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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
PAPANEK FAMILY FOUNDATION CO THOMAS H PAPANEK

A Employer identification number
26-1608040

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1512 HERITAGE COURT

B Telephone number (see instructions)
(617) 523-7935

City or town, state, and ZIP code
LAKE FOREST, IL 60045

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 307,356

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

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

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

			(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)	50,262			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	6,022	6,022		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	103,216			
	b	Gross sales price for all assets on line 6a 440,600				
	7	Capital gain net income (from Part IV, line 2)		103,216		
	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)				
	12	**Total.** Add lines 1 through 11	159,500	109,238	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0	0	0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,760	0	0	0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	105	0	0	0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	10,093	0	0	0
	22	Printing and publications				
	23	Other expenses (attach schedule)	2,143	0	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	14,101	0	0	0
	25	Contributions, gifts, grants paid	37,600			37,600
	26	**Total expenses and disbursements.** Add lines 24 and 25	51,701	0	0	37,600
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	107,799			
	b	**Net investment income** (if negative, enter -0-)		109,238		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing		1	1
	2	Savings and temporary cash investments	13,134	47,480	47,480
	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)			
	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)	176,395	249,847	259,875
	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)	189,529	297,328	307,356
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			
	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	189,529	297,328	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	189,529	297,328	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	189,529	297,328	

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	189,529
2	Enter amount from Part I, line 27a	2	107,799
3	Other increases not included in line 2 (itemize) ▶ ______	3	0
4	Add lines 1, 2, and 3	4	297,328
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	297,328

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			(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	
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	103,216
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	34,880	195,031	0 178843
2010	34,904	256,726	0 135958
2009	32,824	260,373	0 126065
2008	29,873	234,821	0 127216
2007	0	332,874	0 000000

2	**Total** of line 1, column (d).	2	0 568082
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	0 113616
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	264,320
5	Multiply line 4 by line 3.	5	30,031
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,092
7	Add lines 5 and 6.	7	31,123
8	Enter qualifying distributions from Part XII, line 4.	8	37,600

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	1,092
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	1,092
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,092
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	34		
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	34
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	3
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,061
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		No
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	Yes	

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 ▶THE FOUNDATION Telephone no ▶(617) 523-7935

Located at ▶1512 HERITAGE COURT LAKE FOREST IL ZIP+4 ▶60045

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 ▶ 20____, 20____, 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		
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?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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
See Additional Data Table				

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	264,144
b	Average of monthly cash balances	1b	4,201
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	268,345
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	268,345
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,025
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	264,320
6	**Minimum investment return.** Enter 5% of line 5	6	13,216

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	13,216
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1,092		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	1,092
3	Distributable amount before adjustments Subtract line 2c from line 1	3	12,124
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	12,124
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	12,124

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	37,600
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	37,600
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	1,092
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	36,508

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					12,124
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.	1,738				
c From 2009.	20,757				
d From 2010.	22,260				
e From 2011.	25,468				
f **Total** of lines 3a through e.		70,223			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 37,600					
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.					12,124
e Remaining amount distributed out of corpus		25,476			
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		95,699			
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 instructions				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) (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		95,699			
10 Analysis of line 9					
a Excess from 2008. . . .	1,738				
b Excess from 2009. . . .	20,757				
c Excess from 2010. . . .	22,260				
d Excess from 2011. . . .	25,468				
e Excess from 2012. . . .	25,476				

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 (a) 2012	Prior 3 years (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))

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**				37,600
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					
4 Dividends and interest from securities. . . .			14	6,022	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	103,216	
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		109,238	0

13 Total. Add line 12, columns (b), (d), and (e). 13 109,238

(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

****** | 2014-04-11 | ******

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
PATRICK H O'BRIEN	PATRICK H O'BRIEN			P01065325

Firm's name ▶ O'BRIEN RILEY & RYAN PC

Firm's EIN ▶ 04-3176941

Firm's address ▶ 30 BRAINTREE HILL OFFICE PARK
BRAINTREE, MA 02184

Phone no (781) 410-2300

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)
INVESCO GLOBAL REAL ESTATE - 68 58000 SHS	P	2012-06-07	2012-12-12
COLUMBIA SELECT LRGE CAP GR - 93 20100 SHS	P	2012-06-07	2012-12-12
EURO PACIFIC GROWTH FUND CL F1 - 49 95000 SHS	P	2012-06-07	2012-12-12
FEDERATED KAUFMANN 314172677 - 153 46900 SHS	P	2012-06-07	2012-12-12
GOLDMAN SACHS COMM STRAT - 132 07000 SHS	P	2012-05-10	2012-12-12
T ROWE PRICE INTL STOCK 77956H203 - 103 58100 SHS	P	2012-10-11	2012-12-12
INVESCO GROWTH INCOME FUND - 46 62700 SHS	P	2010-01-29	2012-12-12
BUFFALO SMALL CAP 119804102 - 32 21900 SHS	P	2010-01-29	2012-12-12
COLUMBIA INTERNATIONAL VALUE - 109 80400 SHS	P	2010-03-03	2012-12-12
DODGE COX STOCK 256219106 - 20 31400 SHS	P	2010-01-29	2012-12-12
FEDERATED TOTAL RETURN BONDS - 153 32200 SHS	P	2010-01-29	2012-12-12
FIDELITY NEW INSIGHTS 316071604 - 65 22500 SHS	P	2011-12-02	2012-12-12
HARBOR INTERNATIONAL 411511306 - 46 88500 SHS	P	2010-01-29	2012-12-12
HOTCHKIS WILEY LRG CAP VAL - 55 10200 SHS	P	2010-01-29	2012-12-12
JOHN HANCOCK DISC VAL 47803U640 - 99 10800 SHS	P	2011-12-02	2012-12-12
JP MORGAN VALUE ADVANTAGE - 47 75400 SHS	P	2010-11-19	2012-12-12
JP MORGAN CORE BOND 4812C0381 - 128 41000 SHS	P	2010-01-29	2012-12-12
KEYSTONE LARGE CAP GROWTH - 22 70500 SHS	P	2010-01-29	2012-12-12
PRINCIPAL MID CAP BLEND 74255L795 - 124 24600 SHS	P	2010-01-29	2012-12-12
T ROWE PRICE EQUITY INCOME - 78 97000 SHS	P	2010-11-19	2012-12-12
VIRTUS EMERGING MARKETS OPP - 149 14600 SHS	P	2010-01-29	2012-12-12
COLUMBIA INTERNATIONAL VALUE - 35 77200 SHS	P	2013-01-01	2013-02-08
COLUMBIA INTERNATIONAL VALUE - 20 33300 SHS	P	2010-03-03	2013-02-08
COLUMBIA INTERNATIONAL VALUE - 497 07700 SHS	P	2010-03-03	2013-02-08
DODGE COX STOCK 256219106 - 15 01500 SHS	P	2010-01-29	2013-02-08
FIDELITY NEW INSIGHTS 316071604 - 145 77300 SHS	P	2011-12-02	2013-02-08
T ROWE PRICE EQUITY INCOME - 67 32100 SHS	P	2010-11-19	2013-02-08
CITIGROUPINC 172967424 C - 150 00000 SHS	P	2011-11-28	2013-02-11
COMCAST CORP CL A 20030N101 - 105 00000 SHS	P	2012-01-01	2013-02-11
WALT DISNEY CO 254687106 DIS - 55 00000 SHS	P	2012-01-01	2013-02-11

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)
GANNETT INC 364730101 GCI - 275 00000 SHS	P	2012-01-01	2013-02-11
ILLUMINAINC 452327109 ILMN - 20 00000 SHS	P	2011-10-26	2013-02-11
MONSANTOCO 61166W101 MON - 14 00000 SHS	P	2011-05-17	2013-02-11
STARBUCKS CORP 855244109 - 15 00000 SHS	P	2011-05-17	2013-02-11
TIME WARNER CABLE INC 88732J207 - 30 00000 SHS	P	2011-11-15	2013-02-11
VISA INC CL A 92826C839 V - 25 00000 SHS	P	2011-08-04	2013-02-11
LYONDELLBASELL INDLS NV CL A - 145 00000 SHS	P	2012-01-01	2013-02-11
ALTRIA GROUP INC 02209S103 - 200 00000 SHS	P	2012-01-01	2013-02-11
APPLE INC 037833100 AAPL - 22 00000 SHS	P	2012-01-01	2013-02-11
COMCAST CORP CL A 20030N101 - 74 00000 SHS	P	2010-03-03	2013-02-11
DANAHERCORP 235851102 DHR - 120 00000 SHS	P	2012-01-01	2013-02-11
WALT DISNEY CO 254687106 DIS - 35 00000 SHS	P	2012-01-01	2013-02-11
EMCCORP 268648102 EMC - 65 00000 SHS	P	2012-01-01	2013-02-11
GILEAD SCIENCES INC 375558103 - 10 00000 SHS	P	2005-06-07	2013-02-11
MONSANTOCO 61166W101 MON - 21 00000 SHS	P	2010-08-30	2013-02-11
PFIZERINC 717081103 PFE - 535 00000 SHS	P	2012-01-01	2013-02-11
SCHLUMBERGER LIMITED 806857108 - 25 00000 SHS	P	2009-03-31	2013-02-11
STARBUCKS CORP 855244109 - 95 00000 SHS	P	2012-01-01	2013-02-11
TIME WARNER CABLE INC 88732J207 - 70 00000 SHS	P	2012-01-01	2013-02-11
FEDERATED TOTAL RETURN BONDS - 944 42200 SHS	P	2012-01-01	2013-06-07
FIDELITY NEW INSIGHTS 316071604 - 236 97800 SHS	P	2012-01-01	2013-06-07
FEDERATED TOTAL RETURN BONDS - 29 27200 SHS	P	2012-01-01	2013-06-07
FEDERATED TOTAL RETURN BONDS - 1,248 12000 SHS	P	2012-01-01	2013-06-07
FEDERATED TOTAL RETURN BONDS - 24 80100 SHS	P	2012-01-01	2013-06-07
FIDELITY NEW INSIGHTS 316071604 - 224 64200 SHS	P	2011-12-02	2013-06-07
FEDERATED KAUFMANN 314172677 - 515 09600 SHS	P	2013-02-14	2013-08-15
FEDERATED KAUFMANN 314172677 - 1,043 63600 SHS	P	2012-01-01	2013-08-15
INVESCO GLOBAL REAL ESTATE - 182 55400 SHS	P	2012-01-01	2013-10-23
BUFFALO SMALL CAP 119804102 - 133 86000 SHS	P	2012-01-01	2013-10-23
DODGE COX STOCK 256219106 - 37 54100 SHS	P	2012-01-01	2013-10-23

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)
JANUS FLEXIBLE BOND FUND - 1,323 58600 SHS	P	2012-01-01	2013-10-23
JOHN HANCOCK DISC VAL 47803U640 - 266 38700 SHS	P	2012-01-01	2013-10-23
JP MORGAN VALUE ADVANTAGE - 127 29400 SHS	P	2012-01-01	2013-10-23
JP MORGAN CORE BOND 4812C0381 - 877 94500 SHS	P	2012-01-01	2013-10-23
MAINSTAY CORNERSTONE GROWTH - 129 82100 SHS	P	2012-01-01	2013-10-23
MASSACHUSETTS INVS GRW STK - 586 03200 SHS	P	2013-06-07	2013-10-23
MORGAN STANLEY INST MC GROWTH - 225 55200 SHS	P	2013-08-15	2013-10-23
PRINCIPAL MIDCAP FUND CL P - 341 63600 SHS	P	2012-01-01	2013-10-23
T ROWE PRICE EQUITY INCOME - 177 00000 SHS	P	2012-01-01	2013-10-23
T ROWE PRICE INTL STOCK 77956H203 - 649 60000 SHS	P	2012-01-01	2013-10-23
T ROWE PRICE NEW INCOME - 1,171 51200 SHS	P	2012-01-01	2013-10-23
VIRTUS EMERGING MARKETS OPP - 408 52900 SHS	P	2012-01-01	2013-10-23
INVESCO GLOBAL REAL ESTATE - 293 10400 SHS	P	2012-01-01	2013-10-23
DODGE COX STOCK 256219106 - 1 49500 SHS	P	2012-01-01	2013-10-23
JP MORGAN CORE BOND 4812C0381 - 36 87700 SHS	P	2012-01-01	2013-10-23
PRINCIPAL MIDCAP FUND CL P - 108 41400 SHS	P	2012-06-07	2013-10-23
T ROWE PRICE EQUITY INCOME - 8 60300 SHS	P	2012-01-01	2013-10-23
T ROWE PRICE INTL STOCK 77956H203 - 480 69300 SHS	P	2012-10-11	2013-10-23
VIRTUS EMERGING MARKETS OPP - 208 59200 SHS	P	2012-01-01	2013-10-23
BUFFALO SMALL CAP 119804102 - 236 32300 SHS	P	2012-01-01	2013-10-23
DODGE COX STOCK 256219106 - 68 51700 SHS	P	2012-01-01	2013-10-23
JOHN HANCOCK DISC VAL 47803U640 - 473 36400 SHS	P	2012-01-01	2013-10-23
JP MORGAN VALUE ADVANTAGE - 240 12200 SHS	P	2012-01-01	2013-10-23
JP MORGAN CORE BOND 4812C0381 - 1,231 38100 SHS	P	2012-01-01	2013-10-23
MAINSTAY CORNERSTONE GROWTH - 166 74500 SHS	P	2012-01-01	2013-10-23
PRINCIPAL MIDCAP FUND CL P - 541 08400 SHS	P	2012-01-01	2013-10-23
T ROWE PRICE EQUITY INCOME - 314 01700 SHS	P	2012-01-01	2013-10-23
VIRTUS EMERGING MARKETS OPP - 458 56400 SHS	P	2012-01-01	2013-10-23
COLUMBIA SELECT LRGE CAP GR - 249 79600 SHS	P	2013-02-14	2013-10-25
COLUMBIA SELECT LRGE CAP GR - 496 67700 SHS	P	2012-06-07	2013-10-25

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)
INVESCO GROWTH INCOME - 127 21900 SHS	P	2012-01-01	2013-11-22
HOTCHKIS WILEY LG CAP VAL A - 153 81200 SHS	P	2012-01-01	2013-11-22
MPS INTERNATIONAL VALUE 55273E822 - 168 35000 SHS	P	2012-01-01	2013-11-22
INVESCO GROWTH INCOME - 4 63800 SHS	P	2012-01-01	2013-11-22
HOTCHKIS WILEY LG CAP VAL A - 4 47100 SHS	P	2012-07-09	2013-11-22
INVESCO GROWTH INCOME - 240 05500 SHS	P	2012-01-01	2013-11-22
HOTCHKIS&WILEYLGCAPVALA - 288 20000 SHS	P	2012-01-01	2013-11-22

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)
780		709	71
1,289		1,165	124
2,065		1,773	292
757		768	-11
750		757	-7
1,488		1,436	52
977		791	186
934		706	228
1,426		1,521	-95
2,472		1,920	552
1,782		1,688	94
1,511		1,318	193
2,923		2,413	510
982		744	238
1,446		1,234	212
1,028		832	196
1,555		1,444	111
700		537	163
1,980		1,771	209
2,097		1,763	334
1,539		1,025	514
472		439	33
268		250	18
6,561		6,886	-325
1,963		1,419	544
3,545		2,945	600
1,896		1,503	393
6,402		3,790	2,612
4,067		2,574	1,493
3,006		1,814	1,192

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)
5,374		2,910	2,464
1,016		615	401
1,416		881	535
848		526	322
2,661		1,825	836
3,942		2,142	1,800
8,939		2,792	6,147
6,948		3,901	3,047
10,483		3,953	6,530
2,866		1,248	1,618
7,294		3,665	3,629
1,913		746	1,167
1,614		982	632
409		107	302
2,123		1,187	936
14,402		8,641	5,761
1,964		1,037	927
5,369		2,542	2,827
6,210		2,383	3,827
10,549		10,720	-171
6,206		5,547	659
327		332	-5
13,942		13,742	200
277		273	4
5,883		4,538	1,345
3,116		2,647	469
6,314		5,362	952
2,269		1,992	277
5,235		4,037	1,198
5,927		4,932	995

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)
14,004		14,068	-64
4,723		4,019	704
3,369		2,905	464
10,290		10,510	-220
4,198		3,843	355
13,139		12,090	1,049
10,222		9,430	792
6,860		5,552	1,308
5,710		5,007	703
10,569		9,369	1,200
11,118		11,267	-149
4,089		4,083	6
3,643		3,199	444
236		196	40
432		441	-9
2,177		1,762	415
278		243	35
7,821		6,933	888
2,088		2,085	3
9,243		5,175	4,068
10,818		6,475	4,343
8,393		5,893	2,500
6,356		4,181	2,175
14,432		13,845	587
5,393		3,942	1,451
10,865		7,714	3,151
10,130		7,010	3,120
4,590		3,151	1,439
4,721		3,333	1,388
9,387		6,627	2,760

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)
3,468		2,897	571
3,676		2,906	770
6,000		4,963	1,037
126		106	20
107		84	23
6,544		4,073	2,471
6,888		3,867	3,021

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	
			71
			124
			292
			-11
			-7
			52
			186
			228
			-95
			552
			94
			193
			510
			238
			212
			196
			111
			163
			209
			334
			514
			33
			18
			-325
			544
			600
			393
			2,612
			1,493
			1,192

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	
			2,464
			401
			535
			322
			836
			1,800
			6,147
			3,047
			6,530
			1,618
			3,629
			1,167
			632
			302
			936
			5,761
			927
			2,827
			3,827
			-171
			659
			-5
			200
			4
			1,345
			469
			952
			277
			1,198
			995

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	
			-64
			704
			464
			-220
			355
			1,049
			792
			1,308
			703
			1,200
			-149
			6
			444
			40
			-9
			415
			35
			888
			3
			4,068
			4,343
			2,500
			2,175
			587
			1,451
			3,151
			3,120
			1,439
			1,388
			2,760

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	
			571
			770
			1,037
			20
			23
			2,471
			3,021

Form 990PF Part VIII Line 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
THOMAS FPAPANEK 1521 HERITAGE CT LAKE FOREST, IL 60045	TRUSTEE 1 00	0	0	0
GUSTAV F PAPANEK 2 MASON STREET LEXINGTON, MA 02173	TRUSTEE 0 00	0	0	0
HANNA PAPANEK 2 MASON STREET LAKE FOREST, IL 60045	TRUSTEE 0 00	0	0	0
JOANNE P ORLANDO 25 DRUMLIN ROAD S GLASTONBURY, CT 06073	TRUSTEE 0 00	0	0	0
ROCCO ORLANDO IV 25 DRUMLIN ROAD S GLASTONBURY, CT 06073	TRUSTEE 0 00	0	0	0
ALEXANDER EORLANDO 25 DRUMLIN ROAD S GLASTONBURY, CT 06073	TRUSTEE 0 00	0	0	0

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*				
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET 18 TH FLOOR NEW YORK, NY 10004			TO SUPPORT SOCIAL AND ECONOMIC JUSTICE	2,800
AMNESTY INTERNATIONAL 5 PENN PLAZA NEW YORK, NY 10001			TO SUPPORT SOCIAL AND ECONOMIC JUSTICE	3,000
BRADY CENTER TO PREVENT GUN VIOLANCE 1225 EYE ST NW SUITE 1100 WASHINGTON, DC 20005			TO SUPPORT SOCIAL AND ECONOMIC JUSTICE	2,000
CENTER FOR VICTIMS OF TORTURE 717 ERIVER PARKWAY MINNEAPOLIS, MN 55455			TO SUPPORT SOCIAL AND ECONOMIC JUSTICE	2,800
GAY LESBIAN & STRAIGHT EDUCATION NETWORK 90 BROAD STREET 2ND FLOOR NEW YORK, NY 10004			TO SUPPORT SOCIAL AND ECONOMIC JUSTICE	1,500
INNOCENCE PROJECT FOUNDATION 100 FIFTH AVENUE 3RD FLOOR NEW YORK, NY 10011			TO SUPPORT SOCIAL AND ECONOMIC JUSTICE	1,000
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168			TO SUPPORT SOCIAL AND ECONOMIC JUSTICE	5,000
LIBERAL ISLAMIC NETWORK JALAN UTAN KAYU NO68H JAKARTA TIMUR JAKARTA ID			TO SUPPORT SOCIAL AND ECONOMIC JUSTICE	2,500
OXFAM AMERICA 226 CAUSEWAY STREET 5TH FLOOR BOSTON, MA 02114			TO SUPPORT SOCIAL AND ECONOMIC JUSTICE	3,000
PLANNED PARENTHOOD INTERNATIONAL 434 WEST 33RD STREET NEW YORK, NY 10001			TO SUPPORT SOCIAL AND ECONOMIC JUSTICE	2,500
PLANNED PARENTHOOD US 434 WEST 33RD STREET NEW YORK, NY 10001			TO SUPPORT SOCIAL AND ECONOMIC JUSTICE	4,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY, AL 36104			TO SUPPORT SOCIAL AND ECONOMIC JUSTICE	3,000
UNITARIAN UNIVERSALIST SERVICE COMMITTEE 130 PROSPECT STREET CAMBRIDGE, MA 02139			TO SUPPORT SOCIAL AND ECONOMIC JUSTICE	4,500
Total . . . . ▶ **3a**				37,600

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
PAPANEK FAMILY FOUNDATION CO THOMAS H PAPANEK

Employer identification number
26-1608040

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 $33\frac{1}{3}$% 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)

Name of organization
PAPANEK FAMILY FOUNDATION CO THOMAS H PAPANEK

Employer identification number
26-1608040

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	GUSTAV F PAPANEK 2 MASON STREET LEXINGTON, MA 02421	$ 50,262	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
PAPANEK FAMILY FOUNDATION CO THOMAS H PAPANEK

Employer identification number
26-1608040

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
1	VARIOUS SECURITIES	$ 50,262	2013-02-04

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

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

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

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

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

Name of organization
PAPANEK FAMILY FOUNDATION CO THOMAS H PAPANEK

Employer identification number
26-1608040

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 See instructions) ▶ $
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

(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

(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

(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

TY 2012 Accounting Fees Schedule

Name: PAPANEK FAMILY FOUNDATION CO THOMAS H PAPANEK

EIN: 26-1608040

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	1,760	0	0	0

TY 2012 Investments - Other Schedule

Name: PAPANEK FAMILY FOUNDATION CO THOMAS H PAPANEK

EIN: 26-1608040

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
259 SHS EURO PACIFIC GROWTH	FMV	12,558	15,993
1047 SHS GOLDMAN SACHS COMMODITY	FMV	8,196	7,863
241 SHS HARBOR INTERNATIONAL FD INSTL	FMV	17,151	21,746
398 SHS MFS INTERNATIONAL VALUE	FMV	11,747	14,182
896.719 SHS FRANKLIN EQUITY INCOME FUND CL	FMV	20,033	20,212
3311.258 SHS FRANKLIN FEDERAL INTER-TERM INCOME	FMV	40,000	39,735
1219.512 SHS FRANKLIN GLOBAL REAL ESTATE GROWTH & INCOME	FMV	10,000	9,573
321.388 SHS FRANKLIN GROWTH FUND CL A GROWTH	FMV	20,000	20,530
8370.098 SHS FRANKLIN INCOME FUND CL A AGGRESSIVE INCOME	FMV	20,088	20,005
394.166 SHS FRANKLIN MUTUAL EUROPEAN FUND GROWTH	FMV	10,000	10,106
1884.896 SHS FRANKLIN STRATEGIC INCOME FUND	FMV	20,074	19,905
874.636 SHS MUTUAL GLOBAL DISCOVERY FUND	FMV	30,000	30,429
844.238 SHS TEMPLETON DEVELOPING MARKETS	FMV	20,000	19,527
1148.106 SHS TEMPLETON GLOBAL SMALLER	FMV	10,000	10,069

TY 2012 Other Expenses Schedule

Name: PAPANEK FAMILY FOUNDATION CO THOMAS H PAPANEK

EIN: 26-1608040

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	2,019	0	0	0
OFFICE EXPENSE	124	0	0	0

TY 2012 Substantial Contributors Schedule

Name: PAPANEK FAMILY FOUNDATION CO THOMAS H PAPANEK

EIN: 26-1608040

Name	Address
GUSTAV F PAPANEK	2 MASON STREET LEXINGTON,MA 02421

TY 2012 Taxes Schedule

Name: PAPANEK FAMILY FOUNDATION CO THOMAS H PAPANEK

EIN: 26-1608040

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX EXPENSE	70	0	0	0
STATE TAX	35	0	0	0

TY 2012 IRS Payment

Name:	PAPANEK FAMILY FOUNDATION CO THOMAS H PAPANEK
EIN:	26-1608040
Routing Transit Number:	071000152
Bank Account Number:	9996950915212
Type of Account:	Checking
Payment Amount in Dollars and Cents:	1,061
Requested Payment Date:	2014-04-15
Taxpayer's Daytime Phone Number:	(617) 523-7935