Process as original return

AMENDED RETURN

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

0708

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

OMB No 1545-0052

2006

JUL 31 2012

For calendar year 2006, or tax year beginning SEP 1, 2006 , and ending AUG 31, 2007

G Check all that apply: [ ] Initial return [ ] Final return [X] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
SEYMOUR & SYLVIA ROTHCHILD FAMILY 2004
CHAR FOUNDATION, A ROTHCHILD ET AL TTEES

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
%FOUNDATION SOURCE, 501 SILVERSIDE RD. 123

City or town, state, and ZIP code
WILMINGTON, DE 19809-1377

A Employer identification number
20-6307347

B Telephone number
(800) 839-1754

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

STATUTE CLEARED 0436548772 C STUART

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 1,872,800.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

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	1,000,000.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10,986.	10,986.		STATEMENT 1
	4 Dividends and interest from securities	32,051.	32,051.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	79,923.			
	b Gross sales price for all assets on line 6a 550,647.				
	7 Capital gain net income (from Part IV, line 2)		79,923.		
	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	1,122,960.	122,960.		
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				
	b Accounting fees				
	c Other professional fees STMT 3	15,877.	15,877.		0.
	17 Interest				
	18 Taxes STMT 4	107.	107.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses** Add lines 13 through 23	15,984.	15,984.		0.
	25 Contributions, gifts, grants paid	182,000.			182,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	197,984.	15,984.		182,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	924,976.			
	b **Net investment income** (if negative, enter -0-)		106,976.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

STATUTE UNIT RECEIVED JUL 27 2012 TPR BRANCH OGDEN

RECEIVED JUL 23 2012 IRS-OSC OGDEN, UT

AUG 0 6 2012

LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.**

Form **990-PF** (2006)

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01-29-07

16020517 706902 ROTH 2006.08020 SEYMOUR & SYLVIA ROTHCHILD ROTH___6

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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	275.	980.	980.
	2 Savings and temporary cash investments	64,400.	123,987.	123,987.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	0.	515,167.	531,309.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	782,677.	1,114,332.	1,216,524.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	847,352.	1,754,466.	1,872,800.
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	847,352.	1,754,466.	
	30 **Total net assets or fund balances**	847,352.	1,754,466.	
	31 **Total liabilities and net assets/fund balances**	847,352.	1,754,466.	

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	847,352.
2	Enter amount from Part I, line 27a	2	924,976.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	251.
4	Add lines 1, 2, and 3	4	1,772,579.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	18,113.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,754,466.

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03-08-07

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	550,647.		470,724.	79,923.

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				79,923.

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 — 79,923.

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 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))
2005	132,641.	939,793.	.141139
2004	98,000.	968,872.	.101149
2003			
2002			
2001			

2	**Total** of line 1, column (d)	2	.242288
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	.121144
4	Enter the net value of noncharitable-use assets for 2006 from Part X, line 5	4	1,705,047.
5	Multiply line 4 by line 3	5	206,556.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,070.
7	Add lines 5 and 6	7	207,626.
8	Enter qualifying distributions from Part XII, line 4	8	182,000.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter: ________ (attach copy of ruling 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	2,140.
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	2,140.
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	2,140.
6	Credits/Payments:		
a	2006 estimated tax payments and 2005 overpayment credited to 2006 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	22.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,162.
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 2007 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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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 2006 or the taxable year beginning in 2006 (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 STMT 9	10	X	

Part VII-A Statements Regarding Activities *Continued*

			Yes	No
11a	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)	11a		X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a? N/A	11b		
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Web site address ▶ N/A

14 The books are in care of ▶ C/O FOUNDATION SOURCE Telephone no. ▶ (800) 839-1754

Located at ▶ 501 SILVERSIDE RD., SUITE 123, WILMINGTON, DE ZIP+4 ▶ 19809-1377

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

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 22 of the 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 2006?		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 2006, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2006? If "Yes," list the years ▶ ______, ______, ______, ______.	☐ Yes ☒ No			
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 2006 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 2006.)*	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 2006?		4b		X

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** No: X

If you answered "Yes" to 6b, also 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
SYLVIA ROTHCHILD 19 HILLTOP ROAD CHESTNUT HILL, MA 02467	TRUSTEE 1.00	0.	0.	0.
JOSEPH ROTHCHILD 194 WABAN AVENUE WABAN, MA 02468	TRUSTEE 1.00	0.	0.	0.
ALICE ROTHCHILD 44 CYPRESS STREET BROOKLINE, MA 02445	TRUSTEE 1.00	0.	0.	0.
JUDITH ROTHCHILD OCTON 34800, MAS D'I'EGLISE FRANCE	TRUSTEE 1.00	0.	0.	0.

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

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

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

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01-29-07

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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623561
01-29-07

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	1,725,967.
b	Average of monthly cash balances			1b	5,045.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	1,731,012.
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	1,731,012.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	25,965.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4			5	1,705,047.
6	**Minimum investment return**. Enter 5% of line 5			6	85,252.

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	85,252.
2a	Tax on investment income for 2006 from Part VI, line 5	2a	2,140.		
b	Income tax for 2006. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,140.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	83,112.
4	Recoveries of amounts treated as qualifying distributions			4	4,000.
5	Add lines 3 and 4			5	87,112.
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	87,112.

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	182,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	182,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	182,000.

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

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2005	(c) 2005	(d) 2006
1 Distributable amount for 2006 from Part XI, line 7				87,112.
2 Undistributed income, if any, as of the end of 2005				
a Enter amount for 2005 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2006:				
a From 2001				
b From 2002				
c From 2003				
d From 2004 50,329.				
e From 2005 86,369.				
f **Total** of lines 3a through e	136,698.			
4 Qualifying distributions for 2006 from Part XII, line 4: ▶ $ 182,000.				
a Applied to 2005, 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 2006 distributable amount				87,112.
e Remaining amount distributed out of corpus	94,888.			
5 Excess distributions carryover applied to 2006 (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	231,586.			
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 2005. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2006. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2007				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2001 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2007.** Subtract lines 7 and 8 from line 6a	231,586.			
10 Analysis of line 9:				
a Excess from 2002				
b Excess from 2003				
c Excess from 2004 50,329.				
d Excess from 2005 86,369.				
e Excess from 2006 94,888.				

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 2006, 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) 2006	(b) 2005	(c) 2004	(d) 2003	(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 page 28 of the 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).)

SYLVIA ROTHCHILD

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 ▶ [X] 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 STATEMENT 10				
Total			▶ 3a	182,000.
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	10,986.	
4 Dividends and interest from securities			14	32,051.	
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	79,923.	
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.		122,960.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 122,960.

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

X [signature] | 5/24/12 | TRUSTEE

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature [signature]	Date 05/17/12	Check if self-employed ☐	Preparer's SSN or PTIN P00030806
Firm's name (or yours if self-employed), address, and ZIP code	EDWARDS WILDMAN PALMER LLP P.O. BOX 990129 BOSTON, MA 02199-0129	EIN ▶ 05-0135015	Phone no. (617) 239-0100

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

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

2006

Name of organization
SEYMOUR & SYLVIA ROTHCHILD FAMILY 2004
CHAR FOUNDATION, A ROTHCHILD ET AL TTEES

Employer identification number
20-6307347

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	[X] 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-

[X] For organizations 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 Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of $5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests 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 Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate 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: *Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they* **must** *check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).*

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, Form 990-EZ, and Form 990-PF.**

Name of organization	Employer identification number
SEYMOUR & SYLVIA ROTHCHILD FAMILY 2004 CHAR FOUNDATION, A ROTHCHILD ET AL TTEES	20-6307347

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	SYLVIA ROTHCHILD 19 HILLTOP ROAD CHESTNUT HILL, MA 02467	$ 1,000,000.	Person [X] 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.)

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	SOLD 170 SHS. MEDIMMUNE INC COM	P	12/07/06	06/06/07
b	SOLD 0.928 SHS. HERCULES OFFSHORE INC COM	P	12/07/06	08/08/07
c	SOLD 400 SHS. TELLABS INC COM	P	12/07/06	08/08/07
d	SOLD 110 SHS. LYONDELL CHENICAL COMPANY MUN TR	P	12/07/06	08/09/07
e	SOLD 160 SHS. DEALERTRACK HOLDINGS INC COM	P	12/15/06	08/03/07
f	SOLD 419.535 SHS. JANUS PERKINS MID CAP VALUE T F	P	12/16/05	11/14/06
g	ST CAPITAL GAIN DIV. - A/C #85220684	P		
h	SOLD 7,386.105 SHS. JANUS PERKINS MID CAP VALUE T	P	10/11/04	11/14/06
i	SOLD 471.009 SHS. JANUS PERKINS MID CAP VALUE T F	P	12/17/04	11/14/06
j	SOLD 17,218.905 SHS. NEUBERGER & BERMAN INCOME FD	P	10/11/04	11/14/06
k	LT CAPITAL GAIN DIV. (SEC. 1250) - A/C #85225000	P		
l	SOLD 130 SHS. PEOPLE BNK BRIDGPRT CONN.	P	01/11/07	02/02/07
m	SOLD 75 SHS. VORNADO REALTY TRUST COM REIT	P	01/11/07	02/02/07
n	SOLD 26 SHS. PEOPLE BNK BRIDGPRT CONN.	P	01/11/07	02/05/07
o	SOLD 165 SHS. FPL GROUP, INC.	P	01/11/07	02/06/07

	(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	9,860.		5,581.	4,279.
b	27.		24.	3.
c	4,135.		3,956.	179.
d	4,908.		2,855.	2,053.
e	6,025.		4,594.	1,431.
f	10,648.		9,419.	1,229.
g	5,463.			5,463.
h	187,459.		162,494.	24,965.
i	11,954.		10,259.	1,695.
j	157,209.		163,063.	-5,854.
k	2.			2.
l	5,889.		5,730.	159.
m	9,284.		8,851.	433.
n	1,171.		1,146.	25.
o	9,443.		8,936.	507.

	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				4,279.
b				3.
c				179.
d				2,053.
e				1,431.
f				1,229.
g				5,463.
h				24,965.
i				1,695.
j				-5,854.
k				2.
l				159.
m				433.
n				25.
o				507.

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	

623591
05-01-06

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	SOLD 86 SHS. GENERAL GRWTH PPTYS INC REIT	P	01/11/07	02/06/07
b	SOLD 49 SHS. PEOPLE BNK BRIDGPRT CONN.	P	01/11/07	02/06/07
c	SOLD 89 SHS. GENERAL GRWTH PPTYS INC REIT	P	01/11/07	02/07/07
d	SOLD 315 SHS. GALLAGHER ARTHUR J & CO.	P	01/11/07	02/08/07
e	SOLD 110 SHS. ALLIANCEBERNSTEIN HLDG. LP	P	01/11/07	04/25/07
f	SOLD 59 SHS. ONEOK, INC. (OKLAHOMA)	P	01/11/07	06/12/07
g	SOLD 36 SHS. ONEOK, INC. (OKLAHOMA)	P	01/11/07	06/13/07
h	SOLD 45 SHS. ONEOK, INC. (OKLAHOMA)	P	01/11/07	06/14/07
i	SOLD 30 SHS. ONEOK, INC. (OKLAHOMA)	P	01/11/07	06/15/07
j	SOLD 41 SHS. ONEOK, INC. (OKLAHOMA)	P	01/11/07	06/18/07
k	SOLD 4 SHS. ONEOK, INC. (OKLAHOMA)	P	01/11/07	06/19/07
l	EXCHANGED 505 SHS. INNKEEPERS USA TR REIT (CASH M	P	02/08/07	07/03/07
m	SOLD 105 SHS. MACERICH CO. REIT	P	01/11/07	07/05/07
n	EXCHANGED 590 SHS. HIGHLAND HOSPITALITY CORP. (CA	P	02/08/07	07/19/07
o	SOLD 101 SHS. ALUMINUM CP OF CHINA ADR	P	02/02/07	08/29/07

	(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	5,248.		4,445.	803.
b	2,211.		2,160.	51.
c	5,456.		4,600.	856.
d	9,061.		9,015.	46.
e	10,241.		9,019.	1,222.
f	2,977.		2,457.	520.
g	1,794.		1,499.	295.
h	2,253.		1,874.	379.
i	1,486.		1,250.	236.
j	2,028.		1,708.	320.
k	202.		167.	35.
l	8,964.		8,487.	477.
m	8,681.		9,037.	-356.
n	11,505.		9,474.	2,031.
o	6,729.		2,457.	4,272.

	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				803.
b				51.
c				856.
d				46.
e				1,222.
f				520.
g				295.
h				379.
i				236.
j				320.
k				35.
l				477.
m				-356.
n				2,031.
o				4,272.

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	

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05-01-06

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	SOLD 65 SHS. ALUMINUM CP OF CHINA ADR	P	02/07/07	08/29/07
b	SOLD 50 SHS. ALUMINUM CP OF CHINA ADR	P	02/08/07	08/29/07
c	SOLD 52 SHS. ALUMINUM CP OF CHINA ADR	P	02/09/07	08/29/07
d	SOLD 5 SHS. ALUMINUM CP OF CHINA ADR	P	02/12/07	08/29/07
e	SOLD 25 SHS. ALUMINUM CP OF CHINA ADR	P	02/12/07	08/31/07
f	SOLD 57 SHS. ALUMINUM CP OF CHINA ADR	P	02/13/07	08/31/07
g	SOLD 20 SHS. ALUMINUM CP OF CHINA ADR	P	02/14/07	08/31/07
h	SOLD 200 SHS. WASHINGTON MUTUAL, INC.	P	01/08/07	08/29/07
i	CAPITAL GAINS DIVIDENDS			
j				
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	4,330.		1,683.	2,647.
b	3,331.		1,283.	2,048.
c	3,464.		1,349.	2,115.
d	333.		129.	204.
e	1,686.		647.	1,039.
f	3,843.		1,507.	2,336.
g	1,349.		541.	808.
h	7,221.		9,028.	-1,807.
i	22,777.			22,777.
j				
k				
l				
m				
n				
o				

	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				2,647.
b				2,048.
c				2,115.
d				204.
e				1,039.
f				2,336.
g				808.
h				-1,807.
i				22,777.
j				
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	79,923.
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

623591
05-01-06

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MERRILL LYNCH - A/C #281-02276	361.
PALMER & DODGE FIDUCIARY - A/C #85220684	6,723.
PALMER & DODGE FIDUCIARY - A/C #85225000	3,902.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10,986.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH - A/C #281-02276	8,748.	0.	8,748.
PALMER & DODGE FIDUCIARY - A/C #85220684	41,895.	22,774.	19,121.
PALMER & DODGE FIDUCIARY - A/C #85225000	4,185.	3.	4,182.
TOTAL TO FM 990-PF, PART I, LN 4	54,828.	22,777.	32,051.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES - A/C #85225000	996.	996.		0.
INVESTMENT ADVISORY FEES - A/C #85220684	6,407.	6,407.		0.
INVESTMENT ADVISORY FEES - MERRILL A/C #281-02276	2,289.	2,289.		0.
CUSTODIAN FEES - A/C #85220684	5,805.	5,805.		0.
CUSTODIAN FEES - A/C #85225000	380.	380.		0.
TO FORM 990-PF, PG 1, LN 16C	15,877.	15,877.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX W/H - A/C #85225000	4.	4.		0.
FOREIGN TAX W/H - A/C #85220684	103.	103.		0.
TO FORM 990-PF, PG 1, LN 18	107.	107.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 5

DESCRIPTION	AMOUNT
TRANSACTIONS POSTED FOR PRIOR PERIOD - A/C #85220684	251.
TOTAL TO FORM 990-PF, PART III, LINE 3	251.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
TRANSACTIONS POSTED AFTER PERIOD END - A/C #85225000	379.
AMENDMENTS/REVERSALS POSTED FOR PRIOR PERIOD - A/C #85220684	4,000.
TRANSACTIONS POSTED AFTER PERIOD END - A/C #85220684	69.
ST CAP GAIN POSTED AFTER PERIOD END - MERRILL A/C #281-02276	13,662.
ROUNDING ADJUSTMENT	3.
TOTAL TO FORM 990-PF, PART III, LINE 5	18,113.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	515,167.	531,309.
TOTAL TO FORM 990-PF, PART II, LINE 10B	515,167.	531,309.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - FIXED INCOME	COST	557,042.	563,914.
MUTUAL FUNDS - EQUITY	COST	557,290.	652,610.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,114,332.	1,216,524.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 9
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
SYLVIA ROTHCHILD	19 HILLTOP ROAD, CHESTNUT HILL, MA 02467

FORM 990-PF GRANTS AND CONTRIBUTIONS STATEMENT 10
PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET, 18TH FLOOR, NEW YORK, NY 10004	NONE GENERAL & UNRESTRICTED	509(A)(1)	5,000.
AMREF USA 19 WEST 44TH STREET, ROOM 710, NEW YORK, NY 10036	NONE GENERAL & UNRESTRICTED	509(A)(1)	4,000.
BROOKLINE COMMUNITY FOUNDATION 40 WEBSTER PLAZA, BROOKLINE, MA 02445	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,500.
BROOKLYN COLLEGE FOUNDATION 2900 BEDFORD AVENUE, BROOKLYN, NY 11210-2889	NONE GENERAL SCHOLARSHIP FUND	509(A)(1)	3,000.

BROWN UNIVERSITY P.O. BOX 1877, PROVIDENCE, RI 02912	NONE BROWN ANNUAL FUND	509(A)(1)	2,500.
CHERNOBYL CHILDREN'S PROJECT INTERNATIONAL 217 EAST 86TH STREET, PMB# 275, NEW YORK, NY 10028	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,500.
COMBINED JEWISH PHILANTHROPIES 126 HIGH STREET, BOSTON, MA 02110-1208	NONE ADULT EDUCATION PROJECTS, INCLUDING IKKARIM	509(A)(1)	15,000.
COMMUNITY MUSIC CENTER OF BOSTON 34 WARREN AVENUE, BOSTON, MA 02116	NONE GENERAL & UNRESTRICTED	509(A)(1)	4,000.
COMMUNITY MUSICWORKS 1392 WESTMINSTER STREET, PROVIDENCE, RI 02909	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,000.
COMMUNITY WORKS 25 WEST STREET, BOSTON, MA 02111	NONE GENERAL & UNRESTRICTED	509(A)(1)	5,000.
COUNCIL FOR RESPONSIBLE GENETICS 5 UPLAND ROAD, SUITE 3, CAMBRIDGE, MA 02144	NONE SCIENTIFIC RESEARCH ON GENETICALLY MODIFIED FOOD	509(A)(1)	2,500.
DEMOCRACY NOW! P.O. BOX 693, NEW YORK, NY 10013	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,000.
DOCTORS WITHOUT BORDERS, USA 333 SEVENTH AVENUE, 2ND FLOOR, NEW YORK, NY 10001	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,000.
FACING HISTORY AND OURSELVES 16 HURD ROAD, BROOKLINE, MA 02445-6919	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,000.
FACULTY FOR ISRAELI-PALESTINIAN PEACE P.O. BOX 2091, AMHERST, MA 01004	NONE GENERAL & UNRESTRICTED	509(A)(1)	1,000.

GAŽA MENTAL HEALTH FOUNDATION, INC. P.O. BOX 495, BOSTON, MA 02112	NONE GENERAL & UNRESTRICTED	509(A)(1)	3,000.
GRASSROOTS INTERNATIONAL 179 BOYLSTON STREET, 4TH FLOOR, BOSTON, MA 02130	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,500.
GRASSROOTS INTERNATIONAL 179 BOYLSTON STREET, 4TH FLOOR, BOSTON, MA 02130	NONE THE JENIN FREEDOM THEATRE	509(A)(1)	1,000.
INTERFAITHFAMILY.COM P.O. BOX 9129, NEWTON, MA 02464	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,500.
ISRAELI COMMITTEE AGAINST HOUSE DEMOLITIONS (ICAHD-USA) P.O. BOX 2565, CHAPEL HILL, NC 27515-2565	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,500.
JONATHAN LARSON PERFORMING ARTS FOUNDATION PO BOX 672, PRINCE ST. STATION, NEW YORK, NY 10012	NONE GENERAL & UNRESTRICTED	509(A)(1)	1,000.
MIDDLE EAST CHILDREN'S ALLIANCE 901 PARKER STREET, BERKELEY, CA 94710	NONE GENERAL & UNRESTRICTED	509(A)(1)	3,500.
MITCHELL COLLEGE 437 PEQUOT AVENUE, NEW LONDON, CT 06320-9907	NONE LEARNING RESOURCE CENTER	509(A)(1)	5,000.
NEW ISRAEL FUND 1101 14TH ST NW, 6TH FL, WASHINGTON, DC 20005	NONE GENERAL & UNRESTRICTED	509(A)(1)	5,000.
OUR BODIES OURSELVES 34 PLYMPTON STREET, BOSTON, MA 02118	NONE GENERAL & UNRESTRICTED	509(A)(1)	5,000.

P.E.F. ISRAEL ENDOWMENT FUNDS 317 MADISON AVENUE, SUITE 607, NEW YORK, NY 10017	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,500.
PARTNERS IN HEALTH 641 HUNTINGTON AVENUE, 1ST FL, BOSTON, MA 02115	NONE GENERAL & UNRESTRICTED	509(A)(1)	1,000.
PHYSICIANS FOR A NATIONAL HEALTH PROGRAM 29 E. MADISON, SUITE 602, CHICAGO, IL 60602	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,500.
PHYSICIANS FOR REPRODUCTIVE CHOICE AND HEALTH 55 WEST 39TH STREET, 10TH FL, NEW YORK, NY 10018	NONE GENERAL & UNRESTRICTED	509(A)(1)	3,500.
PINE RIDGE SCHOOL 9505 WILLISTIN ROAD, WILLISTON, VT 05495	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,500.
PORTLAND MUSEUM OF FINE ART SEVEN CONGRESS SQUARE, PORTLAND, ME 04101	NONE WINSLOW HOMER STUDIO CAMPAIGN	509(A)(1)	1,500.
SOLID GROUND 1501 N. 45TH STREET, SEATTLE, WA 98103	NONE GENERAL & UNRESTRICTED	509(A)(1)	1,000.
SOUTHERN CENTER FOR HUMAN RIGHTS 83 POPLAR STREET NW, ATLANTA, GA 30303	NONE GENERAL & UNRESTRICTED	509(A)(1)	4,000.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE, MONTGOMERY, AL 36104	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,000.
TEEN VOICES 80 SUMMER STREET, SUITE 300, BOSTON, MA 02110-1208	NONE GENERAL & UNRESTRICTED	509(A)(1)	5,000.

TEMPLE BETH ELOHIM 10 BETHEL ROAD, WELLESLEY, MA 02481-3595	NONE CAPITAL CAMPAIGN	509(A)(1)	5,000.
TEMPLE BETH ELOHIM 10 BETHEL ROAD, WELLESLEY, MA 02481-3595	NONE CAPITAL CAMPAIGN	509(A)(1)	5,000.
THE AMERICAN JEWISH WORLD SERVICE 45 WEST 36TH STREET, NEW YORK, NY 10018-7904	NONE THE WOMEN'S EMPOWERMENT FUND	509(A)(1)	5,000.
THE CENTER FOR CONSTITUTIONAL RIGHTS 666 BROADWAY, 7TH FLOOR, NEW YORK, NY 10012	NONE GENERAL & UNRESTRICTED	509(A)(1)	5,000.
THE FOOD PROJECT P.O. BOX 705, LINCOLN, MA 01773	NONE GENERAL & UNRESTRICTED	509(A)(1)	10,000.
THE PLANNED PARENTHOOD FEDERATION OF AMERICA 434 WEST 33RD STREET, NEW YORK, NY 10001	NONE GENERAL & UNRESTRICTED	509(A)(1)	5,000.
THE PONHEARY LY FOUNDATION P.O. BOX 17034, AUSTIN, TX 78760-7034	NONE GENERAL & UNRESTRICTED	509(A)(1)	2,500.
UNION OF CONCERNED SCIENTISTS TWO BRATTLE STREET, CAMBRIDGE, MA 02238	NONE SCIENTIFIC RESEARCH ON CLIMATE CHANGE	509(A)(1)	5,000.
UNITED WAY OF MASSACHUSETTS BAY, INC. 51 SLEEPER STREET, BOSTON, MA 02110-1208	NONE THE SPECIAL FUND	509(A)(1)	3,000.
WEST END HOUSE BOYS AND GIRLS CLUBS OF ALLSTON-BRIGHTON 105 ALLSTON STREET, ALLSTON, MA 02134	NONE GENERAL & UNRESTRICTED	509(A)(1)	25,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			182,000.