Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052 **2012** Open to public Inspection

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

Name of foundation
TARA HILLS CHARITABLE FOUNDATION
C/O BARNEKE AND ANDERSON, LLP

A Employer identification number 20-2045324

Number and street (or P O box number if mail is not delivered to street address) 211 CONGRESS STREET | Room/suite

B Telephone number 617-542-8155

City or town, state, and ZIP code BOSTON, MA 02110

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 1,888,407.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1 Contributions, gifts, grants, etc , received			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	69,388.	69,388.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-73,444.			
b Gross sales price for all assets on line 6a 180,683.				
7 Capital gain net income (from Part IV, line 2)		0.		
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	884.	884.		STATEMENT 2
12 **Total.** Add lines 1 through 11	-3,172.	70,272.		
Operating and Administrative Expenses 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	1,500.	1,500.		0.
c Other professional fees STMT 4	10,300.	10,300.		0.
17 Interest				
18 Taxes STMT 5	22.	22.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	124.	124.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	11,946.	11,946.		0.
25 Contributions, gifts, grants paid	80,000.			80,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	91,946.	11,946.		80,000.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-95,118.			
b **Net investment income** (if negative, enter -0-)		58,326.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	152,917.	293,578.	293,578.
	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			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	1,613,146.	1,377,367.	1,594,829.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,766,063.	1,670,945.	1,888,407.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,766,063.	1,670,945.	
	30 **Total net assets or fund balances**	1,766,063.	1,670,945.	
	31 **Total liabilities and net assets/fund balances**	1,766,063.	1,670,945.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,766,063.
2	Enter amount from Part I, line 27a	2	-95,118.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,670,945.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,670,945.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
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	180,683.		254,127.	-73,444.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-73,444.
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 — -73,444.

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	104,442.	1,937,214.	.053914
2010	90,500.	1,987,512.	.045534
2009	169,391.	1,912,652.	.088563
2008	90,000.	1,822,866.	.049373
2007	100,350.	2,162,221.	.046411

2	Total of line 1, column (d)	2	.283795
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	.056759
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,916,924.
5	Multiply line 4 by line 3	5	108,803.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	583.
7	Add lines 5 and 6	7	109,386.
8	Enter qualifying distributions from Part XII, line 4	8	80,000.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	1,167.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	1,167.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	1,167.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,842.		
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	1,842.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	675.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	675. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X

Website address ▶ N/A

14 The books are in care of ▶ LOWELL, BLAKE AND ASSOCIATES Telephone no ▶617-422-0064
Located at ▶141 TREMONT STREET, BOSTON, MA ZIP+4 ▶02111

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

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

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 [X] 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 [X] No
(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] 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 [X] 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 [X] 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 [X] No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X
If "Yes" to 6b, file Form 8870.
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? [ ] Yes [X] 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
KATHLEEN J. HOULAHAN 55 LOUDERS LANE JAMAICA PLAIN, MA 02130	TRUSTEE 1.00	0.	0.	0.
JAMES P. RANDALL C/O BARNEKE AND ANDERSON, 211 CONGRES BOSTON, MA 02110	TRUSTEE 1.00	0.	0.	0.
JAMES H. LOWELL C/O LOWELL BLAKE & ASSOC., 141 TREMON BOSTON, MA 02111	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	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,736,574.
b	Average of monthly cash balances	1b	209,542.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,946,116.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,946,116.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,192.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,916,924.
6	**Minimum investment return.** Enter 5% of line 5	6	95,846.

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	95,846.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1,167.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,167.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	94,679.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	94,679.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	94,679.

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	80,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	80,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	80,000.

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					94,679.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years ____, ____, ____			0.		
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008					
c From 2009	60,876.				
d From 2010					
e From 2011	8,697.				
f Total of lines 3a through e		69,573.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 80,000.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2012 distributable amount					80,000.
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).)		14,679.			14,679.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		54,894.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		54,894.			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009	46,197.				
c Excess from 2010					
d Excess from 2011	8,697.				
e Excess from 2012					

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

KATHLEEN J. HOULAHAN

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BE HEALTHY, INC. 333 WEST 41ST ST. SUITE # 414 MIAMI BEACH, FL 33140	NONE	QUALIFIED CHARITY	UNRESTRICTED	75,000.
HAITI PROJECTS INC PO BOX 6891 PROVIDENCE, RI 02940	NONE	QUALIFIED CHARITY	UNRESTRICTED	5,000.
Total			▶ 3a	80,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	69,388.	
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			14	884.	
8 Gain or (loss) from sales of assets other than inventory			18	-73,444.	
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.		-3,172.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 -3,172.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] 11/12/13 Trustee

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [ ] No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [X] if self-employed	PTIN
MICHAEL PROVOST, CPA	[signature]	11/7/13		P00207857

Firm's name ▶ BARNEKE AND ANDERSON, LLP — Firm's EIN ▶ 04-2266782

Firm's address ▶ 211 CONGRESS STREET BOSTON, MA 02110-2432 — Phone no 617-542-8155

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WINSLOW, EVANS & CROCKER, INC.	69,388.	0.	69,388.
TOTAL TO FM 990-PF, PART I, LN 4	69,388.	0.	69,388.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
HUGOTON ROYALTY TRUST	884.	884.	
TOTAL TO FORM 990-PF, PART I, LINE 11	884.	884.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUTING FEES	1,500.	1,500.		0.
TO FORM 990-PF, PG 1, LN 16B	1,500.	1,500.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	10,300.	10,300.		0.
TO FORM 990-PF, PG 1, LN 16C	10,300.	10,300.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	22.	22.		0.
TO FORM 990-PF, PG 1, LN 18	22.	22.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING AND OTHER FEES	124.	124.		0.
TO FORM 990-PF, PG 1, LN 23	124.	124.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULES	COST	1,377,367.	1,594,829.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,377,367.	1,594,829.

Lowell, Blake & Associates

HOLDINGS REPORT

TARA HILLS CHARITABLE FOUNDATION

LBA:269002x

June 30, 2013

Account Number: 269002X

Cusip/ Ticker	Date Acquired	Quantity	Security	Unit Cost	Total Cost
000375204	06-23-08	400.00	ABB LTD ADR	30.68	12,272.96
000375204	09-23-08	600.00	ABB LTD ADR	21.18	12,706.94
	Total Shares	1,000.00	Total Cost of Shares		24,979.90
038336103	04-04-05	400.00	APTARGROUP	26.79	10,718.00
038336103	08-05-05	400.00	APTARGROUP	25.24	10,098.00
038336103	02-01-06	200.00	APTARGROUP	28.30	5,661.00
	Total Shares	1,000.00	Total Cost of Shares		26,477.00
07317q105	12-08-06	200.00	BAYTEX ENERGY	20.30	4,060.42
07317q105	03-09-07	500.00	BAYTEX ENERGY	17.08	8,542.00
	Total Shares	700.00	Total Cost of Shares		12,602.42
105756BN9	03-28-08	100,000	BRAZILIAN GOV NOTE/US $ DEN 4.590 % Due 01-10-28	53.98	53,982.14
	Total Shares	100,000	Total Cost of Shares		53,982.14
105756bj8	02-03-06	115,000	BRAZILIAN GOV NOTE/US $ DEN 5.600 % Due 01-05-16	45.94	52,831.76
105756bj8	03-03-06	35,000	BRAZILIAN GOV NOTE/US $ DEN 5.600 % Due 01-05-16	49.60	17,359.53
	Total Shares	150,000	Total Cost of Shares		70,191.29
12673PAC9	02-12-10	50,000	CA INC SR FIXED RT 5.375 % Due 12-01-19	102.62	51,309.50
	Total Shares	50,000	Total Cost of Shares		51,309.50
135087YU2	02-10-12	15,000	CANADIAN GOV NOTE/US $ DEN 1.900 % Due 12-01-14	102.63	15,394.33
	Total Shares	15,000	Total Cost of Shares		15,394.33
135087ZQ0	05-11-12	20,000	CANADIAN GOV NOTE/US $ DEN 2.610 % Due 09-01-16	105.91	21,181.44
	Total Shares	20,000	Total Cost of Shares		21,181.44
136375102	08-24-10	200.00	CANADIAN NATIONAL RAILWAY	59.19	11,838.62

Lowell, Blake & Associates

HOLDINGS REPORT

TARA HILLS CHARITABLE FOUNDATION

LBA:269002x

June 30, 2013

Account Number: 269002X

Cusip/ Ticker	Date Acquired	Quantity	Security	Unit Cost	Total Cost
136375102	06-30-11	200.00	CANADIAN NATIONAL RAILWAY	80.46	16,092.42
	Total Shares	400.00	Total Cost of Shares		27,931.04
17275rae2	09-22-09	50,000	CISCO CORPORATE NOTE 4.950 % Due 02-15-19	104.63	52,317.00
	Total Shares	50,000	Total Cost of Shares		52,317.00
26190840	06-30-13	290,055.69	DREYFUS TREAS PRIME CASH MGMT MMF	1.00	290,055.69
	Total Shares	290,055.69	Total Cost of Shares		290,055.69
291011104	08-18-09	400.00	EMERSON ELECTRIC	34.14	13,656.00
291011104	12-30-09	300.00	EMERSON ELECTRIC	43.46	13,037.93
	Total Shares	700.00	Total Cost of Shares		26,693.93
292505104	08-18-09	200.00	ENCANA CORP	25.72	5,144.34
292505104	05-17-10	400.00	ENCANA CORP	32.11	12,844.00
292505104	11-22-11	600.00	ENCANA CORP	19.08	11,448.25
	Total Shares	1,200.00	Total Cost of Shares		29,436.59
358029106	11-02-10	400.00	FRESENIUS ADR	31.98	12,793.00
358029106	02-09-12	400.00	FRESENIUS ADR	36.10	14,440.42
	Total Shares	800.00	Total Cost of Shares		27,233.42
372460105	11-22-11	200.00	GENUINE PARTS	55.46	11,092.42
372460105	05-10-12	200.00	GENUINE PARTS	65.03	13,006.96
	Total Shares	400.00	Total Cost of Shares		24,099.38
380956409	12-06-06	500.00	GOLDCORP	30.48	15,242.00
	Total Shares	500.00	Total Cost of Shares		15,242.00
38259p508	08-24-10	25.00	GOOGLE, INC	455.91	11,397.75
38259p508	11-02-10	15.00	GOOGLE, INC	620.20	9,303.05
	Total Shares	40.00	Total Cost of Shares		20,700.80
444717102	02-10-10	500.00	HUGOTON RTY TR TEX UNIT BEN INT	16.91	8,454.00
444717102	02-09-12	500.00	HUGOTON RTY TR TEX UNIT BEN INT	15.14	7,568.45
	Total Shares	1,000.00	Total Cost of Shares		16,022.45
458140100	01-19-05	500.00	INTEL	22.87	11,437.00
458140100	08-05-05	200.00	INTEL	26.94	5,388.00

Lowell, Blake & Associates

HOLDINGS REPORT

TARA HILLS CHARITABLE FOUNDATION

LBA:269002x

June 30, 2013

Account Number: 269002X

Cusip/ Ticker	Date Acquired	Quantity	Security	Unit Cost	Total Cost
458140100	02-24-06	300.00	INTEL	20.43	6,128.00
	Total Shares	1,000.00	Total Cost of Shares		22,953.00
478160104	02-01-06	100.00	JOHNSON & JOHNSON	58.18	5,818.00
478160104	04-07-06	200.00	JOHNSON & JOHNSON	58.67	11,734.00
	Total Shares	300.00	Total Cost of Shares		17,552.00
641069406	08-18-09	200.00	NESTLE ADR	39.10	7,821.00
641069406	11-22-11	200.00	NESTLE ADR	56.34	11,269.00
	Total Shares	400.00	Total Cost of Shares		19,090.00
66987v109	07-13-07	200.00	NOVARTIS	54.75	10,950.00
66987v109	01-11-08	100.00	NOVARTIS	58.78	5,878.00
66987v109	12-30-09	200.00	NOVARTIS	54.53	10,906.62
	Total Shares	500.00	Total Cost of Shares		27,734.62
670100205	06-30-11	100.00	NOVO NORDISK ADR	125.47	12,546.71
670100205	05-10-12	100.00	NOVO NORDISK ADR	144.71	14,470.91
	Total Shares	200.00	Total Cost of Shares		27,017.62
742718109	11-22-11	200.00	PROCTER & GAMBLE	62.04	12,408.42
742718109	02-09-12	200.00	PROCTER & GAMBLE	64.10	12,820.60
742718109	05-10-12	200.00	PROCTER & GAMBLE	64.45	12,890.40
	Total Shares	600.00	Total Cost of Shares		38,119.42
744375205	05-10-12	1,000.00	PSYCHEMEDICS	9.93	9,927.95
	Total Shares	1,000.00	Total Cost of Shares		9,927.95
77519R102	11-02-10	2,000.00	ROGERS SUGAR	5.12	10,246.42
77519R102	06-30-11	2,000.00	ROGERS SUGAR	5.63	11,261.23
	Total Shares	4,000.00	Total Cost of Shares		21,507.65
80105N105	09-23-08	400.00	SANOFI AVENTIS ADR	33.49	13,396.00
80105N105	08-18-09	200.00	SANOFI AVENTIS ADR	31.73	6,347.00
	Total Shares	600.00	Total Cost of Shares		19,743.00
826197501	02-10-10	150.00	SIEMENS ADR	86.82	13,023.22
826197501	05-17-10	150.00	SIEMENS ADR	93.26	13,989.35
	Total Shares	300.00	Total Cost of Shares		27,012.57
832696405	06-02-05	200.00	JM SMUCKER CO.	50.61	10,122.00
832696405	08-05-05	200.00	JM SMUCKER CO.	47.70	9,540.00
832696405	02-24-06	200.00	JM SMUCKER CO.	39.33	7,866.00
	Total Shares	600.00	Total Cost of Shares		27,528.00

Lowell, Blake & Associates

HOLDINGS REPORT

TARA HILLS CHARITABLE FOUNDATION

LBA:269002x

June 30, 2013

Account Number: 269002X

Cusip/ Ticker	Date Acquired	Quantity	Security	Unit Cost	Total Cost
833635105	06-30-11	200.00	SQM ADR	65.11	13,022.42
	Total Shares	200.00	Total Cost of Shares		13,022.42
835495102	04-03-13	400.00	SONOCO PRODUCTS	34.33	13,731.96
	Total Shares	400.00	Total Cost of Shares		13,731.96
88579y101	12-06-06	200.00	3 M COMPANY	80.13	16,026.00
88579y101	09-23-08	200.00	3 M COMPANY	69.93	13,985.60
	Total Shares	400.00	Total Cost of Shares		30,011.60
904767704	12-30-09	400.00	UNILEVER PLC ADR	32.12	12,847.24
904767704	02-10-10	500.00	UNILEVER PLC ADR	29.11	14,553.95
904767704	02-09-12	400.00	UNILEVER PLC ADR	32.71	13,083.64
	Total Shares	1,300.00	Total Cost of Shares		40,484.83
911163103	06-30-11	300.00	UNITED NATURAL FOODS	42.78	12,834.20
911163103	02-09-12	200.00	UNITED NATURAL FOODS	47.53	9,506.42
	Total Shares	500.00	Total Cost of Shares		22,340.62
912828bw9	01-19-05	100,000	UST INFLATION NOTE 2.000 % Due 01-15-14	106.79	106,794.22
	Total Shares	100,000	Total Cost of Shares		106,794.22
912828lz1	02-28-11	25,000	U S TREAS NOTES 2.125 % Due 11-30-14	102.24	25,560.00
	Total Shares	25,000	Total Cost of Shares		25,560.00
912828nv8	02-09-12	20,000	U S TREAS NOTES 1.250 % Due 08-31-15	102.84	20,568.70
	Total Shares	20,000	Total Cost of Shares		20,568.70
923725105	04-03-13	200.00	VERMILION ENERGY	51.12	10,225.00
	Total Shares	200.00	Total Cost of Shares		10,225.00
K5675SEW5	01-22-08	150,000	DENMARK GOV NOTE/US $ DEN 0.870 % Due 11-15-13	20.89	31,338.74
	Total Shares	150,000	Total Cost of Shares		31,338.74
K7317J133	01-31-05	500.00	NOVOZYMES	9.67	4,833.89

Lowell, Blake & Associates

HOLDINGS REPORT

TARA HILLS CHARITABLE FOUNDATION

LBA:269002x

June 30, 2013

Account Number: 269002X

Cusip/ Ticker	Date Acquired	Quantity	Security	Unit Cost	Total Cost
K7317J133	04-19-05	1,000.00	NOVOZYMES	10.32	10,322.00
	Total Shares	1,500.00	Total Cost of Shares		15,155.89
N5017D122	03-04-11	200.00	ROYAL DSM NV SHRS	62.03	12,407.00
N5017D122	06-30-11	200.00	ROYAL DSM NV SHRS	65.28	13,057.00
N5017D122	11-23-11	250.00	ROYAL DSM NV SHRS	45.23	11,308.25
	Total Shares	650.00	Total Cost of Shares		36,772.25
Q0819ACS7	11-23-11	20,000	AUSTRALIAN GOV NOTE/US $ DEN 5.480 % Due 02-15-17	109.83	21,965.07
	Total Shares	20,000	Total Cost of Shares		21,965.07
Q0819AFU9	04-05-13	40,000	AUSTRALIAN GOV NOTE/US $ DEN 3.880 % Due 07-21-17	109.78	43,911.83
	Total Shares	40,000	Total Cost of Shares		43,911.83
Q6750XHL5	03-28-08	75,000	NEW ZEALAND GOV NOTE/US $ DEN 4.640 % Due 04-15-15	78.58	58,931.42
	Total Shares	75,000	Total Cost of Shares		58,931.42
Q9460P100	12-08-06	1,500.00	VIRGIN AUSTRALIA HLDGS LTD SHS ISSUE 12	0.00	0.00
	Total Shares	1,500.00	Total Cost of Shares		0.00
R63339FS0	06-27-08	250,000	NORWEGIAN GOV NOTE/US $ DEN 0.820 % Due 05-15-15	19.82	49,543.81
R63339FS0	06-30-11	250,000	NORWEGIAN GOV NOTE/US $ DEN 0.820 % Due 05-15-15	20.32	50,796.78
	Total Shares	500,000	Total Cost of Shares		100,340.59
b6399c107	03-28-08	100.00	ANHEUSER BUSCH INBEV	87.57	8,757.00
b6399c107	06-27-08	100.00	ANHEUSER BUSCH INBEV	69.97	6,997.00
	Total Shares	200.00	Total Cost of Shares		15,754.00

TOTAL PORTFOLIO **1,670,945.29**

Winslow, Evans & Crocker, Inc.℠
175 Federal Street Boston MA 02110
(617) 896-3500

Brokerage
Account Statement

* 00000022 03 AB 1.040 03 TR 00001 X213PF01 000000

Account Number: BB9-004072
Statement Period: 06/01/2013 - 06/30/2013

Copy to:
BARNEKE & ANDERSON LLP
ATTN JAMES P RANDALL CPA
211 CONGRESS STREET
7TH FLOOR
BOSTON MA 02110-2432

Beginning Account Value for this Period:
$1,949,821.20

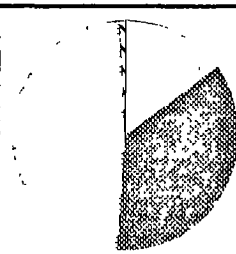
Ending Account Value for this Period:
$1,888,407.31

Statement for the account of:
KATHLEEN J HOULAHAN
JAMES H LOWELL J P RANDALL TTEE
TARA HILLS CHARITABLE FOUNDATION

Asset Allocation

	This Period	% Allocation
Cash, Money Funds, and Bank Deposits	293,569 06	15%
Fixed Income	672,009 58	36%
Equities	922,820 01	48%
Global Cash Balance[4]	8 66	1%
Account Total (Pie Chart)	**$1,888,407.31**	**100%**

See page 2 of this statement for important information regarding the Asset Allocation section



Asset Allocation percentages are rounded to the nearest whole percentage
Pie Chart allocation only includes products that are of positive value

Clearing through Pershing LLC, a subsidiary of The Bank of New York Mellon Corporation

Asset Allocation Disclosure and Footnotes

[1] Global Cash Balance and Global Securities are displayed in U S dollars based on interbank exchange rates as of 06/30/2013 Exchange rates can vary
Note. Unpriced securities are not included in the Total Account Value

For Your Information

MAKE CHECKS PAYABLE TO PERSHING LLC PLEASE INCLUDE YOUR ACCOUNT NUMBER ON YOUR CHECK

Client Service Information

Your Investment Representative: 998	Contact Information	Client Service Information
ROBERT B MALONEY	**E-Mail Address:** clientservices@e-winslow com	**Service Hours:** Weekdays 08 30 a m - 05 00 p m (EST) **Client Service Telephone Number:** (617) 896-3500 ***Web Site:*** WINSLOWEVANSCROCKER COM

Default Tax Lot Disposition Method for Mutual Funds: HIGH COST
Default Tax Lot Disposition Method for Stocks in a Dividend Reinvestment Plan: HIGH COST
Default Tax Lot Disposition Method for All Other Securities: HIGH COST

Electronic Delivery
You have not selected any account communications for electronic delivery To register and turn off paper communications, log in to your account or contact your Investment Representative for more information

Exchange Rate Table

Currency	USD Equivalent	Currency per USD
ICELAND KRONA	0 0080	123 7800

Exchange rates are based on interbank exchange rates as of 06/30/2013 Exchange rates can vary

Global Cash

Currency	Closing Balance	Amount in Base Currency USD
ICELAND KRONA	1,072 54	8 66
Total Global Cash Balance		**$8.66**

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 15.00% of Portfolio									
Cash Balance				265 63	225 25				

Winslow, Evans & Crocker, Inc.℠
175 Federal Street Boston MA 02110
(617) 896-3500

Brokerage Account Statement

Statement Period: 06/01/2013 - 06/30/2013

Portfolio Holdings (continued)

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits *(continued)*									
Money Market									
DREYFUS TREAS PRIME PART SH									
293,343 810	06/01/13	0000000299	06/28/13	215,934 66	293,343 81	0 00	0 06	0 00%	0 00%
Total Money Market				**$215,934.66**	**$293,343.81**	**$0.00**	**$0.06**		
Total Cash, Money Funds, and Bank Deposits				**$216,200.29**	**$293,569.06**	**$0.00**	**$0.06**		

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income 36.00% of Portfolio *(In Maturity Date Sequence)*									
U.S.Treasury Securities									
6UNITED STATES TREAS NTS SER C-2014 INFLATION INDEXED NOTES TIPS 2 000% 01/15/14 B/E DTD 01/15/04Moody Rating AAA *Factor* 1 25859000 *Effective Date* 06/28/13 *Current Face Value* 125,859 000			**Security Identifier:** 912828BW9						
100,000 000	01/19/05*	96 1010	3,12 120,951 89 Original Cost Basis $106,794 22	101 3910	127,609 70	6,657 81	1,154 29		
UNITED STATES TREAS NTS 2 125% 11/30/14 B/E DTD 11/30/09 1ST CPN DTE 05/31/10 CPN PMT SEMI ANNUALON MAY 31 AND NOV 30 Moody Rating AAA			**Security Identifier:** 912828LZ1						
25,000 000	02/28/11*	100 8620	25,215 59 Original Cost Basis $25,560 00	102 6600	25,665 00	449 41	43 55	531 25	2 06%

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
U.S.Treasury Securities *(continued)*									
UNITED STATES TREAS NTS 1 250% 08/31/15 B/E DTD 08/31/10 1ST CPN DTE 02/28/11 CPN PMT SEMI ANNUALON FEB 28 AND AUG 31 Moody Rating AAA			**Security Identifier:** 912828NV8						
20,000 000	02/09/12*	101 7480	20,349 60 Original Cost Basis $20,568 70	101 7810	20,356 20	6 60	82 88	250 00	1 22%
Total U.S. Treasury Securities **145,000.000**			**$166,517.08**		**$173,630.90**	**$7,113.82**	**$1,280.72**	**$781.25**	
Total Current Face Value: 125,859.000									
Corporate Bonds									
KINGDOM OF DENMARK EURO BD ISIN#DK0009920894 5 000% 11/15/13 REG DTD 11/15/01 FOREIGN SECURITY1ST CPN DTE 11/15/02 CPN PMT ANNUALLY ON NOV 15 Moody Rating Aaa S & P Rating AAA			**Security Identifier:** K5675SEW5						
150,000 000	01/22/08*	20 8920	31,338 74 Original Cost Basis $31,338 74	17 7562	26,634 30	-4,704 44	812 97	1,307 20	4 90%
CANADIAN GOVERNMENT NTS ISIN#CA135087YU24 2 000% 12/01/14 B/E DTD 04/20/09 FOREIGN SECURITY1ST CPN DTE 06/01/09 CPN PMT SEMI ANNUAL ON JUN 01 AND DEC 01 Moody Rating AAA S & P Rating AAA			**Security Identifier:** 135087YU2						
15,000 000	02/10/12*	102 6290	15,394 33 Original Cost Basis $15,394 33	95 8944	14,384 17	-1,010 16	22 54	284 44	1 97%
NEW ZEALAND GOVT BONDS ISIN#NZGOVD0004R7 6 000% 04/15/15 REG DTD 04/15/03 FOREIGN SECURITY1ST CPN DTE 10/15/03 CPN PMT SEMI ANNUAL ON APR 15 AND OCT 15 Moody Rating Aaa S & P Rating AA+			**Security Identifier:** Q6750XHL5						
75,000 000	03/28/08*	78 5750	58,931 42 Original Cost Basis $58,931 42	81 4025	61,051 88	2,120 46	721 47	3,474 45	5 69%

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
Corporate Bonds *(continued)*									
KOENIGREICH NORWEGEN 000N #NO0010226962			**Security Identifier:** R63339FS0						
EURO BOND 5 000% 05/15/15 REG DTD 05/15/04 FOREIGN SECURITY1ST CPN DTE 05/15/05 CPN PMT ANNUALLY ON MAY 15 Moody Rating Aaa S & P Rating AAA									
250,000 000	06/27/08*	19 8180	49,543 81 Original Cost Basis $49,543 81	17 4579	43,644 85	-5,898 96	258 09	2,047 90	4 69%
250,000 000	06/30/11*	20 3190	50,796 78 Original Cost Basis $50,796 78	17 4579	43,644 84	-7,151 94	258 09	2,047 90	4 69%
500,000.000	**Total Noncovered**		**100,340.59**		**87,289.69**	**-13,050.90**	**516.18**	**4,095.80**	
500,000.000	**Total**		**$100,340.59**		**$87,289.69**	**-$13,050.90**	**$516.18**	**$4,095.80**	
BRAZIL FEDERATIVE REP GLBL BRL NOTES			**Security Identifier:** 105756BJ8						
ISIN#US105756BJ84 12 500% 01/05/16 B/E DTD 09/26/05 Moody Rating Baa2 S & P Rating BBB									
65,000 000	02/03/06*	45 9410	[3,12]29,861 43 Original Cost Basis $29,861 43	48 4447	31,489 11	1,627 68	1,788 22	3,678 63	11 68%
55,000 000	03/03/06*	49 5990	[3,12]27,279 26 Original Cost Basis $27,279 26	48 4447	26,644 63	-634 63	1,513 11	3,112 69	11 68%
30,000 000	12/08/06*	51 1000	[3,17]15,329 88 Original Cost Basis $15,329 88	48 4447	14,533 44	-796 44	825 34	1,697 83	11 68%
150,000.000	**Total Noncovered**		**72,470.57**		**72,667.18**	**196.61**	**4,126.67**	**8,489.15**	
150,000.000	**Total**		**$72,470.57**		**$72,667.18**	**$196.61**	**$4,126.67**	**$8,489.15**	
CANADA GOVT ZQ			**Security Identifier:** 135087ZQ0						
ISIN#CA135087ZQ03 2 750% 09/01/16 REG DTD 04/26/11 FOREIGN SECURITY1ST CPN DTE 09/01/11 CPN PMT SEMI ANNUAL ON MAR 01 AND SEP 01 Moody Rating AAA S & P Rating AAA									
20,000 000	05/11/12*	105 9070	21,181 44 Original Cost Basis $21,181 44	98 5776	19,715 54	-1,465 90	171 46	521 47	2 64%

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
Corporate Bonds *(continued)*									
AUSTRALIAN GOVERNMENT NOTE S ISIN#AU300TB01208 6 000% 02/15/17 REG DTD 02/15/04 FOREIGN SECURITY1ST CPN DTE 08/15/04 CPN PMT SEMI ANNUAL ON FEB 15 AND AUG 15 Moody Rating Aaa			**Security Identifier:** Q0819ACS7						
20,000 000	11/23/11*	109 8250	21,965 07 Original Cost Basis $21,965 07	101 3564	20,271 30	-1,693 77	409 52	1,098 12	5 41%
AUSTRALIA NOTES ISIN#AU3TB0000127 4 250% 07/21/17 REG DTD 07/21/11 FOREIGN SECURITY1ST CPN DTE 01/21/12 CPN PMT SEMI ANNUAL ON JAN 21 AND JUL 21 Moody Rating Aaa			**Security Identifier:** Q0819AFU9						
40,000 000	04/05/13*	109 7800	43,911 83 Original Cost Basis $43,911 83	96 8084	38,723 37	-5,188 46	687 59	1,555 67	4 01%
CISCO SYS INC SR NT 4.950% 02/15/19 B/E DTD 02/17/09 CALLABLE 1ST CPN DTE 08/15/09 CPN PMT SEMI ANNUALON FEB 15 AND AUG 15 Moody Rating A1 S & P Rating A+			**Security Identifier:** 17275RAE2						
50,000 000	09/22/09*	102 9990	51,499 65 Original Cost Basis $52,317 00	113 9270	56,963 50	5,463 85	928 13	2,475 00	4 34%
CA INC SR FIXED RT 5.375% 12/01/19 B/E DTD 11/13/09 CALLABLE 1ST CPN DTE 06/01/10 CPN PMT SEMI ANNUALON JUN 01 AND DEC 01 Moody Rating BAA2 S & P Rating BBB+			**Security Identifier:** 12673PAC9						
50,000 000	02/12/10*	101 8590	50,929 51 Original Cost Basis $51,309 50	108 7490	54,374 50	3,444 99	216 49	2,687 50	4 94%

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
Corporate Bonds *(continued)*									
REPUBLIC OF BRAZIL NTS.		**Security Identifier:** 105756BN9							
ISIN#US105756BN96 10 250% 01/10/28 B/E									
DTD 02/14/07 FOREIGN SECURITY1ST CPN DTE 07/10/07 CPN PMT									
SEMI ANNUAL									
ON JAN 10 AND JUL 10									
Moody Rating Baa2 S & P Rating BBB									
100,000 000	03/28/08*	53 9820	53,982 14	46 3032	46,303 25	-7,678 89	2,191 46	4,640 73	10 02%
		Original Cost Basis $53,982 14							
Total Corporate Bonds			**$521,945.29**		**$498,378.68**	**-$23,566.61**	**$10,804.48**	**$30,629.53**	
1,170,000.000									
Total Fixed Income									
1,315,000.000			**$688,462.37**		**$672,009.58**	**-$16,452.79**	**$12,085.20**	**$31,410.78**	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 48.00% of Portfolio								
Common Stocks								
ABB LTD SPONSORED ADR		**Security Identifier:** ABB						
CUSIP 000375204								
Dividend Option Cash								
400 000	06/23/08*	30 6820	12,272 96	21 6600	8,664 00	-3,608 96	281 64	3 25%
600 000	09/23/08*	21 1780	12,706 94	21 6600	12,996 00	289 06	422 45	3 25%
1,000.000	**Total Noncovered**		**24,979.90**		**21,660.00**	**-3,319.90**	**704.09**	
1,000.000	**Total**		**$24,979.90**		**$21,660.00**	**-$3,319.90**	**$704.09**	
ANHEUSER BUSCH INBEV SA SHS		**Security Identifier:** AHBIF						
ISIN#BE0003793107								
CUSIP B6399C107								
Dividend Option Cash								
100 000	03/28/08*	87 5700	8,757 00	84 4545	8,445 45	-311 55		
100 000	06/27/08*	69 9700	6,997 00	84 4545	8,445 45	1,448 45		

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
ANHEUSER BUSCH INBEV SA SHS *(continued)*								
200.000	**Total Noncovered**		**15,754.00**		**16,890.90**	**1,136.90**		
200.000	**Total**		**$15,754.00**		**$16,890.90**	**$1,136.90**	**$0.00**	
APTARGROUP INC			**Security Identifier:** ATR					
CUSIP 038336103								
Dividend Option Cash								
400 000	04/04/05*	26 7950	[3]10,718 00	55 2100	22,084 00	11,366 00	400 00	1 81%
400 000	08/05/05*	25 2450	[3]10,098 00	55 2100	22,084 00	11,986 00	400 00	1 81%
200 000	02/01/06*	28 3050	[3]5,661 00	55 2100	11,042 00	5,381 00	200 00	1 81%
1,000.000	**Total Noncovered**		**26,477.00**		**55,210.00**	**28,733.00**	**1,000.00**	
1,000.000	**Total**		**$26,477.00**		**$55,210.00**	**$28,733.00**	**$1,000.00**	
BAYTEX ENERGY CORP COM			**Security Identifier:** BTE					
ISIN#CA07317Q1054								
CUSIP 07317Q105								
Dividend Option Cash								
200 000	12/08/06*	20 3020	4,060 42	36 0400	7,208 00	3,147 58	518 60	7 19%
500 000	03/09/07*	17 0840	8,542 00	36 0400	18,020 00	9,478 00	1,296 50	7 19%
700.000	**Total Noncovered**		**12,602.42**		**25,228.00**	**12,625.58**	**1,815.10**	
700.000	**Total**		**$12,602.42**		**$25,228.00**	**$12,625.58**	**$1,815.10**	
CANADIAN NATL RY CO COM			**Security Identifier:** CNI					
ISIN#CA1363751027								
CUSIP 136375102								
Dividend Option Cash								
200 000	08/24/10*	59 1930	11,838 62	97 2700	19,454 00	7,615 38	327 25	1 68%
200.000	**Total Noncovered**		**11,838.62**		**19,454.00**	**7,615.38**	**327.25**	
200 000	06/30/11	80 4620	16,092 42	97 2700	19,454 00	3,361 58	327 24	1 68%
200.000	**Total Covered**		**16,092.42**		**19,454.00**	**3,361.58**	**327.24**	
400.000	**Total**		**$27,931.04**		**$38,908.00**	**$10,976.96**	**$654.49**	
EMERSON ELEC CO COM			**Security Identifier:** EMR					
CUSIP 291011104								
Dividend Option Cash								
400 000	08/18/09*	34 1400	13,656 00	54 5400	21,816 00	8,160 00	656 00	3 00%
300 000	12/30/09*	43 4600	13,037 93	54 5400	16,362 00	3,324 07	492 00	3 00%
700.000	**Total Noncovered**		**26,693.93**		**38,178.00**	**11,484.07**	**1,148.00**	
700.000	**Total**		**$26,693.93**		**$38,178.00**	**$11,484.07**	**$1,148.00**	

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
ENCANA CORP COM SHS			**Security Identifier:** ECA					
ISIN#CA2925051047								
CUSIP 292505104								
Dividend Option Cash								
200 000	08/18/09*	25 7220	5,144 34	16 9400	3,388 00	-1,756 34	160 00	4 72%
400 000	05/17/10*	32 1100	12,844 00	16 9400	6,776 00	-6,068 00	320 00	4 72%
600.000	**Total Noncovered**		**17,988.34**		**10,164.00**	**-7,824.34**	**480.00**	
600 000	11/22/11	19 0800	11,448 25	16 9400	10,164 00	-1,284 25	480 00	4 72%
600.000	**Total Covered**		**11,448.25**		**10,164.00**	**-1,284.25**	**480.00**	
1,200.000	**Total**		**$29,436.59**		**$20,328.00**	**-$9,108.59**	**$960.00**	
FRESENIUS MED CARE AKTIENGESELLSCHAFT			**Security Identifier:** FMS					
SPONSORED ADR REPSTG SHS								
ISIN#US3580291066								
CUSIP 358029106								
Dividend Option Cash								
400 000	11/02/10*	31 9830	12,793 00	35 2700	14,108 00	1,315 00	133 48	0 94%
400.000	**Total Noncovered**		**12,793.00**		**14,108.00**	**1,315.00**	**133.48**	
400 000	02/09/12	36 1010	14,440 42	35 2700	14,108 00	-332 42	133 48	0 94%
400.000	**Total Covered**		**14,440.42**		**14,108.00**	**-332.42**	**133.48**	
800.000	**Total**		**$27,233.42**		**$28,216.00**	**$982.58**	**$266.96**	
GENUINE PARTS CO			**Security Identifier:** GPC					
CUSIP 372460105								
Dividend Option Cash								
200 000	11/22/11	55 4620	11,092 42	78 0700	15,614 00	4,521 58	430 00	2 75%
200 000	05/10/12	65 0350	13,006 96	78 0700	15,614 00	2,607 04	430 00	2 75%
400.000	**Total Covered**		**24,099.38**		**31,228.00**	**7,128.62**	**860.00**	
400.000	**Total**		**$24,099.38**		**$31,228.00**	**$7,128.62**	**$860.00**	
GOLDCORP INC NEW COM ISIN#CA3809564097			**Security Identifier:** GG					
CUSIP 380956409								
Dividend Option Cash								
500 000	12/06/06*	30 4840	15,242 00	24 7300	12,365 00	-2,877 00	300 00	2 42%

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
GOOGLE INC CL A			Security Identifier: GOOG					
CUSIP 38259P508								
Dividend Option Cash								
25 000	08/24/10*	455 9100	11,397 75	880 3700	22,009 25	10,611 50		
15 000	11/02/10*	620 2030	9,303 05	880 3700	13,205 55	3,902 50		
40.000	**Total Noncovered**		**20,700.80**		**35,214.80**	**14,514.00**		
40.000	**Total**		**$20,700.80**		**$35,214.80**	**$14,514.00**	**$0.00**	
HUGOTON RTY TR TEX UNIT BEN INT			Security Identifier: HGT					
CUSIP 444717102								
Dividend Option Cash								
500 000	02/10/10*	16 9080	8,454 00	8 6200	4,310 00	-4,144 00	298 87	6 93%
500 000	02/09/12*	15 1370	7,568 45	8 6200	4,310 00	-3,258 45	298 86	6 93%
1,000.000	**Total Noncovered**		**16,022.45**		**8,620.00**	**-7,402.45**	**597.73**	
1,000.000	**Total**		**$16,022.45**		**$8,620.00**	**-$7,402.45**	**$597.73**	
INTEL CORP COM			Security Identifier: INTC					
CUSIP 458140100								
Dividend Option Cash								
500 000	01/19/05*	22 8740	[3]11,437 00	24 2300	12,115 00	678 00	450 00	3 71%
200 000	08/05/05*	26 9400	[3]5,388 00	24 2300	4,846 00	-542 00	180 00	3 71%
300 000	02/24/06*	20 4270	[3]6,128 00	24 2300	7,269 00	1,141 00	270 00	3 71%
1,000.000	**Total Noncovered**		**22,953.00**		**24,230.00**	**1,277.00**	**900.00**	
1,000.000	**Total**		**$22,953.00**		**$24,230.00**	**$1,277.00**	**$900.00**	
JOHNSON & JOHNSON COM			Security Identifier: JNJ					
CUSIP 478160104								
Dividend Option Cash								
100 000	02/01/06*	58 1800	[3]5,818 00	85 8600	8,586 00	2,768 00	264 00	3 07%
200 000	04/07/06*	58 6700	[3]11,734 00	85 8600	17,172 00	5,438 00	528 00	3 07%
300.000	**Total Noncovered**		**17,552.00**		**25,758.00**	**8,206.00**	**792.00**	
300.000	**Total**		**$17,552.00**		**$25,758.00**	**$8,206.00**	**$792.00**	
KONINKLIJKE DSM NV SHS			Security Identifier: KDSKF					
ISIN#NL0000009827								
CUSIP N5017D122								
Dividend Option Cash								
200 000	03/04/11	62 0350	12,407 00	65 0629	13,012 60	605 60		
200 000	06/30/11	65 2850	13,057 00	65 0629	13,012 60	-44 40		
250 000	11/23/11	45 2330	11,308 25	65 0629	16,265 74	4,957 49		

Winslow, Evans & Crocker, Inc.℠
175 Federal Street · Boston MA 02110
(617) 896-3500

Brokerage
Account Statement

Statement Period: 06/01/2013 - 06/30/2013

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
KONINKLIJKE DSM NV SHS *(continued)*								
650.000	**Total Covered**		**36,772.25**		**42,290.94**	**5,518.69**		
650.000	**Total**		**$36,772.25**		**$42,290.94**	**$5,518.69**	**$0.00**	
NESTLE SA SPONSORED ADR REPSTG			**Security Identifier:** NSRGY					
REG SHS ISIN#US6410694060								
CUSIP 641069406								
Dividend Option Cash								
200 000	08/18/09*	39 1050	7,821 00	65 4760	13,095 20	5,274 20	363 10	2 77%
200.000	**Total Noncovered**		**7,821.00**		**13,095.20**	**5,274.20**	**363.10**	
200 000	11/22/11	56 3450	11,269 00	65 4760	13,095 20	1,826 20	363 10	2 77%
200.000	**Total Covered**		**11,269.00**		**13,095.20**	**1,826.20**	**363.10**	
400.000	**Total**		**$19,090.00**		**$26,190.40**	**$7,100.40**	**$726.20**	
NOVARTIS AG SPONSORED ADR			**Security Identifier:** NVS					
CUSIP 66987V109								
Dividend Option Cash								
200 000	07/13/07*	54 7500	10,950 00	70 7100	14,142 00	3,192 00	411 50	2 90%
100 000	01/11/08*	58 7800	5,878 00	70 7100	7,071 00	1,193 00	205 75	2 90%
200 000	12/30/09*	54 5330	10,906 62	70 7100	14,142 00	3,235 38	411 49	2 90%
500.000	**Total Noncovered**		**27,734.62**		**35,355.00**	**7,620.38**	**1,028.74**	
500.000	**Total**		**$27,734.62**		**$35,355.00**	**$7,620.38**	**$1,028.74**	
NOVO NORDISK A.S. ADR FORMERLY NOVO			**Security Identifier:** NVO					
INDUSTRIE A S ADR SAME CUSIP								
CUSIP 670100205								
Dividend Option Cash								
100 000	06/30/11	125 4670	12,546 71	154 9700	15,497 00	2,950 29	226 43	1 46%
100 000	05/10/12	144 7090	14,470 91	154 9700	15,497 00	1,026 09	226 43	1 46%
200.000	**Total Covered**		**27,017.62**		**30,994.00**	**3,976.38**	**452.86**	
200.000	**Total**		**$27,017.62**		**$30,994.00**	**$3,976.38**	**$452.86**	

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
NOVOZYMES A/S SHS B			**Security Identifier:** NVZMF					
ISIN#DK0060336014								
CUSIP K7317J133								
Dividend Option Cash								
1,000 000	04/19/05*	10 3220	10,322 00	31 9655	31,965 52	21,643 52		
500 000	03/10/06*	11 9640	5,982 00	31 9655	15,982 76	10,000 76		
1,500.000	**Total Noncovered**		**16,304.00**		**47,948.28**	**31,644.28**		
1,500.000	**Total**		**$16,304.00**		**$47,948.28**	**$31,644.28**	**$0.00**	
PROCTER & GAMBLE CO COM			**Security Identifier:** PG					
CUSIP 742718109								
Dividend Option Cash								
200 000	11/22/11	62 0420	12,408 42	76 9900	15,398 00	2,989 58	481 20	3 12%
200 000	02/09/12	64 1030	12,820 60	76 9900	15,398 00	2,577 40	481 20	3 12%
200 000	05/10/12	64 4520	12,890 40	76 9900	15,398 00	2,507 60	481 20	3 12%
600.000	**Total Covered**		**38,119.42**		**46,194.00**	**8,074.58**	**1,443.60**	
600.000	**Total**		**$38,119.42**		**$46,194.00**	**$8,074.58**	**$1,443.60**	
PSYCHEMEDICS CORP COM NEW			**Security Identifier:** PMD					
CUSIP 744375205								
Dividend Option Cash								
1,000 000	05/10/12	9 9280	9,927 95	10 7400	10,740 00	812 05	600 00	5 58%
ROGERS SUGAR INC COM			**Security Identifier:** RSGUF					
ISIN#CA77519R1029								
CUSIP 77519R102								
Dividend Option Cash								
2,000 000	11/02/10*	5 1230	10,246 42	5 7267	11,453 48	1,207 06	714 17	6 23%
2,000.000	**Total Noncovered**		**10,246.42**		**11,453.48**	**1,207.06**	**714.17**	
2,000 000	06/30/11	5 6310	11,261 23	5 7267	11,453 48	192 25	714 16	6 23%
2,000.000	**Total Covered**		**11,261.23**		**11,453.48**	**192.25**	**714.16**	
4,000.000	**Total**		**$21,507.65**		**$22,906.96**	**$1,399.31**	**$1,428.33**	
SANOFI SPONS ADR			**Security Identifier:** SNY					
ISIN#US80105N1054								
CUSIP 80105N105								
Dividend Option Cash								
400 000	09/23/08*	33 4900	13,396 00	51 5100	20,604 00	7,208 00	501 90	2 43%
200 000	08/18/09*	31 7350	6,347 00	51 5100	10,302 00	3,955 00	250 95	2 43%
600.000	**Total Noncovered**		**19,743.00**		**30,906.00**	**11,163.00**	**752.85**	
600.000	**Total**		**$19,743.00**		**$30,906.00**	**$11,163.00**	**$752.85**	

Winslow, Evans & Crocker, Inc SM
175 Federal Street · Boston MA 02110
(617) 896-3500

Brokerage
Account Statement

Statement Period: 06/01/2013 - 06/30/2013

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
SIEMENS A G SPONSORED ADR			**Security Identifier:** SI					
ISIN#US8261975010								
CUSIP 826197501								
Dividend Option Cash								
150 000	02/10/10*	86 8210	13,023 22	101 3100	15,196 50	2,173 28	441 29	2 90%
150 000	05/17/10*	93 2620	13,989 35	101 3100	15,196 50	1,207 15	441 28	2 90%
300.000	**Total Noncovered**		**27,012.57**		**30,393.00**	**3,380.43**	**882.57**	
300.000	**Total**		**$27,012.57**		**$30,393.00**	**$3,380.43**	**$882.57**	
SMUCKER J M CO COM NEW			**Security Identifier:** SJM					
CUSIP 832696405								
Dividend Option Cash								
200 000	06/02/05*	50 6100	10,122 00	103 1500	20,630 00	10,508 00	416 00	2 01%
200 000	08/05/05*	47 7000	9,540 00	103 1500	20,630 00	11,090 00	416 00	2 01%
200 000	02/24/06*	39 3300	7,866 00	103 1500	20,630 00	12,764 00	416 00	2 01%
600.000	**Total Noncovered**		**27,528.00**		**61,890.00**	**34,362.00**	**1,248.00**	
600.000	**Total**		**$27,528.00**		**$61,890.00**	**$34,362.00**	**$1,248.00**	
SOCIEDAD QUIMICA Y MINERA DE CHILE S A			**Security Identifier:** SQM					
SPON ADR								
CUSIP 833635105								
Dividend Option Cash								
200 000	06/30/11	65 1120	13,022 42	40 4000	8,080 00	-4,942 42	201 58	2 49%
SONOCO PRODS CO COM			**Security Identifier:** SON					
CUSIP 835495102								
Dividend Option Cash								
400 000	04/03/13	34 3300	13,731 96	34 5700	13,828 00	96 04	496 00	3 58%
UNILEVER PLC SPON ADR NEW			**Security Identifier:** UL					
ISIN#US9047677045								
CUSIP 904767704								
Dividend Option Cash								
400 000	12/30/09*	32 1180	12,847 24	40 4500	16,180 00	3,332 76	513 16	3 17%

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
UNILEVER PLC SPON ADR NEW *(continued)*								
500 000	02/10/10*	29 1080	14,553 95	40 4500	20,225 00	5,671 05	641 45	3 17%
900.000	**Total Noncovered**		**27,401.19**		**36,405.00**	**9,003.81**	**1,154.61**	
400 000	02/09/12	32 7090	13,083 64	40 4500	16,180 00	3,096 36	513 16	3 17%
400.000	**Total Covered**		**13,083.64**		**16,180.00**	**3,096.36**	**513.16**	
1,300.000	**Total**		**$40,484.83**		**$52,585.00**	**$12,100.17**	**$1,667.77**	
UNITED NAT FOODS INC COM			**Security Identifier:** UNFI					
CUSIP 911163103								
Dividend Option Cash								
300 000	06/30/11	42 7810	12,834 20	53 9900	16,197 00	3,362 80		
200 000	02/09/12	47 5320	9,506 42	53 9900	10,798 00	1,291 58		
500.000	**Total Covered**		**22,340.62**		**26,995.00**	**4,654.38**		
500.000	**Total**		**$22,340.62**		**$26,995.00**	**$4,654.38**	**$0.00**	
VERMILION ENERGY INC COM			**Security Identifier:** VET					
ISIN#CA9237251058								
CUSIP 923725105								
Dividend Option Cash								
200 000	04/03/13	51 1250	10,225 00	48 7436	9,748 73	-476 27	471 93	4 84%
VIRGIN AUST INTL HOLD P/L UNLISTD SHS			**Security Identifier:** Q9460P100					
ISIN#AU0000VAHXE6								
Dividend Option Cash								
1,500 000	03/30/12	0 0000	0 00	N/A	N/A	N/A		
3M CO COM			**Security Identifier:** MMM					
CUSIP 88579Y101								
Dividend Option Cash								
200 000	12/06/06*	80 1300	16,026 00	109 3500	21,870 00	5,844 00	508 00	2 32%
200 000	09/23/08*	69 9280	13,985 60	109 3500	21,870 00	7,884 40	508 00	2 32%
400.000	**Total Noncovered**		**30,011.60**		**43,740.00**	**13,728.40**	**1,016.00**	
400.000	**Total**		**$30,011.60**		**$43,740.00**	**$13,728.40**	**$1,016.00**	
Total Common Stocks			$708,251.44		$922,820.01	$214,568.57	$22,414.80	
Total Equities			$708,251.44		$922,820.01	$214,568.57	$22,414.80	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	**$1,690,282.87**	**$1,888,398.65**	**$198,115.78**	**$12,085.20**	**$53,825.64**