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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.

2012

For calendar year 2012 or tax year beginning JUL 1, 2012, and ending JUN 30, 2013

Name of foundation

THE ELQUI VALLEY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

CHOATE LLP PO BOX 961019

A Employer identification number

04-3484088

City or town, state, and ZIP code

BOSTON, MA 02196

B Telephone number

(617) 248-4760

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col (c), line 16) Other (specify) ► \$ 2,929,778. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		7.	7.		STATEMENT 1
4 Dividends and interest from securities		78,617.	78,533.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		71,342.			
Gross sales price for all assets on line 6a		759,884.			
7 Capital gain net income (from Part IV, line 2)			71,342.		
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		149,966.	149,882.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	35,573.	25,605.		9,968.
c Other professional fees					
17 Interest					
18 Taxes	STMT 4	2,572.	1,272.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	35.	0.		35.
24 Total operating and administrative expenses Add lines 13 through 23		38,180.	26,877.		10,003.
25 Contributions, gifts, grants paid		13,000.			13,000.
26 Total expenses and disbursements. Add lines 24 and 25		51,180.	26,877.		23,003.
27 Subtract line 26 from line 12:		98,786.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			123,005.		
c Adjusted net income (if negative, enter -0-)				N/A	

10/16/2014

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
	1	Cash - non-interest-bearing		
	2	Savings and temporary cash investments	106,864.	177,063.
	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		
	b	Investments - corporate stock	STMT 8	2,381,490.
	c	Investments - corporate bonds		2,408,397.
	11	Investments - land, buildings, and equipment basis ►		
		Less accumulated depreciation ►		
	12	Investments - mortgage loans		
	13	Investments - other		
	14	Land, buildings, and equipment: basis ►	7,169.	
		Less accumulated depreciation	STMT 9	7,169.
	15	Other assets (describe ►)		
	16	Total assets (to be completed by all filers)		2,488,354.
	17	Accounts payable and accrued expenses		2,585,460.
	18	Grants payable		2,929,778.
	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.
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>		
		and complete lines 24 through 26 and lines 30 and 31		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>		
		and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds		2,465,581.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		2,509,321.
	29	Retained earnings, accumulated income, endowment, or other funds		0.
	30	Total net assets or fund balances		22,773.
				76,139.
	31	Total liabilities and net assets/fund balances		2,488,354.
				2,585,460.

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	2,488,354.
2	Enter amount from Part I, line 27a	2	98,786.
3	Other increases not included in line 2 (itemize) ►	3	3,007.
4	Add lines 1, 2, and 3	4	2,590,147.
5	Decreases not included in line 2 (itemize) ►	5	4,687.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,585,460.

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			VARIOUS	06/30/13
b SEE STATEMENT ATTACHED			VARIOUS	06/30/13
c CAPITAL GAINS DIVIDENDS				
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 360,535.		351,807.	8,728.	
b 391,538.		336,735.	54,803.	
c 7,811.			7,811.	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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		
a			8,728.	
b			54,803.	
c			7,811.	
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	71,342.
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	134,659.	2,730,473.	.049317
2010	113,131.	2,819,125.	.040130
2009	254,810.	2,629,644.	.096899
2008	116,342.	2,453,407.	.047421
2007	87,471.	3,034,729.	.028823

2 Total of line 1, column (d)

2 .262590

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 .052518

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 2,863,276.

5 Multiply line 4 by line 3

5 150,374.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 1,230.

7 Add lines 5 and 6

7 151,604.

8 Enter qualifying distributions from Part XII, line 4

8 23,003.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)	
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b
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-)
3	Add lines 1 and 2
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-
6	Credits/Payments:
6a	2012 estimated tax payments and 2011 overpayment credited to 2012
6b	Exempt foreign organizations - tax withheld at source
6c	Tax paid with application for extension of time to file (Form 8868)
6d	Backup withholding erroneously withheld
7	Total credits and payments. Add lines 6a through 6d
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► 627. Refunded ►

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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</i>		
1c	Did the foundation file Form 1120-POL for this year?		
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? <i>If "Yes," attach a detailed description of the activities.</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	4b	
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?	5	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	6	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	7	X
	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)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14 The books are in care of ► <u>CHOATE HALL & STEWART LLP</u> Telephone no. ► <u>(617) 248-4760</u> Located at ► <u>TWO INTERNATIONAL PLACE, BOSTON, MA</u> ZIP+4 ► <u>02110</u>		
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 ► <u>15</u> <u>N/A</u>		
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 ► <u>16</u> <u>Yes</u> <u>No</u> 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <u>1b</u> <u>X</u>		
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? <u>1c</u> <u>X</u>		
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)): <u>2b</u> <u></u>		
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 ► <u>2a</u> <u></u>			
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.) <u>2b</u> <u></u>		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>2c</u> <u></u>		
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) <u>3b</u> <u></u>		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <u>4a</u> <u>X</u>		
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? <u>4b</u> <u>X</u>		

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)? 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)?

Organizations relying on a current notice regarding disaster assistance check here N/Ac If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

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

If "Yes" to 6b, file Form 8870

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
MARIA J. GRASSO CHOATE HALL & STEWART LLP TWO INT'L BOSTON, MA 02110	TRUSTEE 1.00	0.	0.	0.
ANGELO J. GRASSO CHOATE HALL & STEWART LLP TWO INT'L BOSTON, MA 02110	TRUSTEE 1.00	0.	0.	0.
ANA MARIA PATTERSON CHOATE HALL & STEWART LLP TWO INT'L BOSTON, MA 02110	TRUSTEE 1.00	0.	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.

1	N/A	Expenses
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.

1	N/A	Amount
2		
3		
Total. Add lines 1 through 3		0.

Form 990-PF (2012)

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
 b Average of monthly cash balances
 c Fair market value of all other assets
 d **Total** (add lines 1a, b, and c)
 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
 3 Subtract line 2 from line 1d
 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)
 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4
 6 **Minimum investment return.** Enter 5% of line 5

1a	2,795,663.
1b	111,216.
1c	
1d	2,906,879.
2	0.
3	2,906,879.
4	43,603.
5	2,863,276.
6	143,164.

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

1	143,164.
2a	2,460.
2b	
2c	2,460.
3	140,704.
4	0.
5	140,704.
6	0.
7	140,704.

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

1a	23,003.
1b	0.
2	
3a	
3b	
4	23,003.
5	0.
6	23,003.

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				140,704.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
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	124,490.			
f Total of lines 3a through e	398.	124,888.		
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 23,003.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				23,003.
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))	117,701.			117,701.
6 Enter the net total of each column as indicated below:		7,187.		
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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.				
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		7,187.		
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	6,789.			
c Excess from 2010				
d Excess from 2011	398.			
e Excess from 2012				

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 Paid during the year				
WOMEN'S LUNCH PLACE P.O. BOX 170900 <u>BOSTON, MA 02117</u>	NONE	PUBLIC	GENERAL PURPOSES	5,000.
TRUSTEES OF TUFTS COLLEGE FLETCHER SCHOOL, 160 PACKARD AVE <u>MEDFORD, MA 02155-7082</u>	NONE	PUBLIC	SCHOLARSHIP GRANT	8,000.
Total				► 3a 13,000.
b Approved for future payment				
NONE				
Total				► 3b 0.

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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14	7.
4 Dividends and interest from securities				14	78,617.
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	71,342.
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.		149,966.	0.
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)				13	149,966.

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

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.

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee		Date:	Title			
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	PATRICK LAVOIE		<i>Patrick Lavoie CPA</i>	3/25/14		P00491156
	Firm's name ► CHOATE HALL & STEWART LLP				Firm's EIN ► 04-1175860	
Firm's address ► P O BOX 961019 BOSTON, MA 02196				Phone no. 617-248-4760		

ACCT 2YX6 783604015
FPOM 07/01/2012
TO 06/30/2013

CHOATE, HALL & STEWART LLP
STATEMENT OF CAPITAL GAINS AND LOSSES
ELQUI VALLEY FOUNDATION

PAGE 34
RUN 10/30/2013
07 22.04 AM

TRUST YEAR ENDING 06/30/2013

TAX PREPARER TPK
TRUST ADMINISTRATOR 36
INVESTMENT OFFICER

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
1230 0000 FEDERATED TOTAL RETURN BOND FUND-IN - 31428Q101 - MINOR = 66							
SOLD 07/11/2012		14157.30					
ACQ 1230 0000 11/18/2011		14157.30	13923.60		233.70	ST	Y
1225 0000 PIMCO TOTAL RETURN FUND-INST - 693390700 - MINOR = 66							
SOLD 07/11/2012		13952.75					
ACQ 957 8630 05/02/2011		10910.06	10565.23		344.83	LT15	Y
267 1370 11/18/2011		3042.69	2885.08		157.61	ST	Y
1255 0000 VANGUARD TOTAL BD MKT IDX - 921937868 - MINOR = 66							
SOLD 07/11/2012		14018.35					
ACQ 1255 0000 11/18/2011		14018.35	13805.00		213.35	ST	Y
1995 0000 VANGUARD FTSE DEVELOPED MARKETS ETF - 921943858 - MINOR = 63							
SOLD 07/11/2012		61883.71					
ACQ 1995 0000 04/24/2012		61883.71	65315.70		-3431.99	ST	
4665 0000 FIDELITY HIGH INCOME FUND - 316146406 - MINOR = 64							
SOLD 10/31/2012		43337.85					
ACQ 4665 0000 02/02/2012		43337.85	41611.80		1726.05	ST	
975 0000 GATEWAY FUND Y - 367829884 - MINOR = 59							
SOLD 10/31/2012		26646.75					
ACQ 214.1000 05/02/2011		5851.35	5770.00		81.35	LT15	Y
760 9000 02/02/2012		20795.40	20308.43		486.97	ST	
2075 0000 MFS EMERGING MKTS DEBT FD I - 55273E640 - MINOR = 64							
SOLD 10/31/2012		33511.25					
ACQ 611.4210 02/07/2011		9874.45	8780.00		1094.45	LT15	Y
245 9020 05/02/2011		3971.32	3600.00		371.32	LT15	Y
563 1860 09/21/2011		9095.45	8200.00		895.45	LT15	Y
654 4910 07/13/2009		10570.03	8312.04		2257.99	LT15	Y
115 0000 SPDR DJ WILSHIRE INTL REAL ESTATE - 78463X863 - MINOR = 63							
SOLD 10/31/2012		4662.36					
ACQ 110 0000 07/09/2009		4459.65	3073.40		1386.25	LT15	Y
5 0000 10/23/2008		202.71	135.45		67.26	LT15	Y
3025 0000 GATEWAY FUND Y - 367829884 - MINOR = 59							
SOLD 02/05/2013		83762.25					
ACQ 171 9300 10/29/2010		4760.74	4410.00		350.74	LT15	Y
38 2340 11/02/2009		1058.70	940.57		118.13	LT15	Y
740 0000 02/07/2011		20490.60	19565.60		925.00	LT15	Y
617 3410 11/18/2011		17094.17	16020.00		1074.17	LT15	Y
862 5540 02/02/2012		23884.12	23021.57		862.55	LT15	
594.9410 10/27/2008		16473.92	13737.19		2736.73	LT15	Y
210 0000 ISHARES MSCI CANADA ETF - 464286509 - MINOR = 63							
SOLD 02/05/2013		6085.68					
ACQ 110 0000 02/03/2011		3187.74	3549.43		-361.69	LT15	Y
100 0000 07/09/2009		2897.94	2038.28		859.66	LT15	Y
1595.0000 MFS INTL VALUE I - 55273E822 - MINOR = 61							
SOLD 02/05/2013		47132.25					
ACQ 1592 4880 04/23/2012		47058.02	41866.50		5191.52	ST	
2 5120 11/18/2011		74.23	62.22		12.01	LT15	Y
710 0000 PIMCO TOTAL RETURN FUND-INST - 693390700 - MINOR = 66							
SOLD 02/05/2013		7944.90					
ACQ 710 0000 11/18/2011		7944.90	7668.00		276.90	LT15	Y
785 0000 T ROWE PRICE REAL ESTATE FUND - 779919109 - MINOR = 59							
SOLD 02/05/2013		17042.35					
ACQ 785.0000 07/13/2009		17042.35	6509.16		10533.19	LT15	Y
FOUND UPDATE 02/16/13							
245 0000 SPDR DJ WILSHIRE INTL REAL ESTATE - 78463X863 - MINOR = 63							
SOLD 02/05/2013		10130.54					
ACQ 245 0000 10/23/2008		10130.54	6637.05		3493.49	LT15	Y
1275 0000 VANGUARD DIVIDEND APPREC ETF - 921908844 - MINOR = 63							
SOLD 02/05/2013		81011.81					
ACQ 615.0000 07/11/2012		39076.28	34513.43		4562.85	ST	
660 0000 07/20/2010		41935.53	30114.74		11820.79	LT15	Y
1685 0000 VANGUARD TOTAL BD MKT IDX - 921937868 - MINOR = 66							
SOLD 02/05/2013		18518.15					
ACQ 1685 0000 11/18/2011		18518.15	18535.00		-16.85	LT15	Y
685 0000 VANGUARD FTSE ALL WORLD X-US SC - 922042718 - MINOR = 63							
SOLD 02/05/2013		64142.03					
ACQ 330 0000 07/09/2009		30900.54	21327.90		9572.64	LT15	Y
105 0000 02/03/2011		9831.99	10600.76		768.77	LT15	Y
290 0000 09/21/2011		23409.50	21021.60		2387.90	LT15	Y
4181 4650 VIRTUS EMERGING MKTS OPPOR- - 92828T889 - MINOR = 61							
SOLD 02/05/2013		44030.83					
ACQ 1978 6100 02/02/2012		20834.76	18500.00		2334.76	LT15	
2202 8550 04/26/2012		23196.07	21610.00		1586.07	ST	
8190 0000 CREDIT SUISSE COMM RET ST-I - 22544R305 - MINOR = 64							
SOLD 05/30/2013		61998.30					
ACQ 3463 5360 04/26/2012		26218.97	28020.00		-1801.03	LT15	
2230 9090 02/05/2013		16887.98	18405.00		-1517.02	ST	
2495 5550 07/11/2012		18891.35	19914.53		-1023.18	ST	
450 0000 FEDERATED TOTAL RETURN BOND FUND-IN - 31428Q101 - MINOR = 66							
SOLD 05/30/2013		5062.50					
ACQ 450 0000 11/18/2011		5062.50	5094.00		-31.50	LT15	Y
145 0000 ISHARES CORE S&P 500 ETF - 464287200 - MINOR = 63							
SOLD 05/30/2013		24230.54					
ACQ 145 0000 02/05/2013		24230.54	22039.93		2190.61	ST	

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FROM 07/01/2012
TO 06/30/2013

CHOATE, HALL & STEWART LLP
STATEMENT OF CAPITAL GAINS AND LOSSES
ELQUI VALLEY FOUNDATION

PAGE 35
RUN 10/30/2013
07 22 04 AM

TRUST YEAR ENDING 06/30/2013

TAX PREPARER TPK
TRUST ADMINISTRATOR 36
INVESTMENT OFFICER

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
335 0000 MFS INTL VALUE I - 55273E822 - MINOR = 61							
SOLD		05/30/2013	10713 30				
ACQ	335 0000	11/18/2011	10713 30	8297 95	2415 35	LT15	Y
275 0000 PIMCO TOTAL RETURN FUND-INST - 693390700 - MINOR = 66							
SOLD		05/30/2013	3052 50				
ACQ	275 0000	11/18/2011	3052 50	2970 00	82 50	LT15	Y
105 0000 VANGUARD DIVIDEND APPREC ETF - 921908844 - MINOR = 63							
SOLD		05/30/2013	7210 23				
ACQ	105 0000	07/20/2010	7210 23	4790 98	2419 25	LT15	Y
495 0000 VANGUARD TOTL BD MKT IDX - 921937868 - MINOR = 66							
SOLD		05/30/2013	5385 60				
ACQ	495 0000	11/18/2011	5385.60	5445 00	-59 40	LT15	Y
1000 0000 VANGUARD FTSE EMERGING MARKETS ETF - 922042858 - MINOR = 63							
SOLD		05/30/2013	42449 66				
ACQ	200 0000	02/03/2011	8489 93	9422 32	-932 39	LT15	Y
	800 0000	02/05/2013	33959 73	35607 84	-1648 11	ST	
TOTALS			752073 74	688542 28			
			=====	=====			
S 17		367,535.47		351,801.84			8,728.43
L 17		391,538 47		361,735.44			54,803.03

Investment Detail

783604016 | ELQUI VALLEY FOUNDATION

30-Oct-2013 11:34 AM ET

Asset Types. Alternative, Cash, Cash & Equivalents, Equity, Fixed Income, Other
Data Current as of: 30-Jun-2013

SUMMARY

Asset Type	Current Allocation	Market Value	Total Cost	Unrealized Gain/Loss
Alternative	13.274%	\$388,885.03	\$354,020.51	\$34,864.52
Cash	0.000%	\$0.00	\$0.00	\$0.00
Cash & Equivalents	6.044%	\$177,062.53	\$177,062.53	\$0.00
Equity	56.800%	\$1,664,103.18	\$1,371,626.89	\$292,476.29
Fixed Income	19.943%	\$584,288.39	\$568,400.98	\$15,887.41
Other	3.940%	\$115,438.32	\$114,348.20	\$1,090.12
Totals		\$2,929,777.45	\$2,585,459.11	\$344,318.34

DETAIL

Asset Name	SEDOL	CUSIP Ticker	Current Allocation	Quantity	Current Pnce	Date Pnced	Market Value	Total Cost	Unrealized Gain/Loss
Alternative 13.274%									
CREDIT SUISSE COMM RET ST-I Ticker CRSOX Asset ID 22544R305	-	22544R305 CRSOX	2.215%	9,090.7730	7.1400	28-Jun-2013	\$64,908.12	\$67,234.63	(\$2,326.51)
GATEWAY FUND Y Ticker GTEYX Asset ID 367829884	-	367829884 GTEYX	3.754%	3,943.1680	27.8900	28-Jun-2013	\$109,974.96	\$94,826.85	\$15,148.11
MFS EMERGING MKT'S DEBT FD I Ticker MEDIX Asset ID 55273E640	-	55273E640 MEDIX	2.317%	4,600.0650	14.7600	28-Jun-2013	\$67,896.96	\$61,891.36	\$6,005.60
T ROWE PRICE REAL ESTATE FUND Ticker TRREX Asset ID 779919109	-	779919109 TRREX	0.917%	1,229.8000	21.8400	28-Jun-2013	\$26,858.83	\$9,239.12	\$17,619.71
WELLS FARGO INT'L BOND FUND- INST Ticker ESICX Asset ID 94985D582	-	94985D582 ESICX	4.070%	10,970.2080	10.8700	28-Jun-2013	\$119,246.16	\$120,828.55	(\$1,582.39)
Subtotal			13.274%				\$388,885.03	\$354,020.51	\$34,864.52
Cash: 0.000%									
CASH - INCOME	-	-	2.599%	76,139.4600	1.0000		\$76,139.46	\$76,139.46	\$0.00
CASH - PRINCIPAL	-	-	(2.599)%	(76,139.4600)	1.0000		(\$76,139.46)	(\$76,139.46)	\$0.00
Subtotal			0.000%				\$0.00	\$0.00	\$0.00
Cash & Equivalents 6.044%									
BLACKROCK LIQ FD FED TRST-IN Ticker TFFXX Asset ID 09248U874	-	09248U874 TFFXX	6.044%	177,062.5300	100.0000%	28-Jun-2013	\$177,062.53	\$177,062.53	\$0.00
Subtotal			6.044%				\$177,062.53	\$177,062.53	\$0.00
Equity 56.800%									
CAUSEWAY EMERGING MARKETS-IS	-	149498107 CEMIX	1.368%	3,670.1510	10.9200	28-Jun-2013	\$40,078.05	\$43,895.00	(\$3,816.95)

Asset Name	SEDOL	CUSIP Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
Ticker CEMIX Asset ID 149498107									
GOLDMAN SACHS LOQ EMG MK-I Ticker GIMDX Asset ID 38145N303		38145N303 GIMDX	1.709%	5,651 0580	8 8600	28-Jun-2013	\$50,068 37	\$54,168 95	(\$4,100 58)
ISHARES CORE S&P 500 ETF Ticker IVV Asset ID 464287200		464287200 IVV	14.826%	2,700 0000	160 8800	28-Jun-2013	\$434,376 00	\$291,912 35	\$142,463 65
ISHARES CORE S&P SMALL-CAP ETF Ticker IJR Asset ID 464287804		464287804 IJR	0.632%	205 0000	90 3100	28-Jun-2013	\$18,513 55	\$18,777 98	(\$264 43)
ISHARES MSCI CANADA ETF Ticker EWC Asset ID 464286509		464286509 EWC	0.366%	410 0000	26 1500	28-Jun-2013	\$10,721 50	\$8,356 95	\$2,364 55
ISHARES TR MSCI EAFE GROWTH ETF Ticker EFG Asset ID 464288885		464288885 EFG	3.836%	1,820 0000	61 7500	28-Jun-2013	\$112,385 00	\$102,825 57	\$9,559 43
LAZARD EMERGING MARKETS EQUITY INST Ticker LZEMX Asset ID 52106N889	2236609	52106N889 LZEMX	1.558%	2,551 6200	17 8900	28-Jun-2013	\$45,648 48	\$29,200 95	\$16,447 53
MFS INTL NEW DISCOVERY-I Ticker MWNIX Asset ID 552981854		552981854 MWNIX	1.792%	2,032 5620	25 8300	28-Jun-2013	\$52,501 08	\$51,810 00	\$691 08
MFS INTL VALUE I Ticker MINIX Asset ID 55273E822		55273E822 MINIX	4.529%	4,185 5000	31 7000	28-Jun-2013	\$132,680 35	\$103,674 83	\$29,005 52
POWERSHARES BUYBACK ACHIEVERS Ticker PKW Asset ID 73935X286		73935X286 PKW	2.596%	2,140 0000	35 5400	28-Jun-2013	\$76,055 60	\$61,937 59	\$14,118 01
SPDR S&P MIDCAP 400 ETF TRUST Ticker MDY Asset ID 78467Y107		78467Y107 MDY	1.219%	170 0000	210 1000	28-Jun-2013	\$35,717 00	\$19,232 10	\$16,484 90
TEMPLETON INST FOREIGN SM CO Ticker TFSCX Asset ID 880210877		880210877 TFSCX	1.806%	2,721 1130	19 4500	28-Jun-2013	\$52,925 65	\$51,810 00	\$1,115 65
VANGUARD DIVIDEND APPREC ETF Ticker VIG Asset ID 921908844		921908844 VIG	4.802%	2,125 0000	66 2000	28-Jun-2013	\$140,675 00	\$96,960 35	\$43,714 65
VANGUARD FTSE DEVELOPED MARKETS ETF Ticker VEA Asset ID 921943858		921943858 VEA	10.322%	8,495 0000	35 6000	28-Jun-2013	\$302,422 00	\$283,765 79	\$18,656 21
VANGUARD FTSE EMERGING MARKETS ETF Ticker VWO Asset ID 922042858		922042858 VWO	3.456%	2,610 0000	38 7950	28-Jun-2013	\$101,254 95	\$95,610 92	\$5,644 03
VANGUARD GBL EX-US REAL EST Ticker VNQI Asset ID 922042676		922042676 VNQI	0.875%	480 0000	53 3800	28-Jun-2013	\$25,622 40	\$26,572 75	(\$950 35)
WISDOMTREE EMERGING MKTS S/C DIV FD Ticker DGS Asset ID 97717W281		97717W281 DGS	1.108%	705 0000	46 0400	28-Jun-2013	\$32,458 20	\$31,114 81	\$1,343 39

Asset Name	SEDOL	CUSIP Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
Subtotal			56.800%				\$1,664,103.18	\$1,371,626.89	\$292,476.29
Fixed Income: 19.943%									
FEDERATED TOTAL RETURN BOND FUND-IN Ticker FTRBX Asset ID 31428Q101		31428Q101 FTRBX	4.990%	13,326.6010	10.9700	28-Jun-2013	\$146,192.81	\$146,795.59	(\$602.78)
PIMCO TOTAL RETURN FUND-INST Ticker PTTRX Asset ID 693390700		693390700 PTTRX	4.938%	13,446.2340	10.7600	28-Jun-2013	\$144,681.48	\$139,389.37	\$5,292.11
VANGUARD TOTAL BD MKT IDX Ticker VBTSX Asset ID 921937868		921937868 VBTSX	10.015%	27,498.9780	10.6700	28-Jun-2013	\$293,414.10	\$282,216.02	\$11,198.08
Subtotal			19.943%				\$584,288.39	\$568,400.98	\$15,887.41
Other 3.940%									
FIDELITY HIGH INCOME FUND Ticker SPHIX Asset ID 316146406	2835943	316146406 SPHIX	1.933%	6,181.4130	9.1600	28-Jun-2013	\$56,621.74	\$55,138.20	\$1,483.54
RIDGEWORTH SEIX FLOATING-I Ticker SAMBX Asset ID 76628T678		76628T678 SAMBX	2.008%	6,557.0320	8.9700	28-Jun-2013	\$58,816.58	\$59,210.00	(\$393.42)
Subtotal			3.940%				\$115,438.32	\$114,348.20	\$1,090.12

$\Sigma C\$ = \$ 2,408,396.58$

$\Sigma D\$ = \$ 2,752,714.92$

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

SOURCE	AMOUNT
BLACKROCK LIQ FD FED TRUST	7.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST	86,428.	7,811.	78,617.
TOTAL TO FM 990-PF, PART I, LN 4	86,428.	7,811.	78,617.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHOATE INVESTMENT ADVISORS - INVESTMENT ADVISORY SERVICES	31,273.	23,455.		7,818.
CHOATE HALL & STEWART LLP - BOOKKEEPING	1,000.	500.		500.
CHOATE HALL & STEWART LLP - TAX PREPARATION	3,300.	1,650.		1,650.
TO FORM 990-PF, PG 1, LN 16B	35,573.	25,605.		9,968.

FORM 990-PF

TAXES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD ON DIVIDENDS	1,272.	1,272.		0.
EXCISE TAX ON NET INVESTMENT INCOME - 6/30/13	0.	0.		0.
EXCISE TAX ON NET INVESTMENT INCOME - 6/30/12	1,300.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,572.	1,272.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMONWEALTH OF MASSACHUSETTS - FORM PC FILING FEE	35.	0.		35.
TO FORM 990-PF, PG 1, LN 23	35.	0.		35.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 6

DESCRIPTION	AMOUNT
6/30/12 DIVIDENDS RECEIVED JULY, 2012 ROUNDING	3,006. 1.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,007.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 7
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DESCRIPTION	AMOUNT
ADJUSTMENT FOR NON-TAXABLE RETURN OF CAPITAL DIVIDENDS 6/30/12 DIVIDENDS RECEIVED JULY, 2013	154. 4,533.
TOTAL TO FORM 990-PF, PART III, LINE 5	4,687.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	2,408,397.	2,752,715.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,408,397.	2,752,715.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 9
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNISHINGS	4,479.	4,479.	0.
OFFICE FURNISHINGS	2,690.	2,690.	0.
TOTAL TO FM 990-PF, PART II, LN 14	7,169.	7,169.	0.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction in Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE FURNISHINGS	04/26/00	SL	10.00	16	4,479.				4,479.	4,479.		0.	4,479.
2	OFFICE FURNISHINGS	03/22/02	SL	10.00	16	2,690.				2,690.	2,690.		0.	2,690.
* TOTAL 990-PF PG 1 DEPR						7,169.				7,169.			0.	7,169.

228111
05-01-12

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ►
- 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. THE ELQUI VALLEY FOUNDATION	Employer identification number (EIN) or 04-3484088
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. CHOATE LLP PO 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-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

CHOATE HALL & STEWART LLP

- The books are in the care of ► **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 **FEBRUARY 15, 2014**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for

► calendar year _____ or► tax year beginning **JUL 1, 2012**, and ending **JUN 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	\$	3,087.
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	\$	2,337.
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	\$	750.

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)



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

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 File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE ELQUI VALLEY FOUNDATION	Employer identification number (EIN) or Social security number (SSN) 04-3484088
	Number, street, and room or suite no. If a P.O. box, see instructions. CHOATE LLP PO 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-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.

CHOATE HALL & STEWART LLP

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

5 For calendar year **JUL 1, 2012**, and ending **JUN 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
ADDITIONAL TIME IS NEEDED DUE TO UNAVOIDABLE ABSENCE OF AN INDIVIDUAL HAVING SOLE AUTHORITY TO EXECUTE THE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 3,087.
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	\$ 3,087.
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 ► *Rita J. Rini*

Title ► CPA

Date ► **2/3/14**

Form 8868 (Rev. 1-2013)

Application for Extension of Time To File an
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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



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	Number, street, and room or suite no. If a P O box, see instructions CHOATE LLP PO 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
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CHOATE HALL & STEWART LLP

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 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	\$ 3,087.
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	\$ 2,337.
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Form 8868 (Rev. 1-2013)

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11