11,736.70)	1.55%	840.00
EXXON MOBIL CORPORATION SYMBOL: XOM	1,100.0000	88.9900	97,889.00 *41,242.00* [a]	2%	56,647.00	2.56%	2,508.00
FISERV INC SYMBOL: FISV	1,400.0000	91.1100	127,554.00 *86,223.90*	2%	41,330.10	0.00%	0.00
GENERAL ELECTRIC COMPANY SYMBOL: GE	3,000.0000	22.2900	66,870.00 *54,533.21*	1%	12,336.79	3.40%	2,280.00
GENTEX CORP SYMBOL: GNTX	5,000.0000	22.5000	112,500.00 *102,227.15*	2%	10,272.85	2.48%	2,800.00
GOOGLE INC CLASS A SYMBOL: GOOG	150.0000	824.5700	123,685.50 *78,357.31*	2%	45,328.19	0.00%	0.00
GRAINGER W W INC SYMBOL: GWW	400.0000	246.4700	98,588.00 *16,928.00* [a]	2%	81,660.00	1.29%	1,280.00
INTL BUSINESS MACHINES SYMBOL: IBM	200.0000	202.5400	40,508.00 *12,223.75* [a]	<1%	28,284.25	1.67%	680.00
JOHNSON & JOHNSON SYMBOL: JNJ	1,000.0000	85.2300	85,230.00 *52,186.65* [a]	2%	33,043.35	2.86%	2,440.00
JPMORGAN CHASE & CO SYMBOL: JPM	1,600.0000	49.0100	78,416.00 *76,131.19*	2%	2,284.81	2.44%	1,920.00
MARSH & MC LENNAN CO INC SYMBOL: MMC	2,600.0000	38.0100	98,826.00 *60,329.10*	2%	38,496.90	2.42%	2,392.00

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
MC CORMICK & CO INC N-VT NON VOTING SHARES SYMBOL: MKC	1,500.0000	71.9400	107,910.00 *66,586.45*	2%	41,323.55	1.89%	2,040.00
MICROSOFT CORP SYMBOL: MSFT	3,700.0000	33.1000	122,470.00 *98,170.07* [a]	2%	24,299.93	2.77%	3,404.00
ORACLE CORPORATION SYMBOL: ORCL	3,500.0000	32.7800	114,730.00 *44,888.00* [a]	2%	69,842.00	2.19%	2,520.00
PEPSICO INCORPORATED SYMBOL: PEP	1,000.0000	82.4700	82,470.00 *57,735.07*	2%	24,734.93	2.60%	2,150.00
QUALCOMM INC SYMBOL: QCOM	700.0000	61.6000	43,120.00 *39,788.80*	<1%	3,331.20	1.62%	700.00
SCHLUMBERGER LTD F SYMBOL: SLB	1,500.0000	74.4300	111,645.00 *110,752.42*	2%	892.58	1.67%	1,875.00
T J X COS INC SYMBOL: TJX	2,000.0000	48.7700	97,540.00 *50,938.13*	2%	46,601.87	0.94%	920.00
UNITED PARCEL SERVICE B CLASS B SYMBOL: UPS	1,100.0000	85.8400	94,424.00 *76,875.01*	2%	17,548.99	2.88%	2,728.00
UNITED TECHNOLOGIES CORP SYMBOL: UTX	1,100.0000	91.2900	100,419.00 *21,223.07* [a]	2%	79,195.93	2.34%	2,354.00

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
VODAFONE GROUP NEW ADR F SPONSORED ADR 1 ADR REP 10 ORD SYMBOL: VOD	2,500.0000	30.5900	76,475.00 *67,182.90*	1%	9,292.10	0.00%	0.00
WASTE MANAGEMENT INC DEL SYMBOL: WM	2,700.0000	40.9800	110,646.00 *78,356.00* [a]	2%	32,290.00	3.56%	3,942.00
WELLS FARGO & CO NEW SYMBOL: WFC	2,500.0000	37.9800	94,950.00 *84,806.45*	2%	10,143.55	2.63%	2,500.00
ZIMMER HOLDINGS INC SYMBOL: ZMH	1,600.0000	76.4500	122,320.00 *74,612.43*	2%	47,707.57	1.04%	1,280.00
Total Equities	60,494.0000	*Total Cost Basis:*	3,115,314.30 *2,121,643.07*	60%	993,671.23		57,540.20

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only The actual income and yield might be lower or higher than the estimated amounts EY is based upon EAI and the current price of the security and will fluctuate For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate

Investment Detail - Mutual Funds

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
CLOUGH CHINA FD CL I SYMBOL: CHNIX	1,709.8450	21.8200	37,308.82	<1%	19.33	33,049.95	4,258.87
Total Equity Funds	1,709.8450		37,308.82	<1%		33,049.95	4,258.87
Total Mutual Funds	1,709.8450		37,308.82	<1%		33,049.95	4,258.87

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)
ISHARES MSCI EMRG MKT FD EMERGING MARKETS INDX FD SYMBOL: EEM	1,500.0000	43.2900	64,935.00 *50,981.00*	1%	13,954.00
ISHARES MSCI GWTH IDX FD SYMBOL: EFG	600.0000	65.8700	39,522.00 *32,954.50*	<1%	6,567.50
ISHARES TR MSCI EAFE FD MSCI EAFE INDEX FUND SYMBOL: EFA	700.0000	61.9400	43,358.00 *39,034.81*	<1%	4,323.19
SPDR S&P EMERGING ASIA SYMBOL: GMF	400.0000	78.7200	31,488.00 *31,928.35*	<1%	(440.35)
Total Other Assets	3,200.0000	*Total Cost Basis:*	179,303.00 *154,898.66*	3%	24,404.34

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

...e Copy

OMB No 1545-1709

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	JOHN A MCNEICE JR CHARITABLE FOUNDATION	04-3371560
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions.	Social security number (SSN)
	C/O CHOATE P.O. BOX 961019	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	BOSTON, MA 02196	

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

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

- The books are in the care of ▶ CHOATE HALL & STEWART LLP TWO INTERNATIONAL PLACE - BOSTON, MA 02110

  Telephone No ▶ 617-248-4760 FAX No ▶ 617-502-4760
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until DECEMBER 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year ______ or

▶ [X] tax year beginning MAY 1, 2012 , and ending APR 30, 2013

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 4,420.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 2,720.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 1,700.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

223841 01-21-13

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	JOHN A MCNEICE JR CHARITABLE FOUNDATION	04-3371560
	Number, street, and room or suite no. If a P O box, see instructions C/O CHOATE P.O. BOX 961019	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions BOSTON, MA 02196	

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

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

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

● The books are in the care of ▶ CHOATE HALL & STEWART LLP TWO INTERNATIONAL PLACE - BOSTON, MA 02110

Telephone No ▶ 617-248-4760 FAX No. ▶ 617-502-4760

● If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until MARCH 15, 2014

5 For calendar year ______ , or other tax year beginning MAY 1, 2012 , and ending APR 30, 2013

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

7 State in detail why you need the extension
INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE TAX RETURN HAS NOT BEEN RECEIVED FROM ALL SOURCES.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 4,420.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 4,420.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Theresa C Quigley Title ▶ Enrolled Agent Date ▶ 12/3/2013

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01-21-13