Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
LINCOLN & THERESE FILENE FOUNDATION, INC
#0706176

A Employer identification number
23-7423946

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
NUTTER MCCLENNEN & FISH LLP PO BOX 5140

B Telephone number
617-439-2498

City or town, state or province, country, and ZIP or foreign postal code
BOSTON, MA 02205

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)* ▶$ 22678918.

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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	69.	69.		STATEMENT 2
	4 Dividends and interest from securities	671596.	671596.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	999683.			STATEMENT 1
	b Gross sales price for all assets on line 6a 2807714.				
	7 Capital gain net income (from Part IV, line 2)		1011962.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	1671348.	1683627.		
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 STMT 4	153704.	99908.		53796.
	b Accounting fees STMT 5	5000.	3250.		1750.
	c Other professional fees STMT 6	63248.	41111.		22137.
	17 Interest				
	18 Taxes STMT 7	44069.	5753.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	72917.	47396.		25521.
	22 Printing and publications				
	23 Other expenses STMT 8	265.	0.		265.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	339203.	197418.		103469.
	25 Contributions, gifts, grants paid	951300.			951300.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1290503.	197418.		1054769.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	380845.			
	b **Net investment income** (if negative, enter -0-)		1486209.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	500.	1430.	1430.
	2 Savings and temporary cash investments	320928.	708487.	708487.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	452240.	602570.	600839.
	b Investments - corporate stock STMT 10	8797033.	8647521.	17340799.
	c Investments - corporate bonds STMT 11	3729478.	3721016.	4027363.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	13300179.	13681024.	22678918.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	12163601.	12163601.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1136578.	1517423.	
	30 **Total net assets or fund balances**	13300179.	13681024.	
	31 **Total liabilities and net assets/fund balances**	13300179.	13681024.	

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	13300179.
2	Enter amount from Part I, line 27a	2	380845.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	13681024.
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	13681024.

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				
b	SEE ATTACHED STATEMENTS			
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				
b				
c				
d				
e	2807714.		1795752.	1011962.

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				
b				
c				
d				
e				1011962.

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 1011962.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	963504.	19675661.	.048969
2011	814700.	18884614.	.043141
2010	870248.	17917501.	.048570
2009	1704557.	16956357.	.100526
2008	2003282.	20396251.	.098218

2	**Total** of line 1, column (d)	2	.339424
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	.067885
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	21189536.
5	Multiply line 4 by line 3	5	1438452.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14862.
7	Add lines 5 and 6	7	1453314.
8	Enter qualifying distributions from Part XII, line 4	8	1054769.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	29724.
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	29724.
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	29724.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 34700.		
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	34700.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	47.
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	4929.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	4929. **Refunded** ▶	11	0.

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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ NUTTER, MCCLENNEN & FISH, LLP Telephone no. ▶ 617-439-2000
Located at ▶ SEAPORT WEST, 155 SEAPORT BLVD, BOSTON, MA ZIP+4 ▶ 02210-2604

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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 instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? N/A **7b**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (**If not paid, enter -0-**)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SEE ATTACHED SCHEDULE	0.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NUTTER, MCCLENNEN & FISH, LLP - SEAPORT WEST, 155 SEAPORT BLVD., BOSTON, MA 02210	TRUSTEE, LEGAL & TAX PREPARATION FEES	221952.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	20904717.
b	Average of monthly cash balances	1b	607502.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	21512219.
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	21512219.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	322683.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21189536.
6	**Minimum investment return.** Enter 5% of line 5	6	1059477.

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	1059477.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 29724.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	29724.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1029753.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1029753.
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	1029753.

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	1054769.
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	1054769.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1054769.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1029753.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 855521.				
b From 2009 876957.				
c From 2010				
d From 2011				
e From 2012 4420.				
f Total of lines 3a through e	1736898.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 1054769.				
a Applied to 2012, 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 2013 distributable amount				1029753.
e Remaining amount distributed out of corpus	25016.			
5 Excess distributions carryover applied to 2013 (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	1761914.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	855521.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	906393.			
10 Analysis of line 9:				
a Excess from 2009 876957.				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012 4420.				
e Excess from 2013 25016.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 12

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				
AMIRAH INC	NONE	PUBLIC	RESIDENTIAL WHOLE-PERSON AFTERCARE PROGRAM	10000.
BETH ISRAEL DEACONESS MEDICAL CENTER	NONE	PUBLIC	GENERAL FUND	5000.
BILL OF RIGHTS INSTITUTE	NONE	PUBLIC	CONSTITUTIONAL SEMINARS IN BOSTON	10000.
BIRD STREET COMMUNITY CENTER	NONE	PUBLIC	VIOLENCE PREVENTION PROGRAM	20000.
BLUNT YOUTH RADIO PROJECT WMPG 1	NONE	PUBLIC	SUPPORT OF BLUNT YOUTH RADIO	10000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	951300.
b Approved for future payment				
NONE				
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
	(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	69.	
4 Dividends and interest from securities			14	671596.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14		
8 Gain or (loss) from sales of assets other than inventory			18	999683.	
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.		1671348.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1671348.

(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).
	N/A

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | 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
Paul F. Rich Jr.		5/5/14		P00567473

Firm's name ▶ NUTTER MCCLENNEN & FISH LLP — Firm's EIN ▶ 04-2106505

Firm's address ▶ SEAPORT WEST 155 SEAPORT BLVD. BOSTON, MA 02210-2604 — Phone no. (617)439-2503

323622 10-10-13

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	1000 AMERICAN EXPRESS	P	09/21/93	01/29/13
b	500 AMERICAN EXPRESS	P	11/16/93	09/24/13
c	500 AUTOMATIC DATA PROCESSING INC	P	09/28/09	01/29/13
d	1500 AUTOMATIC DATA PROCESSING INC	P	09/28/09	04/23/13
e	1000 AUTOMATIC DATA PROCESSING INC	P	08/30/10	09/24/13
f	1000 BRISTOL-MYERS SQUIBB CO	P	01/01/20	05/09/13
g	1000 BRISTOL-MYERS SQUIBB CO	P	01/01/20	06/11/13
h	500 CHUBB CORP	P	07/22/91	01/29/13
i	500 E I DUPONT DENEMOURS & CO	P	12/12/11	09/24/13
j	1000 EMERSON ELECTRIC CO	P	05/02/88	02/01/13
k	1000 EMERSON ELECTRIC CO	P	05/02/88	08/13/13
l	200 EMERSON ELECTRIC CO	P	05/08/86	09/24/13
m	800 EMERSON ELECTRIC CO	P	05/02/88	09/24/13
n	500 EXXON MOBIL CORPORATION	P	01/01/20	01/29/13
o	500 EXXON MOBIL CORPORATION	P	01/01/20	05/09/13

	(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	58999.		8605.	50394.
b	38054.		4133.	33921.
c	29684.		19835.	9849.
d	98878.		59505.	39373.
e	72559.		39218.	33341.
f	39870.		1924.	37946.
g	46979.		1924.	45055.
h	40279.		9010.	31269.
i	29595.		22181.	7414.
j	56929.		7739.	49190.
k	62479.		7739.	54740.
l	13078.		1447.	11631.
m	52311.		6191.	46120.
n	45709.		1491.	44218.
o	45594.		1491.	44103.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				50394.
b				33921.
c				9849.
d				39373.
e				33341.
f				37946.
g				45055.
h				31269.
i				7414.
j				49190.
k				54740.
l				11631.
m				46120.
n				44218.
o				44103.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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	500 HOME DEPOT INC	P	08/30/10	01/29/13
b	1000 HOME DEPOT INC	P	03/03/08	01/29/13
c	1000 HOME DEPOT INC	P	03/03/08	04/23/13
d	500 HOME DEPOT INC	P	03/03/08	09/24/13
e	500 JOHNSON & JOHNSON	P	03/21/89	01/29/13
f	500 JOHNSON & JOHNSON	P	03/21/89	05/09/13
g	500 JOHNSON & JOHNSON	P	03/21/89	08/13/13
h	666.6667 KRAFT FOODS GROUP INC	P	11/07/08	09/24/13
i	2000 KRAFT FOODS GROUP INC	P	10/20/08	09/24/13
j	333.3333 KRAFT FOODS GROUP INC	P	08/30/10	09/24/13
k	1500 MICROSOFT CORP	P	06/22/04	11/07/13
l	1500 MICROSOFT CORP	P	08/24/04	11/07/13
m	1000 PEPSICO INC	P	08/24/04	01/29/13
n	500 PROCTOR & GAMBLE CO	P	01/01/20	01/29/13
o	500 PROCTOR & GAMBLE CO	P	01/01/20	09/24/13

	(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	33746.		14225.	19521.
b	67492.		26584.	40908.
c	74419.		26584.	47835.
d	37890.		13292.	24598.
e	36809.		2772.	34037.
f	42694.		2772.	39922.
g	45989.		2772.	43217.
h	35743.		19786.	15957.
i	107230.		61722.	45508.
j	17872.		10517.	7355.
k	56234.		42330.	13904.
l	56234.		40965.	15269.
m	72529.		49555.	22974.
n	36844.		1032.	35812.
o	39505.		1032.	38473.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				19521.
b				40908.
c				47835.
d				24598.
e				34037.
f				39922.
g				43217.
h				15957.
i				45508.
j				7355.
k				13904.
l				15269.
m				22974.
n				35812.
o				38473.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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	500 SCHLUMBERGER LTD	P	01/28/08	09/24/13
b	300 3M CO	P	06/05/06	09/24/13
c	300 UNITED TECHNOLOGIES CORP	P	08/30/10	09/24/13
d	16998.8830 VANGUARD SHORT-TERM BOND INDEX	P	VARIOUS	08/13/13
e	100000 AMERICAN EXPRESS CREDIT CORP 7.30% 8/20/13	P	08/18/08	08/20/13
f	250000 FEDERAL HOME LOAN BANK 5.25% 9/13/13	P	09/19/06	09/13/13
g	250000 GENERAL ELECTRIC CO 5% 2/01/13	P	VARIOUS	02/01/13
h	250000 INTERNATIONAL BUSINESS MACHINES 7.5% 6/15/	P	VARIOUS	06/15/13
i	16302.7350 VANGUARD SHORT-TERM BOND INDEX	P	VARIOUS	08/13/13
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

	(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	43319.		37681.	5638.
b	36365.		25220.	11145.
c	32845.		19818.	13027.
d	178658.		180167.	-1509.
e	100000.		100454.	-454.
f	250000.		250585.	-585.
g	250000.		249811.	189.
h	250000.		250000.	0.
i	171342.		173643.	-2301.
j	2958.			2958.
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				5638.
b				11145.
c				13027.
d				-1509.
e				-454.
f				-585.
g				189.
h				0.
i				-2301.
j				2958.
k				
l				
m				
n				
o				

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	1011962.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOSTON CHILDREN'S MUSEUM	NONE	PUBLIC	SUPPORT OF THE SCHOOL READINESS FRIDAY NIGHTS PROGRAM	15000.
BOSTON COMMUNITY LEADERSHIP ACADEMY	NONE	PUBLIC	LEADERSHIP SCHOLARS PROGRAM	5000.
BOSTON YOUTH SYMPHONY ORCHESTRA	NONE	PUBLIC	GENERAL FUND	10000.
BRIDGE OVER TROUBLED WATERS	NONE	PUBLIC	GED TO COLLEGE PATHWAYS	10000.
CASA MYRNA VAZQUEZ INC	NONE	PUBLIC	CHILDRENS SERVICES	15000.
CHELSEA COLLABORATIVE INC	NONE	PUBLIC	SUMMER YOUTH EMPLOYMENT INITIATIVE	15000.
COMBINED JEWISH PHILANTROPIES	NONE	PUBLIC	GENERAL FUND	20000.
COMMUNITY EDUCATION CENTER	NONE	PUBLIC	GENERAL FUND	11000.
COMMUNITY MUSIC CENTER OF BOSTON	NONE	PUBLIC	INTENSIVE STUDY PROJECT	10000.
CRITTENTON WOMAN'S UNION	NONE	PUBLIC	HORIZONS HOUSING PROGRAM	20000.
Total from continuation sheets				896300.

LINCOLN & THERESE FILENE FOUNDATION, INC
#0706176 23-7423946

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DARTMOUTH COLLEGE	NONE	PUBLIC	ALUMNI FUND	100.
DISCOVERING JUSTICE	NONE	PUBLIC	SUPPORT OF CHILDREN DISCOVERING JUSTICE	25000.
FAMILY SERVICE INC	NONE	PUBLIC	SUPPORT SIEMPRE PAPA	7000.
FRIENDS OF MAINE STATE MUSEUM	NONE	PUBLIC	CATALOGING AND DOCUMENTATION PROJECT	5000.
HARBORCOV INC	NONE	PUBLIC	COMMUNITY EDUCATION AND SUPPORT	15000.
HOME INC	NONE	PUBLIC	SUPPORT MEDIA MENTORS PROGRAM	10000.
HOUSING FAMILIES INC	NONE	PUBLIC	GENERAL FUND	15000.
HYDE SQUARE TASK FORCE	NONE	PUBLIC	SUPPORT OF MUSICIANS IN THE COMMUNITY	10000.
INTERCOLLEGIATE STUDIES INSTITUTE	NONE	PUBLIC	GENERAL FUND	50000.
JEWISH VOCATIONAL SERVICES	NONE	PUBLIC	GENERAL FUND	35000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KNEISEL HALL	NONE	PUBLIC	PROGRAM FOR MAINE STUDENTS	5000.
MAINE BOYS TO MEN	NONE	PUBLIC	THE MAINE BOYS NETWORK	15000.
MORE THAN WORDS	NONE	PUBLIC	YOUTH EMPLOYMENT TRAINING PROGRAM	30000.
MUSICONNECTS	NONE	PUBLIC	FILENE K F SHOUSE AWARD	7500.
MY LIFE MY CHOICE, A PROGRAM OF JUSTICE RESOURCE	NONE	PUBLIC	SURVIVOR MENTORING PROGRAM	10000.
NORTHEASTERN UNIVERSITY MARINE SCIENCE CENTER	NONE	PUBLIC	FROM SEA TO SCHOOL	10000.
PHILLIPS BROOKS HOUSE ASSOCIATION	NONE	PUBLIC	GENERAL FUND	8200.
PRESS PASS TV	NONE	PUBLIC	EVENT MATCHING GRANT/COMMUNITY CONNECT PROGRAM	15000.
PROJECT STEP	NONE	PUBLIC	ARTS EDUCATION PROGRAM	10000.
ROCA INC	NONE	PUBLIC	ROCA SPRINGFIELD	20000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SKIDMORE COLLEGE	NONE	PUBLIC	FILENE MUSIC SCHOLARSHIP/HELEN FILENE LADD CONCERT H	162500.
STRAIGHT AHEAD MINISTEIES	NONE	PUBLIC	YOUTH RE-ENTRY PROJECT-WORCESTER	10000.
STRONG WOMEN, STRONG GIRLS INC	NONE	PUBLIC	SUPPORT OF SKILLS BUILDING PROGRAMMING	10000.
TALKING INFORMATION CENTER INC	NONE	PUBLIC	GENERAL FUND	30000.
THE ONE FUND	NONE	PUBLIC	GENERAL FUND	10000.
TUFTS UNIVERSITY	NONE	PUBLIC	COMMUNITY MUSIC AT TUFTS	10000.
UNITARIAN UNIVERSALIST URBAN MINISTRY	NONE	PUBLIC	RENEWAL HOUSE	15000.
UNITED SOUTH END SETTLEMENTS	NONE	PUBLIC	SUPPORT OF WORKFORCE READINESS PROGRAM	10000.
WEB OF BENEFIT	NONE	PUBLIC	GENERAL FUND	30000.
WGBH EDUCATIONAL FOUNDATION	NONE	PUBLIC	SUPPORT OF DESIGN SQUAD NATION:BUILD IT BETTER	15000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WOLF TRAP FOUNDATION FOR THE PERFORMING ARTS	NONE	PUBLIC	BUILDING FUND, INTERNSHIP, OPERA & EARLY LEARNING	150000.
ZUMIX INC	NONE	PUBLIC	ADVENTURES IN MUSIC	10000.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 AMERICAN EXPRESS	PURCHASED	09/21/93	01/29/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
58999.	8479.	0.	0.	50520.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 AMERICAN EXPRESS	PURCHASED	11/16/93	09/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
38054.	4239.	0.	0.	33815.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 AUTOMATIC DATA PROCESSING INC	PURCHASED	09/28/09	01/29/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29684.	19581.	0.	0.	10103.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1500 AUTOMATIC DATA PROCESSING INC	PURCHASED	09/28/09	04/23/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
98878.	58744.	0.	0.	40134.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 AUTOMATIC DATA PROCESSING INC	PURCHASED	08/30/10	09/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
72559.	39162.	0.	0.	33397.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 BRISTOL-MYERS SQUIBB CO	PURCHASED	01/01/20	05/09/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
39870.	1924.	0.	0.	37946.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 BRISTOL-MYERS SQUIBB CO	PURCHASED	01/01/20	06/11/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
46979.	1924.	0.	0.	45055.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 CHUBB CORP	PURCHASED	07/22/91	01/29/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
40279.	9535.	0.	0.	30744.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 E I DUPONT DENEMOURS & CO	PURCHASED	12/12/11	09/24/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29595.	22181.	0.	0.	7414.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 EMERSON ELECTRIC CO	PURCHASED	05/02/88	02/01/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
56929.	14796.	0.	0.	42133.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 EMERSON ELECTRIC CO	PURCHASED	05/02/88	08/13/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
62479.	14796.	0.	0.	47683.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 EMERSON ELECTRIC CO	PURCHASED	05/08/86	09/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13078.	2959.	0.	0.	10119.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
800 EMERSON ELECTRIC CO	PURCHASED	05/02/88	09/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
52311.	11836.	0.	0.	40475.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 EXXON MOBIL CORPORATION	PURCHASED	01/01/20	01/29/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45709.	3144.	0.	0.	42565.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 EXXON MOBIL CORPORATION	PURCHASED	01/01/20	05/09/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45594.	3144.	0.	0.	42450.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 HOME DEPOT INC	PURCHASED	08/30/10	01/29/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33746.	13525.	0.	0.	20221.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 HOME DEPOT INC	PURCHASED	03/03/08	01/29/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
67492.	27051.	0.	0.	40441.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 HOME DEPOT INC	PURCHASED	03/03/08	04/23/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
74419.	27051.	0.	0.	47368.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 HOME DEPOT INC	PURCHASED	03/03/08	09/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
37890.	13525.	0.	0.	24365.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 JOHNSON & JOHNSON	PURCHASED	03/21/89	01/29/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
36809.	3037.	0.	0.	33772.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 JOHNSON & JOHNSON	PURCHASED	03/21/89	05/09/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
42694.	3037.	0.	0.	39657.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 JOHNSON & JOHNSON	PURCHASED	03/21/89	08/13/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45989.	3037.	0.	0.	42952.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
666.6667 KRAFT FOODS GROUP INC	PURCHASED	11/07/08	09/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
35743.	20509.	0.	0.	15234.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 KRAFT FOODS GROUP INC	PURCHASED	10/20/08	09/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
107230.	61526.	0.	0.	45704.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
333.3333 KRAFT FOODS GROUP INC	PURCHASED	08/30/10	09/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17872.	10254.	0.	0.	7618.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1500 MICROSOFT CORP	PURCHASED	06/22/04	11/07/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
56234.	38571.	0.	0.	17663.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1500 MICROSOFT CORP	PURCHASED	08/24/04	11/07/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
56234.	38571.	0.	0.	17663.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 PEPSICO INC	PURCHASED	08/24/04	01/29/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
72529.	49502.	0.	0.	23027.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 PROCTOR & GAMBLE CO	PURCHASED	01/01/20	01/29/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
36844.	1032.	0.	0.	35812.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 PROCTOR & GAMBLE CO	PURCHASED	01/01/20	09/24/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
39505.	1032.	0.	0.	38473.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SCHLUMBERGER LTD	PURCHASED	01/28/08	09/24/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43319.	32106.	0.	0.	11213.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
300 3M CO	PURCHASED	06/05/06	09/24/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
36365.	25220.	0.	0.	11145.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
300 UNITED TECHNOLOGIES CORP	PURCHASED	08/30/10	09/24/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
32845.	19818.	0.	0.	13027.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
16998.8830 VANGUARD SHORT-TERM BOND INDEX	PURCHASED	VARIOUS	08/13/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
178658.	180300.	0.	0.	-1642.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 AMERICAN EXPRESS CREDIT CORP 7.30% 8/20/13	PURCHASED	08/18/08	08/20/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100000.	100000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250000 FEDERAL HOME LOAN BANK 5.25% 9/13/13	PURCHASED	09/19/06	09/13/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250000.	250000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250000 GENERAL ELECTRIC CO 5% 2/01/13	PURCHASED	VARIOUS	02/01/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250000.	250000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250000 INTERNATIONAL BUSINESS MACHINES 7.5% 6/15/13	PURCHASED	VARIOUS	06/15/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250000.	250000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
16302.7350 VANGUARD SHORT-TERM BOND INDEX	PURCHASED	VARIOUS	08/13/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
171342.	172883.	0.	0.	-1541.

CAPITAL GAINS DIVIDENDS FROM PART IV	2958.
TOTAL TO FORM 990-PF, PART I, LINE 6A	999683.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FEDERATED GOV'T OBLIGAION FUND	69.	69.	
TOTAL TO PART I, LINE 3	69.	69.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CORPORATE INTEREST	193656.	0.	193656.	193656.	
DOMESTIC DIVIDENDS	388128.	2958.	385170.	385170.	
FOREIGN DIVIDENDS	69678.	0.	69678.	69678.	
US GOVERNMENT INTEREST	23092.	0.	23092.	23092.	
TO PART I, LINE 4	674554.	2958.	671596.	671596.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	153704.	99908.		53796.
TO FM 990-PF, PG 1, LN 16A	153704.	99908.		53796.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	5000.	3250.		1750.
TO FORM 990-PF, PG 1, LN 16B	5000.	3250.		1750.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE COMPENSATION	63248.	41111.		22137.
TO FORM 990-PF, PG 1, LN 16C	63248.	41111.		22137.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	38316.	0.		0.
FOREIGN TAX PAID	5753.	5753.		0.
TO FORM 990-PF, PG 1, LN 18	44069.	5753.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	265.	0.		265.
TO FORM 990-PF, PG 1, LN 23	265.	0.		265.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	X		602570.	600839.
TOTAL U.S. GOVERNMENT OBLIGATIONS			602570.	600839.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			602570.	600839.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	8647521.	17340799.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8647521.	17340799.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	3721016.	4027363.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3721016.	4027363.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ALANE H WALLIS;NUTTER MCCLENNEN & FISH LLP;155 SEAPORT BLVD. BOSTON MA 0211

TELEPHONE NUMBER

617-439-2498

FORM AND CONTENT OF APPLICATIONS

GUIDELINES AVAILABLE BY REQUEST 617-439-2458 OR @FILENEFOUNDATION.ORG

ANY SUBMISSION DEADLINES

MARCH 1 & SEPTEMBER 1

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS LIMITED TO NEW ENGLAND 1)CIVIC EDUCATION 2)HUMAN DEVELOPEMENT
3)BROADCASTING 4)PERFORMING ARTS

Lincoln and Therese Filene Foundation, Inc.

Board of Directors and Officers

Board Member	Term Begin	Term End
William L. Ladd	2010	2014
Kimberly R. Dietel	2010	2014
David J. Ladd	2011	2015
John J. Robertson	2011	2015
J. Scott Ladd	2012	2016
Jason D. Hill	2012	2016
John D. Ladd	2013	2017
Justin C. Hill	2013	2017
Michael E. Mooney		

Recent Past Board Members		
Kimberly R. Dietel	2004	2008
David J. Ladd	2004	2008
Jenifer Austin	2005	2009
J. Scott Ladd	2005	2009
John D. Ladd	2006	2010
John J. Robertson	2006	2010
Robert D. Ladd	2007	2011
Jason D. Hill	2007	2011
G. Michael Ladd	2008	2012
David A. Robertson, Jr.	2008	2012
Heather C. Sears	2009	2013
Donna J. Ladd	2009	2013

Officers			
John J. Robertson	2012	2014	President
J. Scott Ladd	2012	2014	Vice President
Peter R. Brown	2012	2014	Treasurer/Secretary
Robert M. Ladd	2012	2014	Assistant Treasurer

10/1/2013

Statement of Assets: Inventory Value

Account: 0706176

LINCOLN & THERESE FILENE FOUNDATION INC.

As of 12/31/2013

Nutter
Nutter McClennen & Fish LLP • Attorneys at Law

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
010 Common Stock						
T	AT&T INC		15,000 0000	$47,141 51	$35 16	$527,400 00
ABT	ABBOTT LABORATORIES		7,500 0000	$168,650 35	$38 33	$287,475 00
ABBV	ABBVIE INC		7,500 0000	$182,886 90	$52 81	$396,075 00
AXP	AMERICAN EXPRESS CO		5,500 0000	$46,631 90	$90 73	$499,015 00
AWK	AMERICAN WATER WORKS CO , INC		5,000.0000	$143,591 50	$42 26	$211,300 00
AAPL	APPLE, INC		500 0000	$248,660 25	$561 02	$280,510 00
ADP	AUTOMATIC DATA PROCESSING INC		5,000 0000	$195,811 75	$80 80	$403,995 00
BMY	BRISTOL-MYERS SQUIBB CO		5,000 0000	$9,619 56	$53 15	$265,750 00
CB	CHUBB CORP		5,000 0000	$95,346 87	$96 63	$483,150 00
CSCO	CISCO SYSTEMS, INC		20,000 0000	$391,456 70	$22 43	$448,600 00
DD	E I DUPONT DENEMOURS & CO		4,000 0000	$177,450 00	$64 97	$259,880 00
DUK	DUKE ENERGY CORP		2,000 0000	$20,181 49	$69 01	$138,020 00
EMR	EMERSON ELECTRIC CO		7,000 0000	$103,571 73	$70 18	$491,260 00
XOM	EXXON MOBIL CORPORATION		6,000 0000	$37,731 66	$101 20	$607,200 00
GE	GENERAL ELECTRIC CO		20,000 0000	$80,932 91	$28 03	$560,600 00
HD	HOME DEPOT INC		3,500 0000	$94,678 15	$82 34	$288,190 00
INTC	INTEL CORP.		20,000 0000	$227,178 14	$25 96	$519,100 00
IBM	INTERNATIONAL BUSINESS MACHINES		3,000.0000	$331,586 95	$187 57	$562,710 00
IP	INTERNATIONAL PAPER CO		5,000 0000	$159,300 00	$49 03	$245,150 00
JPM	JPMORGAN CHASE & CO		8,000 0000	$122,191 52	$58 48	$467,840 00
JNJ	JOHNSON & JOHNSON		6,000 0000	$36,443 45	$91 59	$549,540 00
MCD	MCDONALD'S CORP		5,000 0000	$224,374.17	$97 03	$485,150 00
MSFT	MICROSOFT CORP		12,000 0000	$308,564 99	$37 41	$448,920 00
MDLZ	MONDELEZ INTERNATIONAL, INC		9,000 0000	$171,937 99	$35 30	$317,700 00
NEE	NEXTERA ENERGY, INC		3,500 0000	$187,449 50	$85 62	$299,670 00
PEP	PEPSICO INC		6,000 0000	$297,013 74	$82 94	$497,640 00
PFE	PFIZER INC		12,500 0000	$284,750 00	$30 63	$382,875 00
PG	PROCTER & GAMBLE CO		6,500 0000	$13,414 36	$81 41	$529,165 00

* All or part of value is unknown

Statement of Assets: Inventory Value

Account: 0706176

LINCOLN & THERESE FILENE FOUNDATION INC.

As of 12/31/2013

Nutter

Nutter McClennen & Fish LLP • Attorneys at Law

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
MMM	3M CO		2,700 0000	$226,978 20	$140 25	$378,675 00
UTX	UNITED TECHNOLOGIES CORP		2,700 0000	$178,361 19	$113 80	$307,260 00
WMT	WAL-MART STORES, INC		5,000 0000	$249,750 00	$78 69	$393,450 00
WFC	WELLS FARGO & COMPANY		10,000 0000	$78,060 87	$45 40	$454,000 00
			Total	$5,141,698.30		$12,987,265 00
030 Foreign Stock						
RDS A	ROYAL DUTCH SHELL PLC - ADR A		8,000 0000	$432,428 30	$71 27	$570,160 00
SLB	SCHLUMBERGER LTD		5,500 0000	$353,160 87	$90 11	$495,605 00
			Total	$785,589 17		$1,065,765 00
040 Equity Mutual Funds						
IJH	I-SHARES CORE S&P MID-CAP ETF		6,000 0000	$460,750 00	$133 81	$802,860 00
IWM	I-SHARES RUSSELL 2000 ETF		4,000 0000	$279,510 00	$115.36	$461,440 00
			Total	$740,260 00		$1,264,300 00
100 International Equity Mutual Funds						
EEM	I SHARES MSCI EMERGING MARKETS ETF		7,500.0000	$297,658 35	$41 80	$313,462 50
EFA	I-SHARES MSCI EAFE ETF		10,000 0000	$631,010 57	$67 10	$670,950 00
			Total	$928,668 92		$984,412 50
200 Corporate Bonds						
00206RAR3	AT&T INC NOTES 5 8% DUE 2/15/2019	2/15/2019	100,000 0000	$100,674 00	$114 64	$114,635 90
057224AY3	BAKER HUGHES, INC. NOTES 7 1/2% DUE 11/15/2018	11/15/2018	100,000.0000	$103,904 00	$123.21	$123,206 10
060505AU8	BANK OF AMERICA CORPORATION SR GLOBAL NOTES 5.125% due 11/15/2014	11/15/2014	250,000 0000	$251,038.46	$103.61	$259,020 25
084664BQ3	BERKSHIRE HATHAWAY FINANCE CORP NOTES 4 1/4% DUE 1/15/2021	1/15/2021	150,000.0000	$149,871 00	$106 27	$159,403 05
084664BT7	BERKSHIRE HATHAWAY FINANCE CORP SENIOR NOTES 3% DUE 5/15/2022	5/15/2022	100,000 0000	$97,500.00	$95 87	$95,865 60
14912L4E8	CATERPILLAR FINANCIAL SERVICES CORP NOTES (N/C) 7 15% DUE 2/15/2019	2/15/2019	100,000.0000	$100,494 00	$122 92	$122,922 80
14912L4F5	CATERPILLAR FINANCIAL SERVICES CORP NOTES (N/C) 6 1/8% DUE 2/17/2014	2/17/2014	150,000 0000	$150,157 50	$100 70	$151,051 65
17275RAC6	CISCO SYSTEMS, INC NOTES 5 5% DUE 2/22/2016	2/22/2016	250,000 0000	$247,783 50	$110 01	$275,033 50
20825CAN4	CONOCOPHILLIPS NOTES 5 2% DUE 5/15/2018	5/15/2018	250,000 0000	$248,527 50	$112 84	$282,100 50
209111ET6	CONSOLIDATED EDISON CO OF NY 5 85% DUE 4/1/2018	4/1/2018	250,000 0000	$254,342 50	$115 65	$289,124 50

* All or part of value is unknown

Statement of Assets: Inventory Value

Account: 0706176

LINCOLN & THERESE FILENE FOUNDATION INC.

As of 12/31/2013

Nutter

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Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
36962G2G8	GENERAL ELECTRIC CAPITAL CORP SENIOR NOTES (N/C) 5 4% DUE 2/15/2017	2/15/2017	250,000 0000	$251,885 00	$111 29	$278,231 25
437076AP7	HOME DEPOT INC SENIOR NOTES 5 4% DUE 3/1/2016	3/1/2016	200,000 0000	$196,698 00	$109 69	$219,377 40
459200AM3	INTERNATIONAL BUSINESS MACHINES CORP DEB 7% DUE 10/30/2025	10/30/2025	100,000 0000	$102,499 00	$125 50	$125,496 70
459200HP9	INTERNATIONAL BUSINESS MACHINES CORP NOTES 3 3/8% DUE 8/1/2023	8/1/2023	250,000 0000	$247,809 00	$97 43	$243,576 00
59018YRZ6	MERRILL LYNCH & CO NOTES (N/C) 5 3% DUE 9/30/2015	9/30/2015	250,000 0000	$249,152 50	$107 07	$267,682 50
650111AE7	NEW YORK TIMES CO NOTES 5% due 3/15/2015	3/15/2015	150,000 0000	$150,000 00	$104 25	$156,375 00
713448BW7	PEPSICO INC NOTES 3% DUE 8/25/2021	8/25/2021	250,000 0000	$246,853 50	$98 61	$246,530 75
78387GAP8	SBC COMMUNICATIONS, INC 5 1% DUE 9/15/2014	9/15/2014	250,000 0000	$249,312 50	$103 19	$257,968 25
822582AJ1	SHELL INT'L FINANCE BV (ROYAL DUTCH SHELL PLC GTD) NOTES 4 3% DUE 9/22/2019	9/22/2019	250,000 0000	$251,400 00	$109 61	$274,029 50
92343VAQ7	VERIZON COMMUNICATIONS, INC NOTES 8 3/4% DUE 11/1/2018	11/1/2018	67,000 0000	$71,114 47	$127 96	$85,731 46
			Total	$3,721,016 43		$4,027,362 66
305 Fixed Income Mutual Fund						
PTTRX	PIMCO TOTAL RETURN FUND		31,513 8910	$352,235 87	$10 69	$336,883 49
PAAIX	PIMCO ALL ASSET FUND		25,387 8860	$300,000 00	$12 08	$306,685 67
TPINX	TEMPLETON GLOBAL BOND FUND - CLASS A		19,023 8170	$251,967 89	$13 14	$249,972 95
VBSSX	VANGUARD SHORT-TERM BOND INDEX - SIGNAL SHARES FUND# 1349		13,871 7290	$147,099 82	$10 49	$145,514 44
			Total.	$1,051,303 58		$1,039,056 55
410 U S Treasury Notes & Bonds						
912828VQ0	U.S TREASURY NOTES 1 3/8% DUE 7/31/2018	7/31/2018	250,000 0000	$249,140 63	$99 10	$247,754 00
912828VV9	U S TREASURY NOTES 2 1/8% DUE 8/31/2020	8/31/2020	150,000 0000	$152,437 50	$98 72	$148,078 20
			Total	$401,578 13		$395,832 20
440 U S Government Agency Obligations						
31331VWS1	FEDERAL FARM CREDIT BANK CONSOL SYSTEMWIDE BDS (N/C) 5 2% DUE 4/17/2014	4/17/2014	200,000 0000	$198,966 00	$101 48	$202,955 60
218388	GOV"T NAT"L MTG ASSN GTD PASS THRU CTF (POOL# 218388) 8% due 5/15/2017	5/15/2017	2,043 0630	$2,025 76 *	$100 40	$2,051 15
			Total	$200,991 76 *		$205,006 75
500 Money Market Funds						

* All or part of value is unknown

Statement of Assets: Inventory Value

Account: 0706176

LINCOLN & THERESE FILENE FOUNDATION INC.

As of 12/31/2013

Nutter

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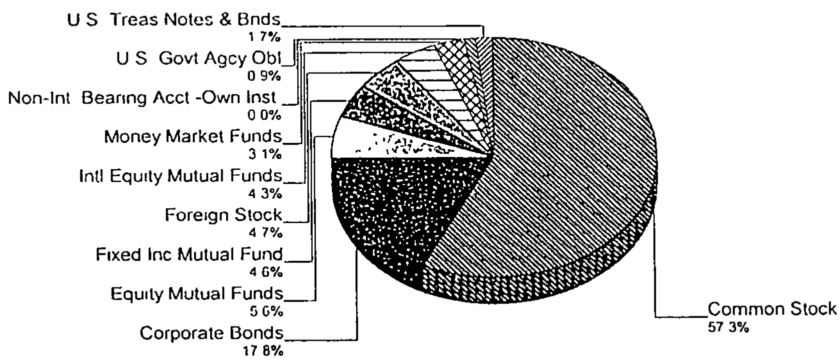
Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
636	FEDERATED GOV'T OBLIGATION FUND #636		708,487 3000	$708,487 30	$1 00	$708,487 30
			Total	$708,487 30		$708,487 30
Cash						
	Cash			$1,430 41		$1,430 41
Grand Total				$13,681,023.80		$22,678,918 37

Market Value by Asset Type



* All or part of value is unknown