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

2012

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

For calendar year 2012 or tax year beginning

AUG 1, 2012

, and ending

JUL 31, 2013

Name of foundation

BEMIS-TRUST IN DIVERSITY  
THOMAS E. PECKHAM, TRUSTEE

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

BINGHAM MCCUTCHEON, ONE FEDERAL ST.

A Employer identification number

04-6747335

City or town, state, and ZIP code

BOSTON, MA 02110

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 foundationI Fair market value of all assets at end of year  
(from Part II, col. (c), line 16)

► \$ 10,405,474.

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))

Revenue	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
3 Dividends and interest from securities	227,574.	227,574.	STATEMENT 1	
5a Gross rents				
b Net rental income or (loss)	851,802.			
6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	2,817,817.			
7 Capital gain net income (from Part IV, line 2)		851,802.		
8 Net short-term capital gain				
9 Income modifications Gross sales less returns and allowances				
10a RECEIVED b Less cost of goods sold	467.	0.	STATEMENT 2	
c Gross profit (loss)	1,079,843.	1,079,376.		
11 Other income	0.	0.		0.
12 Total. Add lines 1 through 11	1,079,843.	1,079,376.		
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees	40,490.	20,245.		20,245.
b Accounting fees				
c Other professional fees	44,589.	44,589.		0.
17 Interest	7,890.	1,589.		0.
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	229.	159.		70.
24 Total operating and administrative expenses. Add lines 13 through 23	93,198.	66,582.		20,315.
25 Contributions, gifts, grants paid	94,000.			94,000.
26 Total expenses and disbursements. Add lines 24 and 25	187,198.	66,582.		114,315.
27 Subtract line 26 from line 12	892,645.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		1,012,794.		
c Adjusted net income (if negative, enter -0-)			N/A	

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**BEMIS-TRUST IN DIVERSITY**  
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<b>Part II</b> <b>Balance Sheets</b>		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
<b>Assets</b>	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		8,326,878.	9,217,573.	10,405,474.
	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				
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► )				
	16 Total assets (to be completed by all filers)		8,326,878.	9,217,573.	10,405,474.
	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 ► )				
<b>Net Assets or Fund Balances</b>	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.	
<b>Net Assets or Fund Balances</b>	29 Retained earnings, accumulated income, endowment, or other funds		8,326,878.	9,164,437.	
	30 Total net assets or fund balances		8,326,878.	9,164,437.	
	31 Total liabilities and net assets/fund balances		8,326,878.	9,164,437.	

**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 8,326,878.
2 Enter amount from Part I, line 27a	2 892,645.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 9,219,523.
5 Decreases not included in line 2 (itemize) ► <b>REVERSAL OF ERRONEOUS TRANSACTION</b>	5 1,950.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 9,217,573.

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**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)
<b>a</b> BOSTON TRUST & INV. MGMT CO. (SEE ATTACHED)			P		
<b>b</b> BOSTON TRUST & INV. MGMT CO. (SEE ATTACHED)			P		
<b>c</b> WILMINGTON TRUST (SEE ATTACHED)			P		
<b>d</b> WILMINGTON TRUST			P		
<b>e</b>					
(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 2,171,773.		1,677,246.	494,527.		
b 646,044.		627,436.	18,608.		
c			321,992.		
d			16,675.		
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			494,527.		
b			18,608.		
c			321,992.		
d			16,675.		
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	851,802.	
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	113,848.	9,188,393.	.012390
2010	93,239.	9,173,984.	.010163
2009	174,565.	8,480,552.	.020584
2008	399,055.	7,659,802.	.052097
2007	1,089,751.	4,855,163.	.224452

2 Total of line 1, column (d) 2 .319686

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 .063937

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 9,752,371.

5 Multiply line 4 by line 3 5 623,537.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 10,128.

7 Add lines 5 and 6 7 633,665.

8 Enter qualifying distributions from Part XII, line 4 8 114,315.

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

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**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)	1	20,256.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	20,256.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		5	20,256.
6	<b>Credits/Payments</b>			
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	457.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	►	9	20,713.
10	<b>Overpayment.</b> 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 <u>Credited to 2013 estimated tax</u> ►	Refunded ►	11	

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	X	
1c	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 ► \$ _____ 0. (2) On foundation managers ► \$ _____ 0.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	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?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	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	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? 13  X

Website address ► N/A

14 The books are in care of ► THOMAS E. PECKHAM, ESQ. Telephone no ► 617-951-8000  
Located at ► BINGHAM MCCUTCHEN, ONE FEDERAL ST., BOSTON, MA ZIP+4 ► 02110

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

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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X No</span>		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X No</span>		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X No</span>		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X No</span>		
(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)? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X No</span>		
(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) <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X No</span>		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <span style="float: right;">1b <input type="checkbox"/> X</span>		
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? <span style="float: right;">1c <input type="checkbox"/> X</span>		
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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X No</span>		
If "Yes," list the years ► <span style="float: right;">N/A</span>		
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) <span style="float: right;">2b <input type="checkbox"/> N/A</span>		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <span style="float: right;">3b <input type="checkbox"/> N/A</span>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X No</span>		
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) <span style="float: right;">4a <input type="checkbox"/> X</span>		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <span style="float: right;">4b <input type="checkbox"/> X</span>		
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? <span style="float: right;">4b <input type="checkbox"/> X</span>		

**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

Yes  No

(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

►

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

Yes  No

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

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

Yes  No

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

If "Yes" to 6b, file Form 8870

Yes  No

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

Yes  No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		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 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	
<b>Total.</b> Add lines 1 through 3 ►	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	9,900,884.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,900,884.
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	9,900,884.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	148,513.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,752,371.
6	Minimum investment return. Enter 5% of line 5	6	487,619.

**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	487,619.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	20,256.
b	Income tax for 2012 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	20,256.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	467,363.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	467,363.
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	467,363.

**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	114,315.
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	114,315.
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	114,315.

**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				467,363.
2 Undistributed income, if any, as of the end of 2012			0.	
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	57,856.			
e From 2011	113,848.			
f Total of lines 3a through e	171,704.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 114,315.			0.	
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				114,315.
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))	171,704.			171,704.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				



## 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
<i>a Paid during the year</i>				
TAMWORTH CONSERVATION FUND 84 MAIN ST. TAMWORTH, NH 03886	NONE	PUBLIC CHARITY	EASTERN FIELD	6,000.
EMERSON UMBRELLA CENTER FOR THE ARTS 40 STOW ST. CONCORD, MA 01742	NONE	PUBLIC CHARITY	GENERAL PURPOSES	38,000.
BOSTON DEBATE LEAGUE 31 STATE ST. BOSTON, MA 02109	NONE	PUBLIC CHARITY	GENERAL PURPOSES	50,000.
<b>Total</b>				► 3a 94,000.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>				► 3b 0.

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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	227,574.	
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	467.	
8 Gain or (loss) from sales of assets other than inventory			18	851,802.	
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.		1,079,843.	0.
13 Total. Add line 12, columns (b), (d), and (e) (2, 3, 4, 5, 6, 7, 8, 9, 10, 11, plus line 12 subtotal, if applicable.)			13		1,079,843.

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



FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
BOSTON TRUST & INV. MGMT CO.	179,233.	0.	179,233.	
WILMINGTON TRUST	48,341.	0.	48,341.	
TOTAL TO FM 990-PF, PART I, LN 4	227,574.	0.	227,574.	

  

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
EXCISE TAX REFUND	467.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	467.	0.		

  

FORM 990-PF	LEGAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BINGHAM MCCUTCHEEN, LLP	33,185.	16,592.		16,592.
RANSMEIR & SPELMAN	7,305.	3,653.		3,653.
TO FM 990-PF, PG 1, LN 16A	40,490.	20,245.		20,245.

  

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 MANAGEMENT FEES	44,589.	44,589.		0.
TO FORM 990-PF, PG 1, LN 16C	44,589.	44,589.		0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	6,301.	0.		0.
FOREIGN TAX PAID ON INVESTMENTS	1,589.	1,589.		0.
TO FORM 990-PF, PG 1, LN 18	7,890.	1,589.		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
MA FORM PC FILING FEES	70.	0.		70.
ADR FEES	159.	159.		0.
TO FORM 990-PF, PG 1, LN 23	229.	159.		70.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
T.E. PECKHAM BINGHAM MCCUTCHEN, ONE FEDERAL ST. BOSTON, MA 02110	TRUSTEE 0.00	0.	0.	0.
E. BEMIS BINGHAM MCCUTCHEN, ONE FEDERAL ST. BOSTON, MA 02110	TRUSTEE 0.00	0.	0.	0.
G. BEMIS BINGHAM MCCUTCHEN, ONE FEDERAL ST. BOSTON, MA 02110	TRUSTEE 0.00	0.	0.	0.
M. BEMIS BINGHAM MCCUTCHEN, ONE FEDERAL ST. BOSTON, MA 02110	TRUSTEE 0.00	0.	0.	0.
A. BEMIS BINGHAM MCCUTCHEN, ONE FEDERAL ST. BOSTON, MA 02110	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

ACCT 976F 085807-000  
FROM 08/01/2012  
TO 01/31/2013

WILMINGTON TRUST COMPANY  
STATEMENT OF CAPITAL GAINS AND LOSSES  
BEMIS-TRUST IN DIVERSITY  
C H & J R BEMIS & T E PECKHAM TRUSTEES  
TRUST YEAR ENDING 07/31/2013

PAGE 38  
RUN 01/10/2013  
02 50 37 PM

TAX PREPARER 106  
TRUST ADMINISTRATOR 618  
INVESTMENT OFFICER 1246

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
150000 0000 FNMA SOLD	4 375	9/15/12	- 31359MPF4 - MINOR = 25				
ACQ 100000 0000 09/15/2012			150000 00	102957 40	-2957 40	LT15	Y
50000 0000 11/18/2008			100000 00	54606 15	-4606 15	LT15	Y
300.0000 BANCOLOMBIA SA SPONS ADR - 05968L102 - MINOR = 44 SOLD	10/01/2012	18005 08					
ACQ 300 0000 10/01/2012		18005 08	17604.63	400 45	SUB TRUST 085807-901	ST	Y
17059 9780 FIDELITY FOCUSED HIGH INCOME FUND - 316146794 - MINOR = 66 SOLD	10/01/2012	160193 19					
ACQ 10000 0000 01/10/2012		93900 00	90400 00	3500 00	SUB TRUST 085807-900	ST	Y
7000 0000 02/17/2012		65730 00	64470 00	1260 00	LT15	Y	
59 9780 06/08/2012		563 19	544 00	19.19	ST	Y	
3350 0000 ISHARES MSCI AUSTRALIA INDEX ETF - 464286103 - MINOR = 95 SOLD	10/01/2012	80608 23					
ACQ 3250.0000 08/05/2009		78202 01	61933.96	16268 05	SUB TRUST 085807-900	LT15	Y
100 0000 05/20/2011		2406 22	2660.24	-254 02	LT15	Y	
1350 0000 ISHARES MSCI BRAZIL INDEX ETF - 464286400 - MINOR = 95 SOLD	10/01/2012	73572 94					
ACQ 1250.0000 12/02/2008		68123 09	39974.63	28148.46	SUB TRUST 085807-900	LT15	Y
100.0000 02/10/2009		5449 85	3777 25	1672.60	LT15	Y	
6100 0000 ISHARES MSCI CANADA INDEX ETF - 464286509 - MINOR = 95 SOLD	10/01/2012	175885.89					
ACQ 4600.0000 12/02/2008		132635.26	74668 58	57966.68	SUB TRUST 085807-900	LT15	Y
1400 0000 05/22/2009		40367.25	29985 34	10381 91	LT15	Y	
100 0000 05/20/2011		2883 38	3235 24	-351 86	LT15	Y	
2125 0000 ISHARES MSCI SWEDEN INDEX ETF - 464286756 - MINOR = 95 SOLD	10/01/2012	60492 08					
ACQ 2125.0000 05/11/2009		60492 08	39742 82	20749 26	SUB TRUST 085807-900	LT15	Y
1500.0000 ISHARES BARCLAYS TIPS BOND ETF - 464287176 - MINOR = 633 SOLD	10/01/2012	182722 15					
ACQ 1300.0000 12/22/2009		158359.20	135555 05	22804.15	SUB TRUST 085807-900	LT15	Y
200.0000 02/09/2010		24362.95	20920.16	3442 79	LT15	Y	
3000.0000 ISHARES CORE TOTAL U.S. BOND MKT ETF - 464287226 - MINOR = 68 SOLD	10/01/2012	336339 86					
ACQ 2000 0000 07/14/2011		224226 57	215084 60	9141 97	SUB TRUST 085807-900	LT15	Y
1000.0000 01/10/2012		112113.29	110070.40	2042.89	ST	Y	
1000.0000 ISHARES BARCLAYS 1-3 YEAR TREASURY - 464287457 - MINOR = 633 SOLD	10/01/2012	84435 60					
ACQ 1000.0000 06/25/2010		84435.60	84092.50	343 10	SUB TRUST 085807-900	LT15	Y
2000.0000 MARKET VECTORS AGRIBUSINESS ETF - 57060U605 - MINOR = 63 SOLD	10/01/2012	104697 65					
ACQ 800.0000 05/20/2011		41879.06	42489.26	-610.20	SUB TRUST 085807-900	LT15	Y
800.0000 01/10/2012		41879.06	39881 92	1997.14	ST	Y	
400 0000 05/11/2012		20939.53	19915.76	1023.77	ST	Y	
2128.0600 RS GLOBAL NATURAL RESOURCES FUND - 74972H648 - MINOR = 61 SOLD	10/01/2012	82057 99					
ACQ 2128 0600 02/01/2012		82057 99	78823.34	3234 65	SUB TRUST 085807-900	ST	Y
1200.0000 SPDR GOLD SHARES - 78463V107 - MINOR = 63 SOLD	10/01/2012	208039 33					
ACQ 1025.0000 12/02/2008		177700.26	79044 51	98655 75	SUB TRUST 085807-900	LT28	Y
175.0000 03/10/2009		30339 07	15421.37	14917.70	LT28	Y	
1500.0000 SPDR S&P GLOBAL NAT RESOURCES ETF - 78463X541 - MINOR = 60 SOLD	10/01/2012	76932 07					
ACQ 1000 0000 01/10/2012		51288 05	51560 08	-272.03	SUB TRUST 085807-900	ST	Y
500 0000 05/11/2012		25644 02	24257 22	1386.80	ST	Y	
1330 0000 SECTOR SPDR HEALTH CARE - 81369Y209 - MINOR = 63 SOLD	10/01/2012	53756 32					
ACQ 1330.0000 06/23/2011		53756 32	46699.62	7056 70	SUB TRUST 085807-901	LT15	Y
1500.0000 SPDR CONSUMER STAPLES ETF - 81369Y308 - MINOR = 63 SOLD	10/01/2012	54020 08					
ACQ 1500.0000 06/23/2011		54020 08	46293.75	7726 33	SUB TRUST 085807-901	LT15	Y
150 0000 SYNGENTA AG ADR - 87160A100 - MINOR = 44 SOLD	10/01/2012	11355 89					
ACQ 150 0000 05/19/2011		11355 89	10032 38	1323 51	SUB TRUST 085807-901	LT15	Y
15075 0860 VANGUARD SHORT-TERM BOND IDX CL INV - 921937207 - MINOR = 66 SOLD	10/01/2012	161001 93					
ACQ 15000 0000 04/25/2011		160200 00	158250 00	1950 00	SUB TRUST 085807-901	LT15	Y
58 0740 12/22/2011		620 23	615 00	5.23	ST	Y	
11 3310 12/22/2011		121 02	120 00	1.02	ST	Y	
4 2610 03/30/2012		45 51	45 21	0 30	ST	Y	
1 4200 03/30/2012		15 17	15 07	0 10	ST	Y	
36000 0000 VANGUARD HIGH YIELD CORP CL INV - 922031208 - MINOR = 66 SOLD	10/01/2012	217080 00					
ACQ 36000.0000 02/09/2010		217080 00	194760 00	22320 00	SUB TRUST 085807-901	LT15	Y
30000 0000 VANGUARD SHORT-TERM INV GRADE CL INV - 922031406 - MINOR = 66 SOLD	10/01/2012	326100 00					
ACQ 25000 0000 03/29/2011		271750 00	268000 00	3750 00	SUB TRUST 085807-901	LT15	Y
5000 0000 01/10/2012		54350 00	53300 00	1050 00	ST	Y	
160 0000 CREDITCORP LTD - G2519Y108 - MINOR = 44 SOLD	10/01/2012	20172 23					
ACQ 100 0000 05/19/2011		12607 64	10455 20	2152 44	SUB TRUST 085807-901	LT15	Y
60 0000 01/10/2012		7564 59	6539 50	1025 09	ST	Y	
TOTALS		2637468 51	2298802 14				

BEMIS TR IN DIVERSITY & EXCHANGE IMA 1-08748  
 Schedule D Detail of Long-term Capital Gains and Losses

	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
<b>15% RATE CAPITAL GAINS (LOSSES)</b>						
1000. ALLERGAN INC	VAR	11/14/2012	89,640.79	52,257.31	37,383.48	
2770. ANALOG DEVICES INC	VAR	11/14/2012	111,160.09	88,646.73	22,513.36	
820. ANHEUSER BUSCH INBEV SA/NV-SP ADR	06/23/2011	11/14/2012	67,731.55	46,313.93	21,417.62	
100. APPLE COMPUTER INC COM	02/09/2011	11/14/2012	54,364.23	35,729.28	18,634.95	
1500. BRISTOL MYERS SQUIBB CO	06/27/2011	11/14/2012	47,384.09	42,864.15	4,519.94	
1600. CVS/CAREMARK CORP	VAR	11/14/2012	73,134.52	42,885.62	30,248.90	
2110. DISNEY WALT CO COM	02/09/2009	11/14/2012	100,623.85	40,754.02	59,869.83	
1150. DR PEPPER SNAPPLE GROUP INC	06/23/2011	11/14/2012	49,989.49	46,092.81	3,896.68	
775. FLUOR CORP	04/30/2009	11/14/2012	40,624.58	29,707.76	10,916.82	
200. GENERAL DYNAMICS CORP	05/19/2011	11/14/2012	12,671.92	14,784.48	-2,112.57	
230. GOOGLE INC-A	VAR	11/14/2012	151,130.76	101,149.33	49,981.43	
450. MCDONALDS CORP COM	06/12/2009	11/14/2012	38,384.36	25,991.01	12,393.35	
500. MICROSOFT CORP COM	04/20/2009	11/14/2012	13,494.74	9,366.25	4,128.49	
2000. ORACLE CORP COM	12/02/2008	11/14/2012	59,718.86	31,124.80	28,594.06	
500. PROCTER & GAMBLE CO COM	01/01/2008	11/14/2012	33,335.25	33,280.00	55.25	
1750. PUBLIC SERVICE ENTERPRISE GROUP	02/05/2009	11/14/2012	51,816.51	55,269.03	-3,452.52	
1125. UNITED TECHNOLOGIES CORP	01/22/2009	11/14/2012	85,194.45	54,048.59	31,145.86	
3000. VANGUARD SMALL CAP VIPERS FUND	VAR	11/14/2012	227,701.19	113,992.63	113,708.56	
1200. VERIZON COMMUNICATIONS INC	VAR	11/14/2012	50,962.97	36,798.12	14,164.85	
1420. ACE LTD	VAR	11/14/2012	109,082.09	63,995.18	45,086.91	
50000. FHLB (FED HM LN BK)	4.5%					
11/15/12		12/30/2008	11/15/2012	50,000.00	55,039.10	-5,039.10
1200. VERIZON COMMUNICATIONS INC		12/11/2008	02/05/2013	53,626.91	36,629.22	16,997.69
200000. FHLB (FED HM LN BK)	3.375%	VAR	02/27/2013	200,000.00	205,023.30	-5,023.30
200000. FHLB (FED HM LN BK)	1.625%	03/29/2011	03/20/2013	200,000.00	202,993.40	-2,993.40
200000. FHLB (FED HM LN BK)	3.875%	03/29/2011	06/14/2013	200,000.00	212,509.80	-12,509.80
<b>TOTAL 15% RATE CAPITAL GAINS (LOSSES)</b>			2171773.20	1677245.85	494,527.34	
<b>Totals</b>			2171773.20	1677245.85	494,527.34	



BEMIS TR IN DIVERSITY & EXCHANGE IMA 1-08748  
Schedule D Detail of Short-term Capital Gains and Losses