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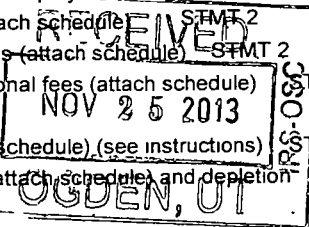
Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

For calendar year 2012 or tax year beginning 7/1/2012, and ending 6/30/2013

Name of foundation JAMES M STONEMAN CHARITABLE FUND		A Employer identification number 04-2741931
Number and street (or P O box number if mail is not delivered to street address) ONE INTERNATIONAL PLACE,	Room/suite 32ND FL	B Telephone number (see instructions) (617) 345-4500
City or town, state, and ZIP code BOSTON MA 02110		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 39,572,303	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)	11,358			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	31,533	31,533		
	4 Dividends and interest from securities	1,170,810	1,170,810		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	(124,663)			
	b Gross sales price for all assets on line 6a 6,246,791				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) STMT 1	245,422	(58,450)			
12 Total. Add lines 1 through 11	1,334,460	1,143,893			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule) STMT 2	72,278			
	b Accounting fees (attach schedule) STMT 2	15,140	7,570		
	c Other professional fees (attach schedule) STMT 2	305,000	244,000		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	1,214	125		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 4	51,301	46,694		
	24 Total operating and administrative expenses. Add lines 13 through 23	444,933	298,389		
	25 Contributions, gifts, grants paid STMT 5	2,354,613			2,354,613
26 Total expenses and disbursements. Add lines 24 and 25	2,799,546	298,389		2,354,613	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	(1,465,086)				
b Net investment income (if negative, enter -0-)		845,504			
c Adjusted net income (if negative, enter -0-)					



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments STMT 6	499,719	1,986,339	1,986,339
	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) STMT 7	32,895,363	29,932,389	37,585,964
	c	Investments—corporate bonds (attach schedule)			
	Liabilities	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)	33,395,082	31,918,728	39,572,303
17		Accounts payable and accrued expenses	3,679	0	
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)	3,679	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	33,391,403	31,918,728	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	33,391,403	31,918,728		
31	Total liabilities and net assets/fund balances (see instructions)	33,395,082	31,918,728		

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	33,391,403
2	Enter amount from Part I, line 27a	2	(1,465,086)
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> LIABILITY ADJUSTMENT	3	3,679
4	Add lines 1, 2, and 3	4	31,929,996
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> PRIOR YEAR RETURN OF CAPITAL	5	11,268
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	31,918,728

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 ATTACHED STATEMENT 8			
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 6,246,791		6,371,454	
b			
c			
d			
e			

(i) FMV 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	(124,663)
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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	2,037,291	37,494,393	0.054336
2010	1,793,190	38,631,708	0.046418
2009	1,564,090	36,647,291	0.042680
2008	2,376,555	35,052,585	0.067800
2007	2,334,182	48,198,329	0.048429

2 Total of line 1, column (d)	2	0.259663
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	0.051933
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	38,733,685
5 Multiply line 4 by line 3	5	2,011,556
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,455
7 Add lines 5 and 6	7	2,020,011
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	2,354,613

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	8,455
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	8,455
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	8,455
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	20,421	
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	20,421	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,966	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of ROBERT J. MORRISSEY, TRUSTEE Telephone no (617) 345-4500 Located at ONE INTERNATIONAL PLACE, 32ND FL, 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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20 , 20 , 20 , 20		
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 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) 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)**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)?

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

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?

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 (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
JAMES STONEMAN ONE INTERNATIONAL PLACE, 32ND FLOOR	TRUSTEE VARIOUS			
ROBERT J. MORRISSEY ONE INTERNATIONAL PLACE, 32ND FL BOS	TRUSTEE VARIOUS			
THEA STONEMAN ONE INTERNATIONAL PLACE, 32ND FL BOS	TRUSTEE VARIOUS			

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
MORRISSEY, HAWKINS, & LYNCH ONE INTERNATIONAL PLACE, 32ND FL, BOSTON, MA 02110	LEGAL FEES	72,278
MORRISSEY, HAWKINS, & LYNCH ONE INTERNATIONAL PLACE, 32ND FL, BOSTON, MA 02110	TRUSTEE FEES	305,000
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	
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

1	----- -----	
2	----- -----	
All other program-related investments See instructions		
3	----- -----	
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	38,104,876
b	Average of monthly cash balances	1b	1,218,662
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	39,323,538
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	39,323,538
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	589,853
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,733,685
6	Minimum investment return. Enter 5% of line 5	6	1,936,684

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	1,936,684
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,455
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,455
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,928,229
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,928,229
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	1,928,229

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	2,354,613
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	2,354,613
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	8,455
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,346,158

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				1,928,229
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010	772,173			
e From 2011	169,878			
f Total of lines 3a through e	942,051			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,354,613				
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)	426,384			
d Applied to 2012 distributable amount				1,928,229
e Remaining amount distributed out of corpus	0			
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	1,368,435			
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 instructions			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) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,368,435			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	772,173			
d Excess from 2011	169,878			
e Excess from 2012	426,384			

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

Recipient		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
Name and address (home or business)					
a	<i>Paid during the year</i>				
	SEE ATTACHED STATEMENTS 5 & 9	NONE	PUBLIC	GENERAL SUPPORT	2,354,613
Total		▶ 3a			
b	<i>Approved for future payment</i>				
Total		▶ 3b			

Part XVI-A · Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		Related or exempt function income (See instructions)
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	31,533		
4 Dividends and interest from securities			14	1,170,810		
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	(124,663)		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a <u>INCOME FROM PUBLICLY TRADED PSH</u>	900099	261,933	14	(59,070)		
b <u>CLASS ACTION PROCEEDS</u>			18	521		
c <u>UNITED STATES TREASURY REFUND</u>			01	42,038		
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		261,933		1,061,169		
13 Total. Add line 12, columns (b), (d), and (e)				13	1,323,102	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

JAMES M. STONEMAN CHARITABLE FUND

E.I.N.: 04-2741931

FORM 990-PF TAX YEAR: 2012

PART 1

Statement 1 - Other Income

Line 11, Part 1:	Column A (Book)	Column B (Net Investment Income)
Income from Investments in Partnerships:		
Wayfarer Capital, LP business income		
LT capital gain	\$ 56,963.00	\$ 56,963.00
ST capital gain	38,482.00	38,482.00
Investment interest expense	(6,038.00)	(6,038.00)
Other income	(20,151.00)	(20,151.00)
Other deductions	(1,192.00)	(1,192.00)
UBTI	276,186.00	-
Clough Asia Fund, LP		
Section 1256 gain	1,740.00	1,740.00
Investment interest expense	(5,092.00)	(5,092.00)
Foreign tax	(893.00)	(893.00)
Other income	(97,648.00)	(97,648.00)
UBTI	(5,139.00)	-
PVR Partners, LP		
Interest income	3.00	3.00
Section 1231 gain	10,860.00	10,860.00
Other income	15,617.00	15,617.00
Other deductions	(680.00)	(680.00)
Other expense	(66.00)	-
UBTI	(19,805.00)	-
Boardwalk Pipeline Partners, LP		
Interest income	18.00	18.00
Other loss	(1.00)	(1.00)
Other deductions	(16.00)	(16.00)
UBTI	(10,926.00)	-
Other expense	(33.00)	-
KKR Financial Holdings, LLC		
Interest income	47,328.00	47,328.00
LT capital gain	2,213.00	2,213.00
ST capital gain	627.00	627.00
Section 1231 gain	412.00	412.00
Dividend income	2,271.00	2,271.00
Investment interest expense	(17,719.00)	(17,719.00)
Foreign tax	(8.00)	(8.00)
Other loss	(11,127.00)	(11,127.00)
Other deductions	(17,281.00)	(17,281.00)
UBTI	21,617.00	-

JAMES M. STONEMAN CHARITABLE FUND

E.I.N.: 04-2741931

FORM 990-PF TAX YEAR: 2012

PART 1

(CONTINUED)

Statement 1 - Other Income

	Column A (Book)	Column B (Net Investment Income)
Line 11, Part 1:		
Income from Investments in Partnerships:		
Integrity Boston Fund, LP		
Interest income	137.00	137.00
LT capital gain	3,559.00	3,559.00
ST capital gain	(51,052.00)	(51,052.00)
Dividend income	3,916.00	3,916.00
Investment interest expense	(3,519.00)	(3,519.00)
Foreign tax	(16.00)	(16.00)
Other loss	(10,682.00)	(10,682.00)
Other deductions	(2.00)	(2.00)
Total	202,863.00	(58,971.00)
Class action proceeds - Bank of America	484.00	484.00
Class action proceeds - Apple, Inc.	37.00	37.00
United States Treasury - Form 990-T refund	41,802.00	-
United States Treasury - Interest income	236.39	-
Total	42,559.39	521.00
Total Other Income	\$ 245,422.39	\$ (58,450.00)

JAMES M. STONEMAN CHARITABLE FUND

E.I.N.: 04-2741931

FORM 990-PF TAX YEAR: 2012

Statement 2, Part I, Line 16

	<u>Column A</u>	<u>Column B</u>
Morrissey, Hawkins & Lynch		
Legal fees	\$ <u>72,278</u>	\$ <u>0</u>
Forman, Itzkowitz, Berenson & LaGreca P.C.		
Accounting fees	\$ <u>15,140</u>	\$ <u>7,570</u>
Morrissey, Hawkins & Lynch		
Trustee fees	\$ <u>305,000</u>	\$ <u>244,000</u>

Statement 3, Part I, Line 18 - Taxes

Commonwealth of Massachusetts	\$ 125	\$ 125
United States Treasury	<u>1,089</u>	<u>0</u>
	\$ <u>1,214</u>	\$ <u>125</u>

Statement 4 Part I, Line 23 - Other Expenses

Northern Trust - management fees	\$ 46,245	\$ 46,245
Administration expense	<u>5,056</u>	<u>449</u>
	\$ <u>51,301</u>	\$ <u>46,694</u>

JAMES M. STONEMAN CHARITABLE FUND

E.I.N.: 04-2741931

FORM 990-PF TAX YEAR: 2012

Statement 5 -
Grants and Contributions Paid During the Year
F/Y 7/1/12 through 6/30/13

<u>ORGANIZATION</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	<u>AMOUNT</u>
Association of Small Foundations	None	Public	General Support	\$ 695.00
Boca Raton Regional Hospital	None	Public	General Support	100,000.00
Boston College	None	Public	General Support	10,000.00
Brigham & Woman's Hospital	None	Public	General Support	1,000,000.00
Cape Cod Health Care Foundation	None	Public	General Support	248,785.82
Children's Hospital Boston	None	Public	General Support	240,000.00
Combined Jewish Philanthropies	None	Public	General Support	25,000.00
Dana-Farber Cancer Institute	None	Public	General Support	388,032.50
Friends of Peter's Park	None	Public	General Support	5,000.00
Hospice and Palliative Care of Cape Cod	None	Public	General Support	10,000.00
Inner-City Scholarship Fund	None	Public	General Support	75,000.00
Jewish Federation of S. Palm Beach County	None	Public	General Support	10,000.00
Manlius Pebble Hill School	None	Public	General Support	25,000.00
Massachusetts General Hospital	None	Public	General Support	200,000.00
Park Street School	None	Public	General Support	5,000.00
Salvation Army	None	Public	General Support	2,000.00
Steve M. Gootter Foundation	None	Public	General Support	2,500.00
Temple Israel	None	Public	General Support	6,600.00
YMCA of Greater Boston	None	Public	General Support	1,000.00
				<u>\$ 2,354,613.32</u>

JAMES M. STONEMAN CHARITABLE FUND

E.I.N.: 04-2741931

FORM 990-PF TAX YEAR: 2012

Statement 6, Part II Balance Sheets - Line 2

	Col. (A) FYE: 6/30/12 <u>Book Value</u>	Col. (B) FYE: 6/30/13 <u>Book Value</u>	Col. (C) FYE: 6/30/13 <u>Fair Market Value</u>
<u>Line 2 - Savings and Temporary Cash Investments</u>			
Northern Trust #1710356681	\$ 2,134	\$ 7,968	\$ 7,968
Northern Trust #03-53815	125,358	1,162,025	1,162,025
Northern Trust - Special Fund #1710356692	1,241	8,754	8,754
Northern Trust - Special Fund #03-46316	370,986	807,592	807,592
Total Savings and Temporary Cash Investments	<u>\$ 499,719</u>	<u>\$ 1,986,339</u>	<u>\$ 1,986,339</u>

JAMES M. STONEMAN CHARITABLE FUND

E.I.N.: 04-2741931

FORM 990-PF TAX YEAR: 2012

Statement 7, Part II - Line 10 -
Line 10b - Investments - Corporate Stock

	Col. (B) FYE: 6/30/12 Book Value	Col. (C) FYE: 6/30/12 Fair Market Value
8,000 sh Abbott Labs	\$ 158,128.96	\$ 279,040.00
8,500 sh Abbvie Inc. Com	182,194.70	351,390.00
2,600 sh ADR Total SA	148,205.74	126,620.00
150 sh AIG	171,026.73	6,705.00
8,995 sh American International Group Inc WTS/Prod	1.53	0.00
80 sh American International Group Inc WT Exp 1/19/21	1,360.00	1,459.20
2,750 sh Apple Computer, Inc.	179,403.70	1,089,220.00
12,000 sh Barrick Gold Corp.	411,475.50	188,880.00
2,500 sh Beam Inc.	149,960.39	157,775.00
6,000 sh Boardwalk Pipeline Partners, LP	164,143.80	181,200.00
10,000 sh Cisco Systems	133,558.92	243,100.00
7,000 sh Colgate Palmolive	194,441.10	401,030.00
7,000 sh Conagra Foods Inc.	155,342.00	244,510.00
6,000 sh Exelon	126,846.00	185,280.00
8,000 sh Government PPTYS Income Tr	207,182.57	201,760.00
7,500 sh Home Depot, Inc.	224,892.36	581,025.00
17,400 sh Intel	370,230.96	421,428.00
4,000 sh Johnson & Johnson	239,960.00	343,440.00
3,000 sh Kimberly-Clark Corp.	196,824.40	291,420.00
3,000 sh Lockheed Martin Corp	198,570.00	325,380.00
6,000 sh MFC cohen & Steers Select PFD & Income Fd	150,000.00	155,640.00
6,000 sh MFC Pimco Dynamic Income Fd	150,000.00	175,500.00
8,000 sh MFC Stone HBR Emerging Mkts Income	200,000.00	167,840.00
10,000 sh Microsoft	245,470.99	345,300.00
2,200 sh M&T Bk Corp.	189,758.80	245,850.00
12,400 sh Nokia	196,620.39	46,376.00
10,000 sh Omega Healthcare INVS, Inc. REIT	96,639.60	310,200.00
3,500 sh Pepsico, Inc.	207,410.00	286,265.00
8,000 sh Proctor & Gamble	294,941.78	615,920.00
7,475 sh Republic Services Inc.	213,948.45	253,701.50
7,500 sh Sanofi Sponsored ADR	280,725.00	386,325.00
10,000 sh Seadrill Com	336,990.40	407,400.00
6,000 sh Sysco Corp.	193,164.00	204,960.00
10,000 sh Telefonica SA Sponsored	227,700.00	128,100.00
7,500 sh Teva Pharmaceuticals	322,121.00	294,000.00
6,500 sh Travelers Cos, Inc.	298,962.80	519,480.00
6,000 sh United Technologies	254,295.00	557,640.00
5,000 sh Verizon Communications	213,290.59	251,700.00
4,000 sh Wisdomtree Emerging Markets Equity Inc.	249,060.00	192,920.00
5,000 sh Xylem Inc.	146,908.05	134,700.00
22,000 sh Yamana Gold Inc.	212,960.00	209,220.00

JAMES M. STONEMAN CHARITABLE FUND

E.I.N.: 04-2741931

FORM 990-PF TAX YEAR: 2012

Statement 7, Part II - Line 10 -
Line 10b - Investments - Corporate Stock
(Continued)

	Col. (B) FYE: 6/30/12 Book Value	Col. (C) FYE: 6/30/12 Fair Market Value
250,000 Bd Anheuser Busch, Inc. 4.625% 2/01/2015	248,775.00	264,182.50
250,000 Bd McDonalds Corp Med Term Nts 5.3% 3/15/2017	252,577.50	282,014.00
250,000 Bd National Rural Utilities Coop 4.75% 3/01/2014	250,510.00	257,092.00
250,000 Bd General Electric Cap Corp Med Term 5.625% 5/01/2018	252,180.00	286,751.00
178,000 Bd Goldman Sachs Group, Inc. NT, 4.75%, 7/15/13	175,595.22	178,249.37
100,000 Bd Embraer Overseas LTD	101,375.00	109,500.00
The James M. Stoneman Charitable Fund - Special Fund	20,356,659.85	24,698,475.23
Total Securities	\$ 29,932,388.78	\$ 37,585,963.80

JAMES M. STONEMAN CHARITABLE FUND

E.I.N.: 04-2741931

FORM 990-PF TAX YEAR: 2012

Statement 7-1James M. Stoneman Charitable Fund Special Account:

<u>Securities</u>	<u>Cost or Basis</u>	<u>Market Value</u>
10,000 sh American Cap Agy Corp. Com	\$ 343,970.75	\$ 229,900.00
8,000 sh AT&T Inc Com	227,273.60	283,200.00
5,000 sh Automatic Data Processing, Inc.	197,813.73	344,300.00
40,000 sh Bank of America	1,798,216.66	514,400.00
5,000 sh Bank Montreal Que Com	260,326.00	290,150.00
12,500 sh Bristol Myers Squibb Co.	430,445.00	558,625.00
5,000 sh Cenovus Energy Inc. COM	112,800.22	142,600.00
5,000 sh Chevron Corp.	328,271.53	591,700.00
10,908 sh Chunghwa Telecom Co. Ltd	253,494.17	350,255.88
10,000 sh Conoco Phillips	514,368.33	605,000.00
7,500 sh Eli Lilly & Co Com	299,716.31	368,400.00
8,000 sh Ensco PLC Shs Class A Com	416,275.00	464,960.00
10,000 sh Exelon Corp.	459,700.00	308,800.00
7,500 sh Exxon Mobil Corp.	451,200.00	677,625.00
8,500 sh Haheras Finl Corp.	247,357.21	209,440.00
6,000 sh Health Care REIT. Inc.	178,777.00	402,180.00
4,000 sh Imperial TOB Group PLC	271,850.00	278,760.00
20,000 sh Intel Corp.	475,500.00	484,400.00
25,000 sh KKR Finl Holdings LLC	231,333.00	263,750.00
20,000 sh Merck & Co., Inc.	636,600.00	929,000.00
11,000 sh MFC Guggenheim Funds Distributors Inc.	222,185.00	223,630.00
25,000 sh MFC CBRE Clarion Global Real Estate Income Fd	348,091.40	225,500.00
3,250 sh MFC Spdr Ser Tr Wells Fargo PFD	150,602.85	141,277.50
6,000 sh MFO Flaherty & Crumrine Dynamica FFD& income	150,000.00	150,000.00
25,000 sh Microsoft Corp.	619,125.00	863,250.00
7,000 sh MLP El Paso Pipeline Partners, LP	278,080.30	305,690.00
5,000 sh National Fuel Gas Co.	296,684.70	289,750.00
5,000 sh Nestles A Sponsored ADR	163,650.00	328,900.00
6,000 sh Newmont Mining Corp.	252,471.10	179,700.00
5,000 sh Parker Hannifin Corp.	226,256.66	477,000.00
25,000 sh Pfizer, Inc.	653,670.00	700,250.00
12,000 sh Potash Corp Sask, Inc.	126,433.34	457,560.00
3,500 sh Qualcomm Inc.	212,267.30	213,780.00
8,000 sh Royal Dutch Shell PLC	501,680.00	510,400.00
12,000 sh Solar Cap Ltd. Com	250,750.52	277,080.00
5,000 sh Stryker Corp.	258,251.82	323,400.00
20,000 sh Taiwan Semiconductor MFG Co.	254,800.00	366,400.00
10,000 sh Verizon Communications	318,896.78	503,400.00
15,000 sh Vodafone Group	277,662.00	431,100.00
6,500 sh Williams Company Inc.	200,915.00	211,055.00
25,000 sh Windstream Corp.	266,007.67	192,750.00
250,000 Bd Wachovia Corp. New Wachovia Corp. 5.25%, due 08/01/14	245,975.00	261,132.50
250,000 Bd Goldman Sachs Group, Inc., 5.5% due 11/15/14	247,250.00	264,200.75
200,000 Bd Caterpillar Financial Svcs Corp. 6.125%, due 2/17/14	201,000.00	207,076.20

JAMES M. STONEMAN CHARITABLE FUND

E.I.N.: 04-2741931

FORM 990-PF TAX YEAR: 2012

Statement 7-1

(Continued)

James M. Stoneman Charitable Fund Special Account:

	<u>Securities</u>	<u>Cost or Basis</u>	<u>Market Value</u>
100,000 Bd	Embraer Overseas Ltd, 6.375%, due 1/15/20	101,375.00	109,500.00
100,000 Bd	Goldman Sachs Group, Inc., 3.625%, due 2/7/16	99,432.00	104,386.10
	Integrity Boston Smidcap Growth Stock Fund, LP	499,522.00	590,292.34
	Wayfarer Capital, LP	1,247,298.00	2,401,225.20
	Clough Asia Fund	802,025.00	902,397.27
	Clough Offshore Fund, Ltd	1,500,000.00	2,633,369.09
	Kynikos Opp Fund International	1,000,000.00	1,284,566.40
	PVR Partners, LP	249,012.90	271,011.00
	Total Securities	<u>\$ 20,356,659.85</u>	<u>\$ 24,698,475.23</u>

THE JAMES M. STONEMAN CHARITABLE FUND
ACCOUNT OF INVESTMENT SALES
STATEMENT 8
JULY 1, 2012 THROUGH JUNE 30, 2013

(a)	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Proceeds	(g) Basis	(h) Gain(Loss)
500 sh Abbott Labs	P	02/06/09	01/16/13	16,269.63	9,883.06	6,386.57
500 sh Home Depot, Inc.	P	02/06/09	11/26/12	32,079.27	14,992.82	17,086.45
10,000 sh Pfizer	P	02/06/09	07/24/12	233,894.74	356,659.43	(122,764.69)
5,000 sh Royal Gold Inc Com	P	07/16/10	01/16/13	403,106.91	221,140.00	181,966.91
2,500 sh United Parcel Svc	P	02/06/09	08/15/12	189,945.74	195,174.00	(5,228.26)
500,000 sh Federal Farm CR Banks 5.35%, 2012	P	02/06/09	10/24/12	500,000.00	498,639.91	1,360.09
500,000 sh Federal Farm CR Banks 5.2%, 2013	P	02/06/09	03/20/13	500,000.00	495,970.00	4,030.00
250,000 sh Bank of America FDG Corp., 4.9%, 5/01/13	P	05/01/09	05/01/13	250,000.00	250,000.00	0.00
100,000 sh Deutsche Bank Alex Brown, 5.9, 2/15/15	P	09/01/09	06/24/13	108,357.36	101,400.00	6,957.36
Subtotal				2,233,653.65	2,143,859.22	89,794.43

Special Fund:

615 sh ADR Barclays Bk PLC Sponsored ADS Ser 4 Pref Shs	P	01/07/10	03/19/13	15,583.73	14,647.76	935.97
200 sh ADR Barclays Bk PLC Sponsored ADS Ser 4 Pref Shs	P	01/07/10	03/19/13	5,067.94	4,762.00	305.94
200 sh ADR Barclays Bk PLC Sponsored ADS Ser 4 Pref Shs	P	01/07/10	03/19/13	5,067.94	4,762.00	305.94
85 sh ADR Barclays Bk PLC Sponsored ADS Ser 4 Pref Shs	P	01/07/10	03/19/13	2,154.05	2,023.85	130.20
200 sh ADR Barclays Bk PLC Sponsored ADS Ser 4 Pref Shs	P	01/07/10	03/19/13	5,067.94	4,764.00	303.94
100 sh ADR Barclays Bk PLC Sponsored ADS Ser 4 Pref Shs	P	01/07/10	03/19/13	2,533.97	2,381.00	152.97
100 sh ADR Barclays Bk PLC Sponsored ADS Ser 4 Pref Shs	P	01/07/10	03/19/13	2,533.97	2,381.00	152.97
100 sh ADR Barclays Bk PLC Sponsored ADS Ser 4 Pref Shs	P	01/07/10	03/19/13	2,533.97	2,381.00	152.97
100 sh ADR Barclays Bk PLC Sponsored ADS Ser 4 Pref Shs	P	01/07/10	03/19/13	2,533.97	2,381.50	152.47
75 sh ADR Barclays Bk PLC Sponsored ADS Ser 4 Pref Shs	P	01/07/10	03/19/13	1,900.68	1,785.75	114.93
25 sh ADR Barclays Bk PLC Sponsored ADS Ser 4 Pref Shs	P	01/07/10	03/19/13	633.56	595.25	38.31
400 sh ADR Barclays Bk PLC Sponsored ADS Ser 4 Pref Shs	P	01/07/10	03/19/13	10,135.87	9,524.00	611.87
975 sh ADR Barclays Bk PLC Sponsored ADS Ser 4 Pref Shs	P	01/07/10	03/19/13	24,706.12	23,234.25	1,471.87
400 sh ADR Barclays Bk PLC Sponsored ADS Ser 4 Pref Shs	P	01/07/10	03/19/13	10,135.87	9,524.00	611.87
7,300 sh ADR Barclays Bk PLC Sponsored ADS Ser 4 Pref Shs	P	01/07/10	03/19/13	184,978.00	173,959.00	11,019.00
125 sh ADR Barclays Bk PLC Sponsored ADS Ser 4 Pref Shs	P	01/07/10	03/19/13	3,166.13	2,976.25	189.88
4,000.00 sh ADR Novartis AG	P	12/16/09	08/07/12	236,640.85	216,334.40	20,306.45

THE JAMES M. STONEMAN CHARITABLE FUND
ACCOUNT OF INVESTMENT SALES
STATEMENT 8
JULY 1, 2012 THROUGH JUNE 30, 2013
(CONTINUED)

(a)	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Proceeds	(g) Basis	(h) Gain(Loss)
52780						
6,700 sh Annaly Mortgage Management. Inc.	P	03/31/06	08/29/12	115,304.41	80,709.54	34,594.87
3,300 sh Annaly Mortgage Management. Inc.	P	03/31/06	08/29/12	56,791.72	39,857.40	16,934.32
5,000 sh Annaly Mortgage Management. Inc.	P	05/21/07	08/29/12	86,048.06	78,771.00	7,277.06
5,000 sh Annaly Mortgage Management. Inc.	P	01/07/09	08/29/12	86,048.07	76,249.50	9,798.57
3 sh Berkshire Hathaway, Inc.	P	09/20/06	08/29/12	377,907.91	296,300.00	81,607.91
2,500 sh Exxon Mobil Corp	D	09/16/04	01/22/13	226,174.93	150,400.00	75,774.93
14,000 sh Hugoton Rty Tr Tex Unit Ben Int	P	04/07/10	11/28/12	111,769.33	235,900.00	(124,130.67)
5,000 sh Jabil Circuit, Inc.	P	07/21/06	11/08/12	87,229.72	108,168.00	(20,938.28)
5,000 sh Jabil Circuit, Inc.	P	03/23/07	11/08/12	87,229.71	109,738.00	(22,508.29)
5,000 sh MacQuarie Infrastructure Co.	P	10/26/08	03/07/13	205,945.38	205,299.50	645.88
17,000 sh MFC Global X FDS Global X China Finls ETF	P	04/15/11	01/03/13	242,679.40	245,276.85	(2,597.45)
120 sh MFC Global X FDS Global X China Finls ETF	P	05/24/11	01/03/13	1,713.03	1,630.80	82.23
880 sh MFC Global X FDS Global X China Finls ETF	P	05/25/11	01/03/13	12,562.23	11,959.20	603.03
2,000 sh MFC Global X FDS Global X China Finls ETF	P	08/08/11	01/03/13	28,550.52	22,780.00	5,770.52
30,000 sh Nokia Corp	D	09/16/04	02/20/13	114,912.19	487,800.00	(372,887.81)
1,000 sh Parker Hannifin Corp	D	09/16/04	03/12/13	95,780.84	45,246.67	50,534.17
15,000 sh Pfizer, Inc.	D	09/16/04	10/17/12	386,846.73	392,775.00	(5,928.27)
3,000 sh Phillips 66 Com	P	05/01/12	01/17/13	164,750.01	86,946.08	77,803.93
12,000 sh Sara Lee Corp Com	P	02/07/11	06/27/12	222,355.09	204,240.00	18,115.09
200,000 sh Black & Decker Corp. SR NT 8.95%, due 4/15/14, premium 3,500	P	4/7/09	8/31/12	226,446.00	203,500.00	22,946.00
200,000 sh Black & Decker Corp., SR NT 4.75%, due 11/1/14,	P	07/27/09	08/31/12	218,640.00	207,383.66	11,256.34
Subtotal - Special Fund				<u>3,671,059.84</u>	<u>3,769,348.21</u>	<u>(98,288.37)</u>
Total - Securities Sales				<u>5,904,713.49</u>	<u>5,913,207.43</u>	<u>(8,493.94)</u>
Brandywine Blue Fund Liquidation				<u>342,077.99</u>	<u>458,247.13</u>	<u>(116,169.14)</u>
Total				<u>\$6,246,791.48</u>	<u>\$6,371,454.56</u>	<u>\$ (124,663.08)</u>

JAMES M. STONEMAN CHARITABLE FUND
E.I.N.: 04-2741931
FORM 990-PF TAX YEAR: 2012

Statement 9: Form 990-PF, Part XV 3a
Grantee Addresses

Association of Small Foundations
1720 N Street, NW
Washington, DC 20036

Boston College
University Relations
Chestnut Hill, MA 02167

Cape Cod Health Care Foundation
P.O. Box 370
Hyannis, MA 02601

Combined Jewish Philanthropies
126 High Street
Boston, MA

Friends of Peter's Park
230 Shawmut Ave.
Boston, MA 02118

Inner City Scholarship Fund
2121 Commonwealth Avenue
Brighton, MA 02135-3193

Manlius Pebble Hill School
5300 Jamesville Rd
DeWitt, NY 13214

Park Street School
67 Brimmer Street
Boston, MA 02108

Steven M. Gootter Foundation
P.O. Box 64583
Tucson, AZ 85728-4583

YMCA of Greater Boston
316 Huntington Ave
Boston, MA 02115

Boca Raton Community Hospital Fund
745 Meadows Road
Boca Raton, FL 33486

Brigham & Women's Hospital
116 Huntington Ave.
Boston, MA 02116

Children's Hospital Boston
Boston, MA 02115

Dana-Farber Cancer Institute
375 Longwood Avenue
Brookline, MA 02115-5347

Hospice & Palliative Care of Cape Cod
359 Main Street
Falmouth, MA 02540

Jewish Federation of S. Palm Beach
9901 Donna Klein Blvd
Boca Raton, FL 33428

Massachusetts General Hospital
55 Fruit Street
Boston, MA 02114


Salvation Army
1500 Washington Street
Boston, MA

Temple Israel
Longwood Ave & Plymouth Street
Boston, MA 02215

JAMES M. STONEMAN CHARITABLE FUND

#04-2741931
Form 990PF - 2012
Part XIII Line 4

Under IRC Regulations Section 53.4942(a) - 3(d)(2), the foundation elects to treat \$426,384 of current distributions as made out of corpus.


Foundation Manager