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Form **990-PF**

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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

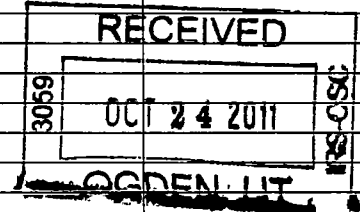
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning , 2010, and ending , 20
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation **CLARA B WINTHROP CHARITABLE TRUST**
Number and street (or P O box number if mail is not delivered to street address) Room/suite
45 SCHOOL ST, 5TH FLOOR
City or town, state, and ZIP code **BOSTON, MA 02108-3204**
A Employer identification number **04-6039972**
B Telephone number (see page 10 of the instructions) **(617) 523-1635**

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 2,783,410.**
J Accounting method ☒ 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) (see page 11 of the instructions))				(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)					
	2	Check ☐ if the foundation is not required to attach Sch. B					
	3	Interest on savings and temporary cash investments	808.	808.			STMT 1
	4	Dividends and interest from securities	84,159.	84,159.			STMT 2
	5a	Gross rents					
	b	Net rental income or (loss)					
	6a	Net gain or (loss) from sale of assets not on line 10	44,486.				
	b	Gross sales price for all assets on line 6a	231,814.				
	7	Capital gain net income (from Part IV, line 2)		44,486.			
	8	Net short-term capital gain					
	9	Income modifications					
	10 a	Gross sales less returns and allowances					
	b	Less: Cost of goods sold					
	c	Gross profit or (loss) (attach schedule)					
	11	Other income (attach schedule)	5,268.	5,268.			STMT 4
	12	Total. Add lines 1 through 11	134,721.	134,721.			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.					
	14	Other employee salaries and wages		NONE	NONE		
	15	Pension plans, employee benefits		NONE	NONE		
	16a	Legal fees (attach schedule)					
	b	Accounting fees (attach schedule)	1,720.	1,720.	NONE	NONE	
	c	Other professional fees (attach schedule)	28,278.	28,278.			
	17	Interest					
	18	Taxes (attach schedule) (see page 14 of the instructions)	1,236.	461.			
	19	Depreciation (attach schedule) and depletion	6,528.	6,528.			
	20	Occupancy					
	21	Travel, conferences, and meetings		NONE	NONE		
	22	Printing and publications		NONE	NONE		
	23	Other expenses (attach schedule)	650.	650.			
	24	Total operating and administrative expenses. Add lines 13 through 23	38,412.	37,637.	NONE	NONE	
	25	Contributions, gifts, grants paid	138,000.				138,000.
	26	Total expenses and disbursements. Add lines 24 and 25	176,412.	37,637.	NONE		138,000.
	27	Subtract line 26 from line 12					
	a	Excess of revenue over expenses and disbursements	-41,691.				
	b	Net investment income (if negative, enter -0-)		97,084.			
	c	Adjusted net income (if negative, enter -0-)					



process as original

SCANNED NOV 28 2011

NOV 22 2011 attached to letter

g14 1

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		144.	-12,159.	-12,338.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT .9		1,656,165.	1,601,882.	2,525,672.
	c	Investments - corporate bonds (attach schedule) . STMT .11		221,695.	246,590.	270,076.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		1,878,004.	1,836,313.	2,783,410.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
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		1,900,634.	1,900,634.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		-22,630.	-64,321.	
	30	Total net assets or fund balances (see page 17 of the instructions)		1,878,004.	1,836,313.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		1,878,004.	1,836,313.	

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	1,878,004.
2	Enter amount from Part I, line 27a	2	-41,691.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,836,313.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,836,313.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	44,486.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).			3		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	113,500.	2,260,060.	0.05021990567
2008	120,000.	2,879,605.	0.04167238215
2007	174,500.	3,415,868.	0.05108511219
2006	179,291.	3,292,903.	0.05444770162
2005	174,895.	3,256,832.	0.05370095848
2 Total of line 1, column (d)			2 0.25112606011
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.05022521202
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 2,604,843.
5 Multiply line 4 by line 3			5 130,829.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 971.
7 Add lines 5 and 6			7 131,800.
8 Enter qualifying distributions from Part XII, line 4			8 138,000.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	971.
Date of ruling or determination 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			
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	
3 Add lines 1 and 2		3	971.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	971.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 1,020.		
b Exempt foreign organizations-tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	1,020.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
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	49.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☒ 49. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ (2) On foundation managers ☒ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☒ STMT 12		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ WELCH & FORBES LLC Telephone no. ▶ (617) 523-1635			
	Located at ▶ 45 SCHOOL STREET, 5TH FLOOR, BOSTON, MA ZIP + 4 ▶ 02108			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ 15			
16	At any time during calendar year 2010, 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	Yes	No X
See page 20 of 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 page 22 of the instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 page 22 of the instructions.)	2b	X
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 2010 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 2010)	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 2010?	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)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,642,967.
b	Average of monthly cash balances	1b	1,544.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,644,511.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,644,511.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	39,668.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,604,843.
6	Minimum investment return. Enter 5% of line 5	6	130,242.

Part XI Distributable Amount (see page 25 of the 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	130,242.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	971.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	971.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	129,271.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	129,271.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	129,271.

Part XII Qualifying Distributions (see page 25 of the 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	138,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	138,000.
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 (see page 26 of the instructions)	5	971.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	137,029.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				129,271.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			NONE	
b Total for prior years 20 <u>08</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2010				
a From 2005	6,898.			
b From 2006	16,007.			
c From 2007	4,965.			
d From 2008	NONE			
e From 2009	1,515.			
f Total of lines 3a through e	29,385.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>138,000.</u>				
a Applied to 2009, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				129,271.
e Remaining amount distributed out of corpus	8,729.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	38,114.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	6,898.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	31,216.			
10 Analysis of line 9				
a Excess from 2006	16,007.			
b Excess from 2007	4,965.			
c Excess from 2008	NONE			
d Excess from 2009	1,515.			
e Excess from 2010	8,729.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2010

(b) 2009

(c) 2008

(d) 2007

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).)

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 page 28 of the 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

SEE STATEMENT 14

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 23				
Total			3a	138,000.
b Approved for future payment				
Total			3b	

Form **990-PF** (2010)

[illegible]

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

[illegible]

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.		

[illegible]

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

b If "Yes," complete the following schedule.

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

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

Oliver A Spalding 04/18/11
 Signature of officer or trustee **OLIVER A SPALDING** Date **04/19/2011** **COTRUSTEE**
 Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	JOHN D CRAVEN	<i>John D Craven</i>	10/18/11 04/19/2011		
	Firm's name ▶ WELCH & FORBES LLC	Firm's EIN ▶			
	Firm's address ▶ 45 SCHOOL STREET BOSTON, MA 02108-3204			Phone no. 617-523-1635	

Form **990-PF** (2010)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					253.	
382.00		. AOL TIME WARNER INC PROPERTY TYPE: SECURITIES					382.00	01/20/2010
79.00		. LUCENT TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					79.00	04/15/2010
50,161.00		1000. BP AMOCO PLC ADR PROPERTY TYPE: SECURITIES 45,310.00					11/24/2008 4,851.00	05/04/2010
17,020.00		1000. NEWELL RUBBERMAID INC. PROPERTY TYPE: SECURITIES 8,958.00					01/29/2009 8,062.00	05/13/2010
16,725.00		1000. PFIZER INC PROPERTY TYPE: SECURITIES 25,467.00					10/11/2007 -8,742.00	05/13/2010
5.00		.6969 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES 5.00					01/22/1992	07/02/2010
4,302.00		585. FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES 3,954.00					01/22/1992 348.00	07/21/2010
33,687.00		600. AFLAC INC PROPERTY TYPE: SECURITIES 21,371.00					12/11/2003 12,316.00	12/31/2010
30,690.00		3000. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES 47,610.00					07/22/2005 -16,920.00	12/31/2010
78,510.00		1000. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 34,653.00					11/28/2000 43,857.00	12/31/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- 44,486. =====	

CLARA B WINTHROP CHARITABLE TRUST

04-6039972

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VANGUARD INTERMEDIATE TERM BOND ETF	808.	808.
TOTAL	808.	808.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INC	2,280.	2,280.
AT&T INC	840.	840.
ALLIANT ENERGY CORP	4,108.	4,108.
BP AMOCO PLC ADR	840.	840.
BARRICK GOLD CORP	440.	440.
BARRICK GOLD FINANCE CO LLC COMPANY GUAR	3,063.	3,063.
CHEVRONTXACO CORP	5,112.	5,112.
COGNEX CORP	750.	750.
CONOCOPHILLIPS	4,300.	4,300.
EXELON CORPORATION	1,575.	1,575.
EXPEDITORS INTL WASH INC	400.	400.
GENERAL ELEC CO	1,050.	1,050.
HOME DEPOT INC	1,890.	1,890.
HOME DEPOT INC SR UNSECURED DTD 12/19/20	1,313.	1,313.
HOSPITALITY PROP TRUST	3,060.	3,060.
JOHNSON & JOHNSON	2,110.	2,110.
LINEAR TECHNOLOGY CORP	2,760.	2,760.
MCDONALDS CORP	2,712.	2,712.
MERCK & CO INC	2,280.	2,280.
MICROSOFT CORP	1,650.	1,650.
FEDERATED MONEY MKRT PRIME OBLIGATIONS F	401.	401.
NEWELL RUBBERMAID INC.	650.	650.
NOKIA CORP SPONSORED ADR	1,463.	1,463.
NOVARTIS AG BEARER	1,169.	1,169.
PAYCHEX INC	2,480.	2,480.
PFIZER INC	1,800.	1,800.
PROCTER & GAMBLE CO	3,771.	3,771.
ROYAL BANK SCOTLAND GROUP PLC SPONSORED	5,750.	5,750.
STATE STREET CORP SENIOR NOTE DTD 05/22/	2,150.	2,150.
3M COMPANY	2,940.	2,940.
UNITED PARCEL SERVICE CLASS B	3,760.	3,760.
UNITED TECHNOLOGIES CORP	4,250.	4,250.
GK5107 2JX6 04/19/2011 11:44:24	7510-7552010109	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
UNITEDHEALTH GROUP INC SR UNSECURED DTD	2,438.	2,438.
VANGUARD INTERMEDIATE TERM BOND ETF	1,187.	1,187.
VERIZON COMMUNICATIONS INC	4,667.	4,667.
WYETH NOTE DTD 02/14/03 MULTI-CPN 5.5% 0	2,750.	2,750.
	-----	-----
TOTAL	84,159.	84,159.
	=====	=====

CLARA B WINTHROP CHARITABLE TRUST

04-6039972

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
HUGOTON ROYALTY TRUST	5,268.	5,268.
	-----	-----
TOTALS	5,268.	5,268.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,720.	1,720.		
TOTALS	1,720.	1,720.	NONE	NONE
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	28,278.	28,278.
TOTALS	28,278.	28,278.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	461.	461.
FEDERAL ESTIMATES - PRINCIPAL	775.	
	-----	-----
TOTALS	1,236.	461.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FILING & RECORDING FEES PAID	35.	35.
MINERAL INTEREST PRODUCTION TA	551.	551.
ROYALTY - OTHER EXPENSE	64.	64.
TOTALS	----- 650. =====	----- 650. =====

CLARA B WINTHROP CHARITABLE TRUST

04-6039972

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
1400 SHS AFLAC	49,865.	79,002.
2600 SHS ALLIANT ENERGY	32,098.	95,602.
1800 SHS CHEVRON CORP	37,005.	164,250.
3000 SHS COGNEX	57,210.	88,260.
2000 SHS CONOCO PHILLIPS	17,725.	136,200.
2500 SHS GE	16,180.	45,725.
2000 SHS HOME DEPOT	39,400.	70,120.
3000 SHS HUGOTON ROYALTY	53,653.	61,560.
1700 SHS HOSPITALITY PROP. TR.	22,698.	39,168.
1000 SHS JOHNSON&JOHNSON	52,529.	61,850.
3000 SHS LINEAR TECHNOLOGY	79,323.	103,770.
3000 SHS MICROSOFT	84,900.	83,730.
4000 SHS NEWELL RUBBERMAID	26,873.	54,540.
2000 SHS PAYCHEX	47,680.	61,820.
2000 SHS PFIZER	38,680.	35,020.
2000 SHS PROCTOR & GAMBLE	10,055.	128,660.
1400 SHS 3M	26,141.	120,820.
2000 SHS UPS	121,575.	145,160.
1500 SHS UNITED TECHNOLOGIES	51,980.	118,080.
2440 SHS VERIZON COMMUNICATION	58,733.	87,303.
3000 SHS NOKIA		
1000 SHS EXPEDITORS INT.	44,771.	54,600.
1000 BARRICK GOLD CORP	28,403.	53,180.
4000 ROYAL BANK SCOTLAND	84,200.	69,720.
FEDERATED MONEY MARKET FUND	103,209.	103,209.
1000 SHS BP PLC		
600 SHS NOVARTIS AG	30,270.	35,370.
1200 SHS MCDONALDS CORP	73,311.	92,112.
1500 SHS MERCK & CO INC	35,708.	54,060.

CLARA B WINTHROP CHARITABLE TRUST

04-6039972

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
600 SHS VANGUARD INTERMEDIATE	45,642.	49,494.
1000 SHS AT & T INC	25,770.	29,380.
1000 SHS EXELON CORP	44,208.	41,640.
50 SHS STANLEY BLACK & DECKER	5,000.	5,449.
3000 SHS INTEL CORP	63,210.	63,090.
1200 SHS RAYTHEON CO	55,732.	55,608.
500 SHS DPDR S&P CHINA ETF	38,145.	38,120.
	-----	-----
TOTALS	1,601,882.	2,525,672.
	=====	=====

CLARA B WINTHROP CHARITABLE TRUST

04-6039972

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
50000 WYETH NOTE 5.5%	49,729.	54,669.
50000 BARRICK GOLD 6.125%	47,337.	55,960.
50000 UNITED HEALTH CARE	49,963.	53,232.
25000 HOME DEPOT INC	24,525.	27,439.
50000 STATE STREET CORP	50,141.	53,495.
25000 VERTEX PHARMACEUTICALS	24,895.	25,281.
	-----	-----
TOTALS	246,590.	270,076.
	=====	=====

CLARA B WINTHROP CHARITABLE TRUST

04-6039972

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MA

STATEMENT 12

XD576 2 000

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29 -

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

JOHN WINTHROP

ADDRESS:

45 SCHOOL ST, 5TH FLOOR

BOSTON, MA 02108-3204

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

PETER P BROWN

ADDRESS:

45 SCHOOL ST, 5TH FLOOR

BOSTON, MA 02108-3204

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

OLIVER A SPALDING

ADDRESS:

45 SCHOOL ST, 5TH FLOOR

BOSTON, MA 02108-3204

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

THEODORE E OBER

ADDRESS:

45 SCHOOL STREET, 5TH FLOOR

BOSTON, MA 02108

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

RECIPIENT NAME:

OLIVER A. SPALDING

ADDRESS:

C/O WELCH & FORBES, 45 SCHOOL STREET
BOSTON, MA 02108

RECIPIENT'S PHONE NUMBER: 617 523-1635

FORM, INFORMATION AND MATERIALS:

APPLICATIONS MAY BE SUBMITTED IN ANY FORM WHICH REASONABLY INFORMS THE
TRUSTEES AS TO THE EXEMPT STATUS OF THE APPLICANT, ITS GENERAL
FINANCIAL SITUATION AND THE REASON THE GRANT IS REQUESTED.

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

AWARDS MUST BE MADE TO CHARITABLE ORGANIZATIONS ONLY. THEY MUST BE
WITHIN THE COMMONWEALTH OF MASSACHUSETTS OR A STATE WHICH EXEMPTS
BEQUESTS TO MASSACHUSETTS ORGANIZATIONS.

=====

RECIPIENT NAME:

TOWN OF MANCHESTER-BY-
THE-SEA

ADDRESS:

10 CENTRAL STREET
MANCHESTER-BY-THE-SEA, MA 01944

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UPKEEP OF CLARA B WINTHROP FIELD

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

TRUSTEES OF RESERVATIONS

ADDRESS:

572 ESSEX STREET
BEVERLY, MA 01915

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

MASSACHUSETTS HISTORICAL
SOCIETY

ADDRESS:

1154 BOYLSTON STREET
BOSTON, MA 02215

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

VNA CARE NETWORK

ADDRESS:

5 FEDERAL STREET
DANVERS, MA 01923

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

MUSEUM OF SCIENCE

ADDRESS:

ONE SCIENCE PARK
BOSTON, MA 02114

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:

NEW ENGLAND AQUARIUM

ADDRESS:

CENTRAL WHARF
BOSTON, MA 02110

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 7,500.

=====

RECIPIENT NAME:

LIBRARY OF THE BOSTON
ATHENAEUM INC

ADDRESS:

10 1/2 BEACON STREET
BOSTON, MA 02108

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

NEW ENGLAND CONSERVATORY
OF MUSIC

ADDRESS:

290 HUNTINGTON AVE
BOSTON, MA 02115

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

PEABODY & ESSEX MUSEUM

ADDRESS:

EAST INDIA SQUARE
SALEM, MA 01970

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

WINSOR SCHOOL

ADDRESS:

PILGRIM ROAD

BOSTON, MA 02215

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

WGBH EDUCATIONAL FDN

ADDRESS:

125 WESTERN AVE

ALLSTON, MA 02100

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

ST JOHN'S EPISCOPAL

CHURCH - BEVERLY FARMS

ADDRESS:

705 HALE STREET

BEVERLY, MA 01915

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

MANCHESTER PUBLIC LIBRARY

ADDRESS:

15 UNION STREET

MANCHESTER-BY-THE-SEA, MA 01944

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PURCHASE BOOKS AND EDUCATIONAL MATERIALS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

BOWDOIN COLLEGE

ADDRESS:

4100 COLLEGE STATION

BRUNSWICK, ME 04011

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

WENHAM MUSEUM

ADDRESS:

132 MAIN STREET

WENHAM, MA 01984

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

MANCHESTER HISTORICAL
SOCIETY

ADDRESS:

10 UNION STREET
MANCHESTER-BY-THE-SEA, MA 01944

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

FRIENDS OF MANCHESTER TREES, INC.

ADDRESS:

P.O. BOX 103
MANCHESTER-BY-THE-SEA, MA 01944

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ANNUAL TREE PLANTING ENDOWMENT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

HOME FOR LITTLE WANDERERS

ADDRESS:

271 HUNTINGTON AVE
BOSTON, MA 02115

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

MANCHESTER COMMUNITY CTR

ADDRESS:

BOX 212 - HARBOR'S POINT

MANCHESTER-BY-THE-SEA, MA 01944

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

THE NAVIGATOR FOUNDATION

941 HALE STREET

ADDRESS:

BEVERLY FARMS

BOSTON, MA 01915

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

BEVERLY HOSPITAL

ADDRESS:

85 HERRICK STREET

BEVERLY, MA 01915

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

NORTHEAST HEALTH FOUNDATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

CHILDREN'S HOSPITAL TRUST

ADDRESS:

1 AUTUMN STREET #731

BOSTON, MA 02215

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

BOYS & GIRLS CLUBS OF BOSTON

ADDRESS:

50 CONGRESS STREET

BOSTON, MA 02109

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

ST. PETER'S EPISCOPAL CHURCH

ADDRESS:

4 OCEAN STREET

BEVERLY, MA 01915

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,500.

CLARA B WINTHROP CHARITABLE TRUST

04-6039972

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

HISTORIC NEW ENGLAND

ADDRESS:

141 CAMBRIDGE STREET

BOSTON, MA 02114

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,500.

TOTAL GRANTS PAID:

138,000.

=====

STATEMENT 23

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No. 1545-0092

2010

Name of estate or trust

CLARA B WINTHROP CHARITABLE TRUST

Employer identification number

04-6039972

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			253.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	44,233.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	44,486.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

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Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		44,486.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		44,486.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000
16	()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the worksheet on page 8 of the instructions if: • Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2010

Employer identification number

04-6039972

[illegible]

Schedule D-1 (Form 1041) 2010

FEDERAL CAPITAL GAIN DIVIDENDS
=====LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

VANGUARD INTERMEDIATE TERM BOND ETF

253.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

253.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

253.00
=====

WELCH & FORBES LLC
45 SCHOOL STREET
BOSTON, MA 02108

FORM PC
MASSACHUSETTS OFFICE OF THE ATTORNEY GENERAL
DIVISION OF PUBLIC CHARITIES
YEAR 2010

DIVISION OF PUBLIC CHARITIES
OFFICE OF THE ATTORNEY GENERAL
ONE ASHBURTON PLACE, 14TH FLOOR
BOSTON, MA 02108

<u>DATE</u>	<u>ACT #</u>	<u>NAME</u>	<u>TAX I.D.</u>	<u>FILING FEE</u>
5/5/2011	7552-010109	CLARA B WINTHROP CHARITABLE TRUST	04-6039972	35.00
TOTAL AMOUNT CHECK # 1516085				35.00

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