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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 12-01-2012 , and ending 11-30-2013

Name of foundation
MCLANEHARPER CHARITABLE FOUNDATION INC

A Employer identification number
04-2944189

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O P ANDREWS MCLANE 200 CLARENDON STREET NO FL56

B Telephone number (see instructions)
(617) 574-6700

City or town, state, and ZIP code
BOSTON, MA 02116

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

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

H Check type of organization ☑ 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)* ▶$ 33,116,372

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

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 ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	16,589	16,589		
	4	Dividends and interest from securities	301,811	301,811		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,589,171			
	b	Gross sales price for all assets on line 6a 7,947,254				
	7	Capital gain net income (from Part IV, line 2)		2,551,703		
	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) (attach schedule)				
	11	Other income (attach schedule)	793,138	-3		
	12	**Total.** Add lines 1 through 11	2,700,709	2,870,100		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,250	2,250		0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	4,126	504		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	41,661	41,661		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	48,037	44,415		0
	25	Contributions, gifts, grants paid	1,838,424			1,838,424
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,886,461	44,415		1,838,424
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	814,248			
	b	**Net investment income** (if negative, enter -0-)		2,825,685		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	700,396	96,482	96,482
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	12,254,652	10,377,865	24,980,350
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,516,245	5,811,194	8,039,540
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	15,471,293	16,285,541	33,116,372
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	15,471,293	16,285,541	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	15,471,293	16,285,541	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	15,471,293	16,285,541	

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	15,471,293
2	Enter amount from Part I, line 27a	2	814,248
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	16,285,541
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	16,285,541

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	2,551,703
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☑ Yes ☐ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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			
2010			
2009			
2008			
2007	0		0 000000

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	56,514
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	56,514
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	56,514
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 21,181		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 21,000		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	42,181
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	653
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	14,986
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** ▶ **Refunded** ▶	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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶P ANDREWS MCLANE Telephone no ▶(617) 574-6700

Located at ▶200 CLARENDON STREET 56TH FLOOR BOSTON MA ZIP+4 ▶02116

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☑ Yes ☐ No			
	If "Yes," list the years ▶ 2010 , 2011 , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).	2b	Yes	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*.	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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**		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?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
P ANDREWS MCLANE 77 DEAN ROAD WESTON, MA 02493	PRESIDENT 0 00	0	0	0
LINDA MCLANE 77 DEAN ROAD WESTON, MA 02493	TREASURER 0 00	0	0	0
DAVID H HOPFENBERG 122 NORTH ROAD SAUNDERSTOWN, RI 02874	CLERK 0 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). 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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	22,914,413
b	Average of monthly cash balances		1b	412,068
c	Fair market value of all other assets (see instructions)		1c	6,606,897
d	**Total** (add lines 1a, b, and c)		1d	29,933,378
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	29,933,378
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	449,001
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	29,484,377
6	**Minimum investment return.** Enter 5% of line 5		6	1,474,219

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	1,474,219
2a	Tax on investment income for 2012 from Part VI, line 5	2a 56,514		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	56,514
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,417,705
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	1,417,705
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	1,417,705

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	1,838,424
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	1,838,424
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,838,424

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,417,705
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			1,521,157	
b Total for prior years 2010 , 20___ , 20___		12,074		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,838,424				
a Applied to 2011, but not more than line 2a			1,521,157	
b Applied to undistributed income of prior years (Election required—see instructions).		12,074		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				305,193
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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.		3,622		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,112,512
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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

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

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

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

1 Information Regarding Foundation Managers:

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

P ANDREWS MCLANE

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,838,424
b *Approved for future payment*				
Total . . . . ▶ **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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	16,589	
4 Dividends and interest from securities. . . .			14	301,811	
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.			18	793,138	
8 Gain or (loss) from sales of assets other than inventory			18	1,589,171	
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		2,700,709	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 2,700,709

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2014-10-14	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
DAVID H HOPFENBERG	DAVID H HOPFENBERG	2014-10-14		P00287396
Firm's name	VENTURE TAX SERVICES INC		Firm's EIN 20-8031866	
Firm's address	225 WATER STREET PLYMOUTH, MA 02360		Phone no (617) 553-1497	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
EATON VANCE INCOME FD OF BOSTON CL A		2012-12-03	2012-12-28
LOOMIS SAYLES STRATEGIC INCOME FD CL A		2012-12-21	2012-12-28
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2012-02-22	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2012-03-20	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2012-04-19	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2012-05-21	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2012-06-19	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2012-07-19	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2012-08-21	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2012-09-19	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2012-10-19	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2012-11-20	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2012-12-19	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2013-01-02	2013-02-05
MAINSTAY HIGH YIELD OPPORTUNITIES FD CL A		2012-02-29	2013-02-15
MAINSTAY HIGH YIELD OPPORTUNITIES FD CL A		2012-03-30	2013-02-15
MAINSTAY HIGH YIELD OPPORTUNITIES FD CL A		2012-04-30	2013-02-15
MAINSTAY HIGH YIELD OPPORTUNITIES FD CL A		2012-05-03	2013-02-15
MAINSTAY HIGH YIELD OPPORTUNITIES FD CL A		2012-06-28	2013-06-14
MAINSTAY HIGH YIELD OPPORTUNITIES FD CL A		2012-07-31	2013-06-14
MAINSTAY HIGH YIELD OPPORTUNITIES FD CL A		2012-08-31	2013-06-14
MAINSTAY HIGH YIELD OPPORTUNITIES FD CL A		2012-09-27	2013-06-14
MAINSTAY HIGH YIELD OPPORTUNITIES FD CL A		2012-10-31	2013-06-14
MAINSTAY HIGH YIELD OPPORTUNITIES FD CL A		2012-12-03	2013-06-14
MAINSTAY HIGH YIELD OPPORTUNITIES FD CL A		2012-12-03	2013-06-14
MAINSTAY HIGH YIELD OPPORTUNITIES FD CL A		2012-12-03	2013-06-14
MAINSTAY HIGH YIELD OPPORTUNITIES FD CL A		2012-12-24	2013-06-14
VAN ECK INTL INV GOLD FD CL A		2012-12-21	2013-09-03
MAINSTAY HIGH YIELD OPPORTUNITIES FD CL A		2012-12-24	2013-09-04
MONOTYPE IMAGING HLDGS INC		2004-11-05	2012-12-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PROS HOLDINGS INC		1998-06-08	2012-12-27
STATE STREET CORP		1994-12-16	2012-12-27
STATE STREET CORP		1994-12-16	2012-12-27
STATE STREET CORP		1994-12-16	2012-12-27
EATON VANCE INCOME FUND OF BOSTON CLASS A		2011-08-04	2012-12-28
EATON VANCE INCOME FUND OF BOSTON CLASS A		2011-08-04	2012-12-28
LOOMIS SAYLES STRATEGIC INCOME FUND CLASS A		2010-02-04	2012-12-28
LOOMIS SAYLES STRATEGIC INCOME FUND CLASS A		2011-08-04	2012-12-28
LOOMIS SAYLES STRATEGIC INCOME FUND CLASS A		2011-08-04	2012-12-28
MONOTYPE IMAGING HLDGS INC		2004-11-05	2013-01-03
MONOTYPE IMAGING HLDGS INC		2004-11-05	2013-01-03
MONOTYPE IMAGING HLDGS INC		2004-11-05	2012-12-28
MONOTYPE IMAGING HLDGS INC		2004-11-05	2012-12-28
MONOTYPE IMAGING HLDGS INC		2004-11-05	2012-12-28
OPPENHEIMER DEVELOPING MARKETS FD CL A		2010-12-30	2013-01-25
FIRST EAGLE FD OF AMERICA FD CL A		2010-05-07	2013-01-25
FIRST EAGLE GLOBAL FD CL A		2010-02-04	2013-01-25
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2010-07-23	2013-01-25
OPPENHEIMER DEVELOPING MARKETS FD CL A		2010-12-30	2013-01-31
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2010-07-23	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2010-08-19	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2010-09-21	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2010-10-19	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2010-11-19	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2010-12-21	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2010-12-31	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2011-02-22	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2011-03-21	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2011-04-19	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2011-05-19	2013-02-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2011-06-21	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2011-07-19	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2011-08-04	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2011-08-19	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2011-08-31	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2011-09-20	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2011-10-20	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2011-11-22	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2011-12-21	2013-02-05
EATON VANCE TAX MANAGED GLOBAL DIV INC FD CL A		2012-01-03	2013-02-05
MAINSTAY HIGH YIELD OPPORTUNITIES FD CL A		2012-02-10	2013-02-15
MAINSTAY HIGH YIELD OPPORTUNITIES FD CL A		2012-05-03	2013-06-14
MAINSTAY HIGH YIELD OPPORTUNITIES FD CL A		2012-05-03	2013-06-14
MAINSTAY HIGH YIELD OPPORTUNITIES FD CL A		2012-05-31	2013-06-14
FIRST EAGLE GLOBAL FD CL A		2010-02-04	2013-06-21
VAN ECK INTL INV GOLD FD CL A		2012-02-10	2013-06-21
VAN ECK INTL INV GOLD FD CL A		2012-02-10	2013-09-03
OPPENHEIMER DEVELOPING MARKETS FD CL A		2010-12-30	2013-10-16
LONE CASCADE LP - SCHEDULE K-1	P		2012-12-31
LONE CASCADE LP - SCHEDULE K-1	P		2012-12-31
TA INVESTORS III LP - SCHEDULE K-1	P		2012-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,775		1,757	18
20,993		21,074	-81
354		333	21
350		334	16
361		336	25
314		279	35
308		280	28
301		281	20
296		282	14
289		283	6
294		284	10
302		285	17
294		286	8
297		287	10
3,792		3,587	205
3,380		3,198	182
3,648		3,451	197
37,902		35,978	1,924
8,540		7,990	550
8,626		8,206	420
8,282		7,968	314
7,942		7,739	203
8,052		7,926	126
8,084		7,930	154
8,467		8,306	161
8,202		8,114	88
76,964		76,838	126
10,277		14,499	-4,222
9,000		9,134	-134
736,969		21,353	715,616

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
382,210		23,014	359,196
229,410		6,825	222,585
229,443		6,825	222,618
373,689		11,108	362,581
297,774		288,335	9,439
55,276		52,514	2,762
1,374,011		1,230,647	143,364
304,444		300,302	4,142
291,109		277,768	13,341
56,135		1,643	54,492
83,801		2,469	81,332
56,539		1,669	54,870
142,199		4,204	137,995
39,101		1	39,100
100,000		100,365	-365
190,000		136,738	53,262
100,000		79,287	20,713
30,000		26,466	3,534
50,000		50,166	-166
4,036		3,539	497
169		146	23
162		147	15
159		147	12
157		148	9
157		149	8
157		149	8
154		150	4
156		151	5
154		151	3
151		152	-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
156		153	3
157		153	4
39,227		36,006	3,221
371		321	50
423		385	38
371		325	46
372		326	46
379		328	51
374		330	44
373		331	42
761,784		712,505	49,279
758,196		725,050	33,146
37,623		35,978	1,645
8,265		7,672	593
75,000		58,533	16,467
75,000		167,545	-92,545
303,364		544,960	-241,596
250,000		240,677	9,323
71,608			71,608
196,754			196,754
2,049			2,049

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			18
			-81
			21
			16
			25
			35
			28
			20
			14
			6
			10
			17
			8
			10
			205
			182
			197
			1,924
			550
			420
			314
			203
			126
			154
			161
			88
			126
			-4,222
			-134
			715,616

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			359,196
			222,585
			222,618
			362,581
			9,439
			2,762
			143,364
			4,142
			13,341
			54,492
			81,332
			54,870
			137,995
			39,100
			-365
			53,262
			20,713
			3,534
			-166
			497
			23
			15
			12
			9
			8
			8
			4
			5
			3
			-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			3
			4
			3,221
			50
			38
			46
			46
			51
			44
			42
			49,279
			33,146
			1,645
			593
			16,467
			-92,545
			-241,596
			9,323
			71,608
			196,754
			2,049

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
APPALACHIAN MOUNTAIN CLUB 5 JOY STREET BOSTON, MA 02108	NONE	PUBLIC CHARITY	UNRESTRICTED DONATION	63,000
CHARLES RIVER WATERSHED ASSOCIATES 190 PARK ROAD WESTON, MA 02493	NONE	PUBLIC CHARITY	UNRESTRICTED DONATION	10,000
DARTMOUTH COLLEGE 6068 BLUNT ALUMNI CENTER STE 103 HANOVER, NH 03755	NONE	PUBLIC CHARITY	UNRESTRICTED DONATION	500,000
MUSEUM OF FINE ARTS BOSTON 465 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	PUBLIC CHARITY	UNRESTRICTED DONATION	500,200
NATIONAL ROWING FOUNDATION 67 MYSTIC ROAD NORTH STONINGTON, CT 06359	NONE	PUBLIC CHARITY	UNRESTRICTED DONATION	10,000
PHILLIPS EXETER ACADEMY 20 MAIN STREET EXETER, NH 03933	NONE	PUBLIC CHARITY	UNRESTRICTED DONATION	25,000
ST PAUL SCHOOL 325 PLEASANT STREET CONCORD, NH 03301	NONE	PUBLIC CHARITY	UNRESTRICTED DONATION	25,000
TRUSTEES OF HARVARD COLLEGE 1350 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02138	NONE	PUBLIC CHARITY	UNRESTRICTED DONATION	585,224
TUCK SCHOOL AT DARTMOUTH 6068 BLUNT ALUMNI CENTER STE 103 HANOVER, NH 03755	NONE	PUBLIC CHARITY	UNRESTRICTED DONATION	100,000
WALNUT HILL SCHOOL 12 HIGHLAND STREET NATICK, MA 01760	NONE	PUBLIC CHARITY	UNRESTRICTED DONATION	10,000
WHEATON COLLEGE 26 E MAIN STREET NORTON, MA 02766	NONE	PUBLIC CHARITY	UNRESTRICTED DONATION	10,000
Total . . . . ▶ **3a**				1,838,424

TY 2012 Accounting Fees Schedule

Name: MCLANEHARPER CHARITABLE FOUNDATION INC

EIN: 04-2944189

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MARY ANN ROONEY CPA	2,250	2,250		0

TY 2012 Applied to Prior Year Election

Name: MCLANEHARPER CHARITABLE FOUNDATION INC

EIN: 04-2944189

Election: ELECTIONS CAN BE MADE UNDER TREASURY REGULATIONS SECTION 53.4942(A)-3(D)(2)---THE FOUNDATION MANAGERS DECLARE THAT THE FOUNDATION IS MAKING THIS ELECTION UNDER THE ABOVE SUBPARAGRAPH, AND A DISTRIBUTION IS MADE OUT OF THE UNDISTRIBUTED INCOME OF TAXABLE YEAR 2012.

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491287006294

TY 2012 Investments Corporate Stock Schedule

Name: MCLANEHARPER CHARITABLE FOUNDATION INC

EIN: 04-2944189

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AFFILIATED MANAGERS GROUP	110,398	1,145,831
AMERICAN MOVIL	105,188	1,741,141
EATON VANCE INCOME FUND OF BOSTON CLASS A	0	0
EATON VANCE TAX MANAGED GLOBAL DIVIDEND INCOME FUND	0	0
FIRST EAGLE FUND OF AMERICA FUND CLASS A	797,341	1,256,386
FIRST EAGLE GLOBAL FUND CLASS A	413,070	569,870
ING GLOBAL REAL ESTATE FUND CLASS A	405,936	403,315
INVESCO EUROPOEAN SMALL COMPANY FUND CLASS A	190,005	209,559
LOOMIS SAYLES STRATEGIC INCOME FUND CLASS	0	0
MAINSTAY HIGH YIELD OPPORTUNITY CLASS A	2,390,660	2,415,682
MONOTYPE IMAGING HOLDINGS INC	0	0
OPPENHEIMER DEVELOPING MARKETS FUND CLASS	422,318	443,134
PIMCO ALL ASSETS ALL AUTH-A	912,419	883,566
PROS HOLDINGS	0	0
PRUDENTIAL GLOBAL REAL ESTATE FUND A	405,739	401,514
STATE STREET CORP	0	0
TEMPUR-PEDIC INTERNATIONAL	4,034,786	15,293,908
THORNBERG DEVELOPING WORLD FUND CL A	190,005	216,444
VAN ECK INTERNATIONAL INV GOLD FUND	0	0

TY 2012 Investments - Other Schedule

Name: MCLANEHARPER CHARITABLE FOUNDATION INC

EIN: 04-2944189

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LONE CASCADE LP	AT COST	2,217,102	3,422,305
NYES LEDGE CAPITAL OFFSHORE LTD	AT COST	382,177	609,867
TA INVESTORS II LP	AT COST	1,841	4,624
TA INVESTORS III LP	AT COST	210,074	224,347
VIKING LONG III	AT COST	3,000,000	3,778,397

TY 2012 Other Expenses Schedule

Name: MCLANEHARPER CHARITABLE FOUNDATION INC

EIN: 04-2944189

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	602	602		0
LONE CASCADE LP - SCHEDULE K-1 - PORTFOLIO DEDUCTIONS	37,423	37,423		0
TA INVESTORS III LP - SCHEDULE K-1 - PORTFOLIO DEDUCTIONS	3,636	3,636		0

TY 2012 Other Income Schedule

Name: MCLANEHARPER CHARITABLE FOUNDATION INC

EIN: 04-2944189

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LONE CASCADE LP - SCHEDULE K-1	-2	-2	-2
TA INVESTORS III LP - SCHEDULE K-1	-1	-1	-1
DEEMED GAIN ON DONATION	793,141	0	793,141

TY 2012 Taxes Schedule

Name: MCLANEHARPER CHARITABLE FOUNDATION INC

EIN: 04-2944189

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	3,622	0		0
FOREIGN TAXES	364	364		0
STATE TAXES	140	140		0