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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

Open to public inspection

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

Name of foundation
TWO SISTERS AND A WIFE FOUNDATION, INC.

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
C/O SARA WHITMAN 10 BLUEBERRY CIRCLE

City or town, state, and ZIP code
NEWTON, MA 02462

A Employer identification number
26-4607134

B Telephone number
617-909-2353

C If exemption application is pending, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 11,198,018. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

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	333,007.		N/A	
2	Check <input type="checkbox"/> If the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	262,851.	240,644.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	326,932.			
b	Gross sales price for all assets on line 6a	3,992,746.			
7	Capital gain net income (from Part IV, line 2)		326,932.		
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	922,790.	567,576.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	750.	750.		0.
b	Accounting fees	2,470.	1,235.		0.
c	Other professional fees	22,181.	20,601.		0.
17	Interest				
18	Taxes	2,939.	4,600.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	85,638.	76,937.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	113,978.	104,123.		0.
25	Contributions, gifts, grants paid	573,000.			573,000.
26	Total expenses and disbursements. Add lines 24 and 25	686,978.	104,123.		573,000.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	235,812.			
b	Net investment income (if negative, enter -0-)		463,453.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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	1,832.	4,091.	4,091.
	2 Savings and temporary cash investments	928,054.	542,210.	542,210.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	2,319,457.	4,006,118.	3,907,984.
	b Investments - corporate stock STMT 9	4,581,159.	3,948,929.	6,225,131.
	c Investments - corporate bonds STMT 10	730,099.	306,870.	318,602.
Liabilities	11 Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis			
	Less: accumulated depreciation			
	15 Other assets (describe STATEMENT 11)	200,000.	200,000.	200,000.
	16 Total assets (to be completed by all filers)	8,760,601.	9,008,218.	11,198,018.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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 <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	8,836,961.	8,848,766.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-76,360.	159,452.	
30 Total net assets or fund balances	8,760,601.	9,008,218.		
31 Total liabilities and net assets/fund balances	8,760,601.	9,008,218.		

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	8,760,601.
2 Enter amount from Part I, line 27a	2	235,812.
3 Other increases not included in line 2 (itemize) TRANSFER OF ASSETS	3	11,805.
4 Add lines 1, 2, and 3	4	9,008,218.
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	9,008,218.

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 NORTHSTAR ASSET MANAGEMENT, INC. - SEE			
b ATTACHED	P	VARIOUS	12/31/12
c NORTHSTAR ASSET MANAGEMENT, INC. - SEE			
d ATTACHED	P	VARIOUS	12/31/12
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b 1,592,755.		1,610,281.	-17,526.
c			
d 2,399,991.		2,055,533.	344,458.
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))
(l) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any	
a			
b			-17,526.
c			
d			344,458.
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	326,932.
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	1,199,661.	10,640,019.	.112750
2010	448,758.	9,803,260.	.045776
2009	494,895.	9,349,447.	.052933
2008	0.	3,322,463.	.000000
2007			

2 Total of line 1, column (d)	2	.211459
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	.052865
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,774,556.
5 Multiply line 4 by line 3	5	569,597.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,635.
7 Add lines 5 and 6	7	574,232.
8 Enter qualifying distributions from Part XII, line 4	8	573,000.

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 <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		1	9,269.
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	9,269.
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	9,269.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		31.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		9,300.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► NORTHSTAR ASSET MANAGEMENT Telephone no. ► 617-522-2635 Located at ► P. O. BOX 301840, BOSTON, MA ZIP+4 ► 02130-0016			
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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

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

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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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870.

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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
SARA G. WHITMAN 10 BLUEBERRY CIRCLE NEWTON, MA 02462	DIRECTOR 2.00	0.	0.	0.
JEANINE M. COWEN 32 HANCOCK STREET AUBURNDALE, MA 02466	DIRECTOR 2.00	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

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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	10,021,625.
b	Average of monthly cash balances	1b	917,011.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	10,938,636.
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	10,938,636.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	164,080.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,774,556.
6	Minimum investment return. Enter 5% of line 5	6	538,728.

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	538,728.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,269.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,269.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	529,459.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	529,459.
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	529,459.

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	573,000.
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	573,000.
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	573,000.

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.

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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				529,459.
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				
d From 2010				
e From 2011	611,391.			
f Total of lines 3a through e	611,391.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 573,000.				
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				529,459.
e Remaining amount distributed out of corpus	43,541.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	654,932.			
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	654,932.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	611,391.			
e Excess from 2012	43,541.			

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				
APPLIED RESEARCH CENTER 32 BROADWAY NEW YORK, NY 10004			GENERAL PURPOSE	10,000.
FILMMAKERS COLLABORATIVE 397 MOODY STREET WALTHAM, MA 02453			GENERAL PURPOSE	25,000.
BERKLEE COLLEGE OF MUSIC 1140 BOYLSTON STREET BOSTON, MA 02215			GENERAL PURPOSE	25,000.
BOSTON ALLIANCE OF GAY LESBIAN BISEXUAL TRANSGENDER YOUTH 565 BOYLSTON STREET BOSTON, MA 02116			GENERAL PURPOSE	15,000.
CAMP ARANU'TIQ P. O. BOX 620141 NEWTON LOWER FALLS, MA 02462			GENERAL PURPOSE	5,000.
Total	SEE CONTINUATION SHEET(S)			573,000.
b Approved for future payment				
NONE				
Total				0.

Part XVII

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

- | | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

- 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

(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)?

☒ Yes ☐ No

Signature of officer or trustee

Date 7

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

LISA G. BEHAN

Chris Behan

8/13/13

P00633676

Firm's name ► OWENS & COMPANY LLC

Firm's EIN ▶	06-1372270
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Firm's address ► 695 BLOOMFIELD AVENUE
BLOOMFIELD, CT 06002

Phone no. 860-769-6950

Form **990-PF** (2012)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization

Employer identification number

TWO SISTERS AND A WIFE FOUNDATION, INC.

26-4607134

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

TWO SISTERS AND A WIFE FOUNDATION, INC.

26-4607134

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CATHERINE A WHITMAN CHARITABLE REM TR JPMORGAN CHASE BANK 4 NEW YORK PLAZA NEW YORK, NY 10004	\$ 333,007.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

TWO SISTERS AND A WIFE FOUNDATION, INC.

26-4607134

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

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

Name of organization

Employer identification number

TWO SISTERS AND A WIFE FOUNDATION, INC.

26-4607134

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of **exclusively** religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ► \$ _____

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

NorthStar Asset Management, Inc
REALIZED GAINS AND LOSSES
Two Sisters and a Wife Foundation
From 06-30-12 Through 06-27-13

Open Date	Close Date	Quantity	Security	Gain Or Loss			
				Cost Basis	Proceeds	Short Term	Long Term
07/23/09	07/19/12	116	Automatic Data Processing	4,186.41	6,557.81		2,371.40
07/01/09	07/19/12	211	Automatic Data Processing	7,487.78	11,928.42		4,440.64
07/16/09	07/19/12	352	Chubb Corp	14,486.56	25,204.35		10,717.79
07/01/09	07/19/12	450	Canadian National Railway	19,542.96	39,766.28		20,223.32
07/01/09	07/19/12	936	CVS Corp	29,725.49	42,663.79		12,938.30
07/06/11	07/19/12	22	Ecolab, Inc	1,246.20	1,489.24		243.04
07/08/11	07/19/12	27	Ecolab, Inc.	1,521.72	1,827.70		305.98
02/03/11	07/19/12	20	Ecolab, Inc	1,004.50	1,353.86		349.36
07/23/09	07/19/12	393	Ecolab, Inc.	15,439.99	26,603.26		11,163.27
11/03/11	07/19/12	3	Fedex Corp	246.87	277.85	30.98	
07/06/11	07/19/12	16	Google	8,574.08	9,539.14		965.06
05/11/11	07/19/12	8	Google	4,282.80	4,769.57		486.77
07/14/10	07/19/12	19	Home Depot Inc	535.80	966.43		430.63
07/16/09	07/19/12	609	Home Depot Inc	14,620.57	30,976.76		16,356.19
07/01/09	07/19/12	45	IBM	4,726.56	8,809.45		4,082.89
02/02/12	07/19/12	188	Idexx Labs	16,374.20	17,329.63	955.43	
07/06/11	07/19/12	16	Idexx Labs	1,269.78	1,474.86		205.08
02/03/11	07/19/12	101	Intel Corp	2,180.10	2,632.00		451.90
07/23/09	07/19/12	319	Intel Corp	6,229.59	8,312.95		2,083.36
07/08/11	07/19/12	63	Illinois Tool Wks Inc	3,686.48	3,374.20		-312.28
07/08/09	07/19/12	208	Johnson & Johnson	11,849.74	14,485.89		2,636.15
07/16/09	07/19/12	151	Novo Nordisk	8,390.77	22,433.82		14,043.05
07/16/09	07/19/12	1676	TJX Companies	28,423.54	75,301.32		46,877.78
07/01/09	07/19/12	42	TJX Companies	659.56	1,887.03		1,227.47
02/03/11	07/19/12	175	Vodafone Group Public Co	5,047.00	5,050.39		3.39
05/11/11	07/19/12	296	Vodafone Group Public Co	8,183.84	8,542.37		358.53
07/08/11	07/19/12	519	Vodafone Group Public Co	13,841.73	14,978.00		1,136.27
07/06/11	07/19/12	63	Whole Foods Market	4,041.54	5,710.19		1,668.65
07/08/11	07/19/12	213	Whole Foods Market	13,648.42	19,305.89		5,657.47
07/14/10	07/19/12	332	Whole Foods Market	12,248.14	30,091.81		17,843.67
07/23/09	07/19/12	32	Whole Foods Market	770.18	2,900.41		2,130.23
07/06/11	07/19/12	566	Aqua America, Inc.	12,732.51	14,936.40		2,203.89
07/08/11	07/19/12	388	Aqua America, Inc.	8,647.01	10,239.09		1,592.08
03/26/12	07/27/12	500000	FNMA 3.75% due 7/27/20 3.750% Due 07-27-20	503,115.00	500,000.00	-3,115.00	
06/30/09	08/01/12	168000	Federal National Mortgage Assn 5.250% Due 08-01-12	174,568.80	168,000.00		-6,568.80
02/02/12	09/25/12	64	Apple Computer Inc	29,120.64	43,755.25	14,634.61	
02/02/12	09/25/12	7	Apple Computer Inc	3,185.07	4,785.73	1,600.66	
05/05/11	09/25/12	64	Apple Computer Inc	22,338.69	43,755.26		21,416.57
02/02/12	09/25/12	771	Greenmountain Coffee Inc	51,402.96	18,886.76	-32,516.20	
11/03/11	09/25/12	82	Greenmountain Coffee Inc.	5,398.05	2,008.70	-3,389.35	
05/11/11	09/25/12	20	Google	10,707.00	15,178.58		4,471.58
07/08/11	09/25/12	20	Google	10,604.80	15,178.58		4,573.78
07/08/11	09/25/12	1	Google	530.24	758.93		228.69
07/23/09	09/25/12	20	Google	8,797.80	15,178.58		6,380.78
07/23/09	09/25/12	18	Google	7,918.02	13,660.72		5,742.70
07/16/09	09/25/12	20	Google	8,753.46	15,178.58		6,425.12
07/16/09	09/25/12	1441	Staples	29,121.17	16,981.51		-12,139.66
07/01/09	09/25/12	274	Staples	5,520.69	3,228.96		-2,291.73
07/01/09	09/25/12	1441	Staples	29,033.99	16,981.51		-12,052.48
07/14/10	09/25/12	83	Staples	1,656.35	978.12		-678.23
07/08/09	09/25/12	191	Staples	3,672.64	2,250.84		-1,421.80
07/08/09	09/25/12	1441	Staples	27,708.27	16,981.51		-10,726.76

07/08/09	09/25/12	83 Staples	1,595.97	978.11		-617.86
05/20/11	09/25/12	1422 Staples	23,463.85	16,757.61		-6,706.24
03/26/12	10/26/12	250000 FNMA 3.25% due 10/26/26	250,937.50	250,000.00	-937.50	
		3 250% Due 10-26-26				
07/16/09	11/13/12	592 Home Depot Inc	14,212.44	37,566.64		23,354.20
07/08/11	11/13/12	482 Vestas Wind Systems	11,842.74	1,961.69		-9,881.05
11/03/11	11/13/12	82 Vestas Wind Systems	1,274.28	333.73		-940.55
06/30/09	11/15/12	100000 Dupont Ei Nemour	105,871.00	100,000.00		-5,871.00
		4.750% Due 11-15-12				
05/03/10	12/04/12	1395 UEPS Tech	22,578.21	4,849.05		-17,729.16
07/23/09	12/04/12	870 UEPS Tech	12,491.46	3,024.14		-9,467.32
07/01/09	12/04/12	849 UEPS Tech	12,080.42	2,951.14		-9,129.28
07/22/10	12/04/12	1472 UEPS Tech	20,365.86	5,116.70		-15,249.16
07/16/09	12/04/12	1091 UEPS Tech	14,004.62	3,792.34		-10,212.28
07/08/09	12/04/12	849 UEPS Tech	10,555.70	2,951.14		-7,604.56
05/13/11	12/04/12	1012 UEPS Tech	8,911.87	3,517.74		-5,394.13
11/03/11	12/04/12	82 UEPS Tech	647.80	285.03		-362.77
05/20/11	12/18/12	2450 Staples	40,426.47	29,596.56		-10,829.91
09/05/12	12/20/12	250000 FHLB 2.00% due 9/20/27	250,312.50	250,000.00	-312.50	
		2 000% Due 09-20-27				
09/11/12	12/28/12	200000 FHLB 1.5% due 9/28/27	199,998.00	200,000.00	2.00	
		1.500% Due 09-28-27				
07/06/11	01/22/13	455 IDEX Corp	21,211.05	22,407.65		1,196.60
12/11/12	01/30/13	250000 FHLB 2.00% due 4/30/27	250,330.00	250,000.00	-330.00	
		2.000% Due 04-30-27				
06/30/09	02/01/13	305000 General Electnc Co	317,358.60	305,000.00		-12,358.60
		5 000% Due 02-01-13				
07/16/09	02/08/13	46 Google	20,132.96	36,091.72		15,958.76
07/01/09	02/08/13	165 IBM	17,330.71	33,200.48		15,869.77
07/08/09	02/08/13	57 IBM	5,728.61	11,469.26		5,740.65
07/16/09	02/08/13	179 Novo Nordisk	9,946.67	34,357.26		24,410.59
07/01/09	02/08/13	344 Novo Nordisk	18,878.41	66,027.36		47,148.95
07/06/11	02/11/13	290 Novozymes	9,616.40	10,076.84		460.44
07/11/11	02/11/13	350 Novozymes	11,543.87	12,161.70		617.83
11/03/11	02/11/13	130 Novozymes	3,972.80	4,517.20		544.40
10/10/12	02/11/13	792 Novozymes	22,096.80	27,520.20	5,423.40	
07/06/09	02/11/13	628 Novozymes	9,985.20	21,821.57		11,836.37
10/10/12	02/12/13	285 Idexx Labs	27,330.19	26,475.74	-854.45	
07/06/11	02/12/13	270 Idexx Labs	21,427.55	25,082.28		3,654.73
07/08/11	02/12/13	257 Idexx Labs	20,358.79	23,874.61		3,515.82
11/03/11	02/12/13	40 Idexx Labs	2,897.23	3,715.89		818.66
11/11/09	02/12/13	368 Idexx Labs	19,459.73	34,186.21		14,726.48
07/08/11	02/12/13	149 Illinois Tool Wks Inc	8,718.82	9,382.53		663.71
07/06/11	02/12/13	640 Illinois Tool Wks Inc	37,155.58	40,300.79		3,145.21
01/27/11	02/12/13	468 Illinois Tool Wks Inc	25,901.46	29,469.95		3,568.49
02/03/11	02/12/13	300 Teva Pharmaceuticals	16,357.77	11,670.25		-4,687.52
07/14/10	02/12/13	66 Teva Pharmaceuticals	3,581.16	2,567.45		-1,013.71
07/01/09	02/12/13	183 Teva Pharmaceuticals	9,187.90	7,118.85		-2,069.05
07/23/09	02/12/13	681 Teva Pharmaceuticals	34,097.67	26,491.46		-7,606.21
07/23/09	02/13/13	31 Ecolab, Inc.	1,217.91	2,309.80		1,091.89
07/01/09	02/13/13	359 Ecolab, Inc.	14,035.46	26,748.99		12,713.53
09/24/09	02/13/13	218 Kurita	7,749.90	4,192.41		-3,557.49
09/24/09	02/14/13	175 Kurita	6,221.25	3,372.75		-2,848.50
12/10/09	02/14/13	718 Kurita	24,232.50	13,837.92		-10,394.58
10/21/09	02/14/13	442 Kurita	14,144.00	8,518.61		-5,625.39
07/06/11	02/14/13	688 Kurita	20,337.28	13,259.73		-7,077.55
07/08/11	02/14/13	710 Kurita	20,803.00	13,683.73		-7,119.27
03/09/10	02/14/13	244 Kurita	6,943.75	4,702.58		-2,241.17
07/06/11	03/01/13	59 Kubota Corp	2,749.82	3,539.92		790.10
07/06/11	03/01/13	50 Kubota Corp	2,330.36	2,999.93		669.57
07/08/11	03/01/13	56 Kubota Corp	2,582.16	3,359.92		777.76
07/08/11	03/01/13	5 Kubota Corp	230.55	299.99		69.44
07/23/09	03/01/13	142 Kubota Corp.	6,313.32	8,519.81		2,206.49
07/23/09	03/01/13	577 Kubota Corp	25,653.42	34,619.22		8,965.80
07/01/09	03/01/13	122 Kubota Corp	5,230.71	7,319.84		2,089.13

07/16/09	04/02/13	425 Chubb Corp	17,490.88	37,310.12	19,819.24
07/01/09	04/02/13	218 CVS Corp	6,923.24	12,025.66	5,102.42
12/10/09	04/02/13	650 CVS Corp	20,452.97	35,856.31	15,403.34
07/08/11	04/02/13	244 Vodafone Group Public Co	6,507.48	7,021.38	513.90
07/06/11	04/02/13	706 Vodafone Group Public Co	18,791.87	20,315.97	1,524.30
07/23/09	04/02/13	429 Vodafone Group Public Co	8,351.56	12,344.97	3,993.41
07/16/09	04/03/13	41 Google	17,944.59	32,887.02	14,942.43
07/16/09	04/03/13	330 Home Depot Inc	7,922.48	23,258.20	15,335.72
07/01/09	04/03/13	244 Home Depot Inc	5,755.47	17,196.98	11,441.51
07/08/09	04/03/13	192 IBM	19,296.38	40,902.74	21,606.36
02/14/13	05/08/13	34 Greenmountain Coffee Inc.	1,577.64	1,985.25	407.61
07/01/09	05/24/13	724 Kubota Corp	31,041.29	56,835.18	25,793.89
09/11/09	05/24/13	32 Kubota Corp	1,315.18	2,512.05	1,196.87
07/08/11	06/20/13	1452 Western Un Co Com	28,728.69	23,909.96	-4,818.73
07/06/11	06/20/13	1562 Western Un Co Com	30,512.89	25,721.32	-4,791.57
11/03/11	06/20/13	269 Western Un Co Com	4,711.59	4,429.60	-281.99
07/16/09	06/20/13	1706 Western Un Co Com	29,614.63	28,092.55	-1,522.08
03/18/10	06/20/13	702 Western Un Co Com	11,812.27	11,559.77	-252.50
07/01/09	06/20/13	2110 Western Un Co Com	35,126.23	34,745.19	-381.04
07/08/09	06/20/13	2110 Western Un Co Com	33,164.98	34,745.18	1,580.20
11/01/12	06/20/13	224 Western Un Co Com	2,814.49	3,688.59	874.10
TOTAL GAINS				23,928.78	579,291.82
TOTAL LOSSES				-41,455.00	-234,833.96
			3,665,814.65	3,992,746.29	-17,526.22
TOTAL REALIZED GAIN/LOSS			326,931.64		

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHELSEA COLLABORATIVE 318 BROADWAY CHELSEA, MA 02150			GENERAL PURPOSE	40,000.
CAPE SPLIT CHAPEL 253 CAPE SPLIT ROAD ADDISON, ME 04606			GENERAL PURPOSE	1,000.
GILL FOUNDATION 2215 MARKET STREET DENVER, CO 80205			GENERAL PURPOSE	15,000.
CREATIVE CAPITAL 65 BLEECKER STREET NEW YORK, NY 10012			GENERAL PURPOSE	77,000.
MASS EQUALITY EDUCATION 262 WASHINGTON STREET BOSTON, MA 02108			GENERAL PURPOSE	90,000.
MASS EQUALITY EDUCATION 262 WASHINGTON STREET BOSTON, MA 02108			GENERAL PURPOSE	90,000.
NATIONAL GAY & LESBIAN TASK FORCE 1325 MASS. AVENUE, NW WASHINGTON, DC 20005			GENERAL PURPOSE	25,000.
CREATIVE CAPITAL 65 BLEECKER STREET NEW YORK, NY 10012			GENERAL PURPOSE	150,000.
HUMAN RIGHTS CAMPAIGN 1640 RHODE ISLAND AVE. WASHINGTON, DC 20036			GENERAL PURPOSE	5,000.
Total from continuation sheets				493,000.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY-DIVIDENDS	128,627.	0.	128,627.
MORGAN STANLEY-INTEREST	106,208.	0.	106,208.
MORGAN STANLEY-MUNI INTEREST	22,207.	0.	22,207.
PRI INTEREST	5,809.	0.	5,809.
TOTAL TO FM 990-PF, PART I, LN 4	262,851.	0.	262,851.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	750.	750.		0.
TO FM 990-PF, PG 1, LN 16A	750.	750.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OWENS & COMPANY, LLC	2,470.	1,235.		0.
TO FORM 990-PF, PG 1, LN 16B	2,470.	1,235.		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 CUSTODIAN FEES	22,181.	20,601.		0.
TO FORM 990-PF, PG 1, LN 16C	22,181.	20,601.		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 PAID	4,600.	4,600.		0.	
TAXES PAID - 2011	-1,661.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	2,939.	4,600.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
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FOOTNOTES				STATEMENT	7
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THE TRANSFER OF ASSETS WAS FROM HALCYON HILL FOUNDATION. THIS FOUNDATION WAS CONTROLLED BY TWO SISTERS, SARA AND CATHERINE WHITMAN AND THEIR BROTHER. HALCYON HILL FOUNDATION WAS TERMINATED AND THE ASSETS WERE DISTRIBUTED TO NEW FOUNDATIONS DURING JUNE AND JULY 2009. AN AMOUNT OF \$11,805 WAS THE REMAINING BALANCE IN HALCYON HILL AND IT WAS TRANSFERRED ON FEBRUARY 7, 2013, TO TWO SISTERS AND A WIFE FOUNDATION.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		3,347,602.	3,256,413.
	X		289,609.	272,114.
		X	368,907.	379,457.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,637,211.	3,528,527.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			368,907.	379,457.
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,006,118.	3,907,984.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	3,948,929.	6,225,131.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,948,929.	6,225,131.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	306,870.	318,602.
TOTAL TO FORM 990-PF, PART II, LINE 10C	306,870.	318,602.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PRI - BOSTON COMMUNITY LOAN FUND	100,000.	100,000.	100,000.
PRI - SUN FINANCING	100,000.	100,000.	100,000.
TO FORM 990-PF, PART II, LINE 15	200,000.	200,000.	200,000.