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

**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 , and ending

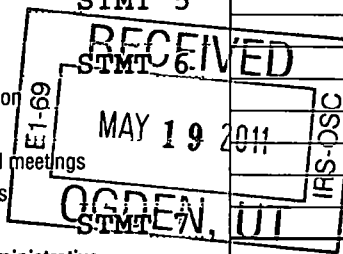
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return  
☐ Amended return ☐ Address change ☐ Name change

Name of foundation <b>CAROLINE BLANTON THAYER CHARITABLE TRUST #1011477</b>		A Employer identification number <b>04-6676539</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>HEMENWAY &amp; BARNES LLP PO BOX 961209</b>	Room/suite	B Telephone number <b>(617) 227-7940</b>
City or town, state, and ZIP code <b>BOSTON, MA 02196-1209</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 3,930,550.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

**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)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	39.	39.		STATEMENT 2
4 Dividends and interest from securities	99,597.	99,597.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<47,487.>			STATEMENT 1
b Gross sales price for all assets on line 6a	551,923.			
7 Capital gain net income (from Part IV, line 2)		0.		
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	204.	0.		STATEMENT 4
12 Total. Add lines 1 through 11	52,353.	99,636.		
13 Compensation of officers, directors, trustees, etc	32,623.	32,623.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees	STMT 5 2,000.	2,000.		0.
17 Interest				
18 Taxes	STMT 6 4,034.	3,354.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	STMT 7 172.	102.		70.
24 Total operating and administrative expenses. Add lines 13 through 23	38,829.	38,079.		70.
25 Contributions, gifts, grants paid	219,000.			219,000.
26 Total expenses and disbursements. Add lines 24 and 25	257,829.	38,079.		219,070.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<205,476.>			
b Net investment income (if negative, enter -0-)		61,557.		
c Adjusted net income (if negative, enter -0-)			N/A	



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10

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	242,474.	64,907.	64,907.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	347,453.	251,000.	264,543.
	b Investments - corporate stock STMT 9	2,128,312.	2,042,626.	2,976,434.
	c Investments - corporate bonds STMT 10	400,688.	554,840.	624,666.
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	3,118,927.	2,913,373.	3,930,550.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,118,927.	2,913,373.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	3,118,927.	2,913,373.	
	31 Total liabilities and net assets/fund balances	3,118,927.	2,913,373.	

## 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	3,118,927.
2	Enter amount from Part I, line 27a	2	<205,476.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,913,451.
5	Decreases not included in line 2 (itemize) ▶ ADJUSTMENT FOR YEAR END POSTINGS	5	78.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,913,373.

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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			
b <b>SEE ATTACHED STATEMENTS</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 <b>551,923.</b>		<b>601,227.</b>	<b>&lt;49,304.&gt;</b>

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			<b>&lt;49,304.&gt;</b>

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           2 <b>&lt;49,304.&gt;</b> </div> </div>
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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 8, column (c).            If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;">           3 <b>N/A</b> </div> </div>

**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))
2009	<b>205,394.</b>	<b>3,497,515.</b>	<b>.058726</b>
2008	<b>209,208.</b>	<b>4,178,721.</b>	<b>.050065</b>
2007	<b>150,447.</b>	<b>4,417,897.</b>	<b>.034054</b>
2006	<b>150,070.</b>	<b>3,998,719.</b>	<b>.037530</b>
2005	<b>189,035.</b>	<b>3,886,923.</b>	<b>.048634</b>

2 <b>Total</b> of line 1, column (d)	2 <b>.229009</b>
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 <b>.045802</b>
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4 <b>3,788,778.</b>
5 Multiply line 4 by line 3	5 <b>173,534.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 <b>616.</b>
7 Add lines 5 and 6	7 <b>174,150.</b>
8 Enter qualifying distributions from Part XII, line 4	8 <b>219,070.</b>

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.

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**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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	616.
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	616.
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	616.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	680.	
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	680.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	64.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 64. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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.		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		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? If "Yes," attach the statement required by General Instruction T.		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?	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 instructions) <input checked="" type="checkbox"/> 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	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)? 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

N/A

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**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 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 ► <b>N/A</b>				
14	The books are in care of ► <b>HEMENWAY &amp; BARNES LLP</b> Telephone no. ► <b>(617) 227-7940</b>			
Located at ► <b>60 STATE STREET, BOSTON, MA</b> ZIP+4 ► <b>02109</b>				
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	► <b>X</b> 0.		
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
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 ►				X

**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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here		X
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?		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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL J PUZO	TRUSTEE			
HEMENWAY & BARNES LLP, 60 STATE ST				
BOSTON, MA 02109	1.50	32,623.	0.	0.
HELEN T CHAPPELL	TRUSTEE			
25 HIGH STREET				
ANDOVER, MA 01810	0.50	0.	0.	0.
MILLICENT S THAYER	TRUSTEE			
3 MEADOW ROAD				
LEVERETT, MA 01054	0.50	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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**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	
<b>Total.</b> Add lines 1 through 3	0.

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	3,649,028.
<b>b</b> Average of monthly cash balances	<b>1b</b>	197,447.
<b>c</b> Fair market value of all other assets	<b>1c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	3,846,475.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	3,846,475.
<b>4</b> Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	57,697.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,788,778.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	189,439.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	189,439.
<b>2a</b> Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	616.
<b>b</b> Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	616.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	188,823.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b> Add lines 3 and 4	<b>5</b>	188,823.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	188,823.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	219,070.
<b>b</b> Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	219,070.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	616.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	218,454.

**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.

**CAROLINE BLANTON THAYER CHARITABLE TRUST**  
**#1011477**

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				<b>188,823.</b>
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			<b>170,718.</b>	
<b>b</b> Total for prior years:		<b>0.</b>		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005				
<b>b</b> From 2006				
<b>c</b> From 2007				
<b>d</b> From 2008				
<b>e</b> From 2009				
<b>f</b> Total of lines 3a through e	<b>0.</b>			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ <b>219,070.</b>				
<b>a</b> Applied to 2009, but not more than line 2a			<b>170,718.</b>	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		<b>0.</b>		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	<b>0.</b>			
<b>d</b> Applied to 2010 distributable amount				<b>48,352.</b>
<b>e</b> Remaining amount distributed out of corpus	<b>0.</b>			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	<b>0.</b>			<b>0.</b>
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	<b>0.</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		<b>0.</b>		
<b>c</b> 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		<b>0.</b>		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		<b>0.</b>		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			<b>0.</b>	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				<b>140,471.</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	<b>0.</b>			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7	<b>0.</b>			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	<b>0.</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006				
<b>b</b> Excess from 2007				
<b>c</b> Excess from 2008				
<b>d</b> Excess from 2009				
<b>e</b> Excess from 2010				



## CAROLINE BLANTON THAYER CHARITABLE TRUST

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**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
<b>a</b> Paid during the year SEE STATEMENT ATTACHED	N/A	PUBLIC CHARITY	GENERAL PURPOSE	219,000.
<b>Total</b>				<b>219,000.</b>
<b>b</b> Approved for future payment  NONE				
<b>Total</b>				<b>0.</b>



## Part XVII

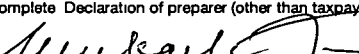
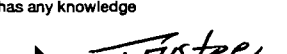
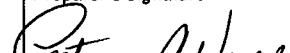
### Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
<b>d</b>	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
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.				
	 Signature of officer or trustee		5/4/2011 Date		 Title
Paid Preparer Use Only	Print/Type preparer's name Patrice A. Viehl		Preparer's signature 		Date 4/26/11
	Check <input type="checkbox"/> if self-employed				PTIN P00957136
	Firm's name ▶ HEMENWAY & BARNES LLP 60 STATE STREET				Firm's EIN ▶ 04-1433295
	Firm's address ▶ BOSTON, MA 02109-1899				Phone no. (617) 227-794

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	500 SHS APPLIED MATERIALS INC	P	11/11/09	09/21/10
b	2000 SHS DE LA RUE PLC	P	02/11/10	11/11/10
c	1000 SHS DE LA RUE PLC	P	05/20/10	11/11/10
d	53.146 SHS CIMAREX ENERGY CO	P	08/12/99	02/10/10
e	52.707 SHS CIMAREX ENERGY CO	P	11/08/01	02/10/10
f	53.147 SHS CIMAREX ENERGY CO	P	02/06/02	02/10/10
g	600 SHS CENOVUS ENERGY INC	P	05/21/03	02/10/10
h	1000 SHS CENOVUS ENERGY INC	P	08/20/03	02/10/10
i	1000 SHS CENOVUS ENERGY INC	P	11/19/03	02/10/10
j	600 SHS CENOVUS ENERGY INC	P	08/23/04	02/10/10
k	400 SHS CENOVUS ENERGY INC	P	02/17/05	02/10/10
l	1000 SHS GENERAL ELECTRIC CO	P	02/14/07	02/10/10
m	500 SHS GENERAL ELECTRIC CO	P	11/14/07	02/10/10
n	500 SHS GENERAL ELECTRIC CO	P	02/13/08	02/10/10
o	1000 SHS GENERAL ELECTRIC CO INC	P	05/14/08	02/10/10

(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 5,581.		6,660.	<1,079.>
b 20,112.		29,957.	<9,845.>
c 10,056.		13,128.	<3,072.>
d 2,856.		758.	2,098.
e 2,832.		762.	2,070.
f 2,856.		766.	2,090.
g 13,901.		5,187.	8,714.
h 23,168.		8,960.	14,208.
i 23,168.		8,649.	14,519.
j 13,901.		6,112.	7,789.
k 9,267.		6,055.	3,212.
l 15,700.		36,530.	<20,830.>
m 7,850.		19,895.	<12,045.>
n 7,850.		17,484.	<9,634.>
o 15,700.		32,740.	<17,040.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1,079.>
b			<9,845.>
c			<3,072.>
d			2,098.
e			2,070.
f			2,090.
g			8,714.
h			14,208.
i			14,519.
j			7,789.
k			3,212.
l			<20,830.>
m			<12,045.>
n			<9,634.>
o			<17,040.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

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

3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1000 SHS SIMS METAL MANAGEMENT LTD	P	11/15/07	05/19/10
b	500 SHS SIMS METAL MANAGEMENT LTD	P	02/14/08	05/19/10
c	500 SHS SIMS METAL MANAGEMENT LTD	P	11/19/08	05/19/10
d	300 SHS SIMS METAL MANAGEMENT LTD	P	05/13/09	05/19/10
e	1815 SHS TIMBERWEST FOREST CORP	D	02/17/05	05/19/10
f	1000 SHS TIMBERWEST FOREST CORP	D	05/18/05	05/19/10
g	66.166 SHS B P PLC	P	10/04/95	08/18/10
h	66.166 SHS B P PLC	P	07/10/96	08/18/10
i	131.668 SHS B P PLC	P	10/16/96	08/18/10
j	236 SHS B P PLC	P	02/24/03	08/18/10
k	200 SHS B P PLC	P	05/21/03	08/18/10
l	500 SHS B P PLC	P	08/20/03	08/18/10
m	300 SHS B P PLC	P	11/19/03	08/18/10
n	200 SHS B P PLC	P	02/17/05	08/18/10
o	200 SHS MICROSOFT CORP	P	02/24/03	08/18/10

(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 16,202.		25,351.	<9,149.>
b 8,101.		14,443.	<6,342.>
c 8,101.		4,216.	3,885.
d 4,861.		4,663.	198.
e 7,297.		23,068.	<15,771.>
f 4,020.		11,480.	<7,460.>
g 2,470.		1,633.	837.
h 2,470.		1,758.	712.
i 4,915.		3,690.	1,225.
j 8,810.		9,461.	<651.>
k 7,466.		8,290.	<824.>
l 18,666.		21,231.	<2,565.>
m 11,200.		12,837.	<1,637.>
n 7,466.		12,689.	<5,223.>
o 4,946.		4,854.	92.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<9,149.>
b			<6,342.>
c			3,885.
d			198.
e			<15,771.>
f			<7,460.>
g			837.
h			712.
i			1,225.
j			<651.>
k			<824.>
l			<2,565.>
m			<1,637.>
n			<5,223.>
o			92.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

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

3



**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	200 SHS MICROSOFT CORP	P	08/20/03	08/18/10
b	400 SHS MICROSOFT CORP	P	08/23/04	08/18/10
c	200 SHS MICROSOFT CORP	P	05/16/07	08/18/10
d	400 SHS MICROSOFT CORP	P	11/14/07	08/18/10
e	600 SHS MICROSOFT CORP	P	02/13/08	08/18/10
f	2000 SHS APPLIED MATERIALS INC	P	11/19/08	09/21/10
g	1000 SHS APPLIED MATERIALS INC	P	02/11/09	09/21/10
h	500 SHS APPLIED MATERIALS INC	P	08/12/09	09/21/10
i	150M US TREAS NTS 4.5% 11/15/10	P	05/26/06	11/15/10
j	200 SHS NOVOZYMES A/S B SHARES	D	02/18/05	11/11/10
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 4,946.		5,312.	<366.>
b 9,893.		10,984.	<1,091.>
c 4,946.		6,216.	<1,270.>
d 9,893.		13,632.	<3,739.>
e 14,839.		17,496.	<2,657.>
f 22,326.		17,740.	4,586.
g 11,163.		9,920.	1,243.
h 5,581.		6,900.	<1,319.>
i 150,000.		150,000.	0.
j 26,547.		9,720.	16,827.
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<366.>
b			<1,091.>
c			<1,270.>
d			<3,739.>
e			<2,657.>
f			4,586.
g			1,243.
h			<1,319.>
i			0.
j			16,827.
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	<49,304.>
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

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

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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
				MANNER ACQUIRED	DATE ACQUIRED    DATE SOLD
500 SHS APPLIED MATERIALS INC	5,581.	6,660.	0.	PURCHASED	11/11/09    09/21/10

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2000 SHS DE LA RUE PLC	20,112.	29,957.	0.	PURCHASED	02/11/10    11/11/10

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1000 SHS DE LA RUE PLC	10,056.	13,128.	0.	PURCHASED	05/20/10    11/11/10

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
53.146 SHS CIMAREX ENERGY CO	PURCHASED	08/12/99	02/10/10		
	2,856.	758.	0.	0.	2,098.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
52.707 SHS CIMAREX ENERGY CO	PURCHASED	11/08/01	02/10/10		
	2,832.	762.	0.	0.	2,070.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
53.147 SHS CIMAREX ENERGY CO	PURCHASED	02/06/02	02/10/10		
	2,856.	766.	0.	0.	2,090.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
600 SHS CENOVUS ENERGY INC	PURCHASED	05/21/03	02/10/10		
	13,901.	5,187.	0.	0.	8,714.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1000 SHS CENOVUS ENERGY INC	23,168.	8,960.	0.	0.	14,208.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1000 SHS CENOVUS ENERGY INC	23,168.	8,649.	0.	0.	14,519.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
600 SHS CENOVUS ENERGY INC	13,901.	6,112.	0.	0.	7,789.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
400 SHS CENOVUS ENERGY INC	9,267.	6,055.	0.	0.	3,212.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1000 SHS GENERAL ELECTRIC CO	15,700.	36,530.	0.	0.	<20,830.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SHS GENERAL ELECTRIC CO	7,850.	19,895.	0.	0.	<12,045.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SHS GENERAL ELECTRIC CO	7,850.	17,484.	0.	0.	<9,634.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1000 SHS GENERAL ELECTRIC CO INC	15,700.	32,740.	0.	0.	<17,040.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1000 SHS SIMS METAL MANAGEMENT LTD	16,202.	25,351.	0.	0.	<9,149.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SHS SIMS METAL MANAGEMENT LTD	8,101.	14,443.	0.	0.	<6,342.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SHS SIMS METAL MANAGEMENT LTD	8,101.	4,216.	0.	0.	3,885.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
300 SHS SIMS METAL MANAGEMENT LTD	4,861.	4,663.	0.	0.	198.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1815 SHS TIMBERWEST FOREST CORP	7,297.	23,068.	0.	0.	<15,771.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1000 SHS TIMBERWEST FOREST CORP	4,020.	12,709.	0.	0.	<8,689.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
66.166 SHS B P PLC	2,470.	1,633.	0.	0.	837.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
66.166 SHS B P PLC	2,470.	1,758.	0.	0.	712.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
131.668 SHS B P PLC	PURCHASED	10/16/96	08/18/10		
	4,915.	3,690.	0.	0.	1,225.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
236 SHS B P PLC	PURCHASED	02/24/03	08/18/10		
	8,810.	9,461.	0.	0.	<651.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
200 SHS B P PLC	PURCHASED	05/21/03	08/18/10		
	7,466.	8,290.	0.	0.	<824.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
500 SHS B P PLC	PURCHASED	08/20/03	08/18/10		
	18,666.	21,231.	0.	0.	<2,565.>



(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
300 SHS B P PLC	PURCHASED	11/19/03	08/18/10		
	11,200.	12,837.	0.	0.	<1,637.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
200 SHS B P PLC	PURCHASED	02/17/05	08/18/10		
	7,466.	12,688.	1.	0.	<5,223.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
200 SHS MICROSOFT CORP	PURCHASED	02/24/03	08/18/10		
	4,946.	4,854.	0.	0.	92.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
200 SHS MICROSOFT CORP	PURCHASED	08/20/03	08/18/10		
	4,946.	5,312.	0.	0.	<366.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
400 SHS MICROSOFT CORP	9,893.	10,984.	0.	0.	<1,091.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200 SHS MICROSOFT CORP	4,946.	6,216.	0.	0.	<1,270.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
400 SHS MICROSOFT CORP	9,893.	13,632.	0.	0.	<3,739.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
600 SHS MICROSOFT CORP	14,839.	17,496.	0.	0.	<2,657.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
2000 SHS APPLIED MATERIALS INC	PURCHASED	11/19/08	09/21/10		
	22,326.	17,740.	0.	0.	4,586.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1000 SHS APPLIED MATERIALS INC	PURCHASED	02/11/09	09/21/10		
	11,163.	9,920.	0.	0.	1,243.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
500 SHS APPLIED MATERIALS INC	PURCHASED	08/12/09	09/21/10		
	5,581.	6,900.	0.	0.	<1,319.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
150M US TREAS NTS 4.5% 11/15/10	PURCHASED	05/26/06	11/15/10		
	150,000.	150,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
200 SHS NOVOZYMES A/S B SHARES	DONATED	02/18/05	11/11/10	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,547.	6,674.	0.	0.	19,873.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				<47,487.>

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

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SOURCE	AMOUNT
FIFTH THIRD US TREASURY MONEY MARKET FUND	39.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	39.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE BOND INTEREST	11,417.	0.	11,417.
DOMESTIC DIVIDENDS	30,935.	0.	30,935.
FOREIGN BOND INTEREST	13,272.	0.	13,272.
FOREIGN DIVIDENDS	25,909.	0.	25,909.
U.S. TREASURY OBLIGATIONS	18,064.	0.	18,064.
TOTAL TO FM 990-PF, PART I, LN 4	99,597.	0.	99,597.

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
2009 FEDERAL EXCISE TAX OVERPAYMENT APPLIED TO 2010	204.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	204.	0.		

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HEMENWAY & BARNES - TAX PREPARATION FEE	2,000.	2,000.		0.
TO FORM 990-PF, PG 1, LN 16C	2,000.	2,000.		0.

FORM 990-PF	TAXES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD ON FOREIGN INCOME	3,354.	3,354.		0.
FEDERAL EXCISE TAX - 2009 OVERPAYMENT APPLIED TO 2010	204.	0.		0.
FEDERAL EXCISE TAX - 2010 ESTIMATE	476.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,034.	3,354.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COMM OF MA - PC ANNUAL REPORT FILING FEE	70.	0.		70.	
MISCELLANEOUS	102.	102.		0.	
TO FORM 990-PF, PG 1, LN 23	172.	102.		70.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED STATEMENT	X		251,000.	264,543.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			251,000.	264,543.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			251,000.	264,543.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT			2,042,626.	2,976,434.
TOTAL TO FORM 990-PF, PART II, LINE 10B			2,042,626.	2,976,434.

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	554,840.	624,666.
TOTAL TO FORM 990-PF, PART II, LINE 10C	554,840.	624,666.

ACCOUNT # 1011477  
TAX ID # 04-6676539  
FROM 01/01/2010  
TO 12/31/2010

HENENWAY & BARNES LLP  
TAX WORKSHEET FOR THE ACCOUNT OF  
CAROLINE BLANTON THAYER  
CHARITABLE TRUST

PAGE 29  
AS OF 04/25/2011  
RUN APR 25 2011

DISTRIBUTION =====		PRINCIPAL	INCOME	BOOK VALUE	REG
TAX PARTY UNKNOWN-0 -----					
CODE 38	FIDUCIARY CHARITABLE GRANTS -----				
12/20/2010	CHARITABLE GRANT DISTRIBUTION TO DESTINATION CLEVELAND COUNTY, INC.	10,000.00-			
12/20/2010	CHARITABLE GRANT DISTRIBUTION TO AMERICAN FRIENDS SERVICE COMMITTEE	10,000.00-			
12/20/2010	CHARITABLE GRANT DISTRIBUTION TO GEORGE AND IDA WOOD BLANTON ENDOWMENT BLANTON ENDOWMENT	10,000.00-			
12/20/2010	CHARITABLE GRANT DISTRIBUTION TO HAYMARKET PEOPLE'S FUND	10,000.00-			
12/20/2010	CHARITABLE GRANT DISTRIBUTION TO HISTORIC HARRISVILLE INCORPORATED	10,000.00-			
12/20/2010	CHARITABLE GRANT DISTRIBUTION TO INTERNATIONAL COLLEGE	10,000.00-			
12/20/2010	CHARITABLE GRANT DISTRIBUTION TO MEDECINS SAN FRONTIERS	10,000.00-			
12/20/2010	CHARITABLE GRANT DISTRIBUTION TO OXFAM-AMERICA, INC.	10,000.00-			
12/20/2010	CHARITABLE GRANT DISTRIBUTION TO PEACE DEVELOPMENT FUND	10,000.00-			
12/20/2010	CHARITABLE GRANT DISTRIBUTION TO PEACE DEVELOPMENT FUND SOUTHERN REGION	10,000.00-			
12/20/2010	CHARITABLE GRANT DISTRIBUTION TO SMITH COLLEGE HELEN RAND THAYER SCHOLARSHIP	10,000.00-			
12/20/2010	CHARITABLE GRANT DISTRIBUTION TO SOUTH SHORE CONSERVATORY OF MUSIC, INC.	10,000.00-			
12/20/2010	CHARITABLE GRANT DISTRIBUTION TO ST. FRANCIS HOUSE	10,000.00-			
12/20/2010	CHARITABLE GRANT DISTRIBUTION TO UNITARIAN UNIVERSALIST ASSOCIATION	10,000.00-			
12/20/2010	CHARITABLE GRANT DISTRIBUTION TO WESTFIELD ATHENAEUM	10,000.00-			



DISTRIBUTION =====	PRINCIPAL	INCOME	BOOK VALUE	REG
12/20/2010 CHARITABLE GRANT DISTRIBUTION TO COHASSET LIBRARY TRUST, INC.	10,000.00-			
12/20/2010 CHARITABLE GRANT DISTRIBUTION TO GREATER BOSTON FOOD BANK	10,000.00-			
12/20/2010 CHARITABLE GRANT DISTRIBUTION TO GLOBAL FUND FOR WOMEN	10,000.00-			
12/20/2010 CHARITABLE GRANT DISTRIBUTION TO FOOD BANK OF WESTERN MASSACHUSETTS	10,000.00-			
12/20/2010 CHARITABLE GRANT DISTRIBUTION TO BROAD RIVER GREENWAY	5,000.00-			
12/20/2010 CHARITABLE GRANT DISTRIBUTION TO NEW ENGLAND HISTORICAL GENEALOGICAL SOCIETY	5,000.00-			
12/20/2010 CHARITABLE GRANT DISTRIBUTION TO NEW ENGLAND WILD FLOWERS PRESERVATION SOCIETY	5,000.00-			
12/20/2010 CHARITABLE GRANT DISTRIBUTION TO CENTRAL AMERICAN WOMEN'S FUND	5,000.00-			
12/20/2010 CHARITABLE GRANT DISTRIBUTION TO UNITED METHODIST AGENCY FOR THE RETARDED UMAR HOLT HOME	5,000.00-			
12/20/2010 CHARITABLE GRANT DISTRIBUTION TO TRANSFAIR USA	3,000.00-			
12/20/2010 CHARITABLE GRANT DISTRIBUTION TO COHASSET CENTRAL CEMETERY	1,000.00-			
	-----	-----	-----	
* TOTAL CODE 38	219,000.00-	0.00	0.00	
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** TOTAL FOR TAX PARTY UNKNOWN	219,000.00-	0.00	0.00	P
	-----	-----	0.00	I
*** TOTAL DISTRIBUTIONS TO BENEFICIARY	219,000.00-	0.00	0.00	
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*** TOTAL BENEFICIARY DISTRIBUTIONS	219,000.00-	0.00	0.00	
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ACCT # 1011477

CAROLINE BLANTON THAYER  
CHARITABLE TRUST  
SCHEDULE OF PRINCIPAL ASSETS  
SCHEDULE C

	NO. OF UNITS	DESCRIPTION	BOOK VALUE	MARKET VALUE AS OF 12/31/2010
		U S GOV & AGENCY OBLIGATIONS		
		-----		
1.	100,000	US TREASURY NOTES 4.375% 08/15/2012	99,125.00	106,328.00
2.	100,000	US TREASURY NOTES 4% 11/15/2012	100,812.50	106,461.00
3.	50,000	US TREASURY NOTES 2.5% 03/31/2015	51,062.50	51,754.00
		TOTAL U S GOV & AGENCY OBLIGATIONS	251,000.00	264,543.00
		CORPORATE & FOREIGN BONDS		
		-----		
4.	100,000	BERKSHIRE HATHAWAY 4.625% 10/15/2013	100,000.00	108,593.00
5.	50,000	CLOROX CO 5% 03/01/2013	49,062.50	53,407.00
6.	50,000	HOME DEPOT INC 5.25% 12/16/2013	50,250.00	54,877.50
7.	100,000	MICROSOFT CORP 2.95% 06/01/2014	103,327.00	104,098.00
8.	50,000	SARA LEE CORP 2.75% 09/15/2015	50,825.00	49,515.00
9.	250,000	AUSTRALIAN GOVERNMENT BOND 5.75% 06/15/2011	201,375.00	254,175.00
		TOTAL CORPORATE & FOREIGN BONDS	554,839.50	624,665.50
		COMMON STOCK		
		-----		
10.	4,000	ABB LTD SPONSORED ADR	78,438.65	89,800.00
11.	700	AIXTRON AKTIENGESSELLSCHAFT	20,255.05	26,040.00
12.	100	APPLE, INC.	18,067.22	32,256.00
13.	2,400	APTARGROUP INC	58,305.81	114,168.00
14.	2,300	CVS CAREMARK CORPORATION	83,242.46	79,971.00
15.	3,000	CANADIAN NATIONAL RAILWAY CO	49,487.52	199,410.00
16.	2,500	CISCO SYS INC	59,052.25	50,575.00
17.	1,500	DEERE & COMPANY	64,421.13	124,575.00
18.	1,500	DEVON ENERGY CORP	98,030.20	117,765.00
19.	4,000	E M C CORP	57,127.42	91,600.00
20.	2,500	EMERSON ELECTRIC CO	69,029.25	142,925.00
21.	3,600	ENCANA CORP	37,126.71	104,832.00
22.	1,000	HELMERICH & PAYNE INC	22,883.14	48,480.00
23.	1,000	HOME DEPOT INC	31,636.20	35,060.00

CAROLINE BLANTON THAYER  
CHARITABLE TRUST  
SCHEDULE OF PRINCIPAL ASSETS  
SCHEDULE C

ACCT # 1011477

	NO. OF UNITS	DESCRIPTION	BOOK VALUE	MARKET VALUE AS OF 12/31/2010
24.	4,000	INTEL CORPORATION	76,641.52	84,120.00
25.	400	ITRON, INC.	24,197.78	22,180.00
26.	1,500	JOHNSON & JOHNSON	68,912.15	92,775.00
27.	500	LABORATORY CORP AMER HLDGS	40,086.93	43,960.00
28.	1,200	LIFE TECHNOLOGIES CORP	48,277.68	66,600.00
29.	100	MASTERCARD INC	22,327.42	22,411.00
30.	2,000	MAXWELL TECHNOLOGIES INC	21,203.60	37,780.00
31.	1,000	MONSANTO CO NEW	73,100.51	69,640.00
32.	2,500	NESTLE S A SPONSORED ADR (REPSTG REG SHS)	77,732.26	146,845.00
33.	500	NIKO RESOURCES LTD	19,482.45	52,270.00
34.	2,000	NOVARTIS AG ADR	111,100.29	117,900.00
35.	3,300	ORACLE CORP	43,092.40	103,290.00
36.	3,000	PEMBINA PIPELINE CORP	44,022.62	65,130.00
37.	1,500	PEPSICO INC	83,889.59	97,995.00
38.	4,000	PORTLAND GENERAL ELECTRIC CO	108,688.10	86,800.00
39.	1,800	PROCTER & GAMBLE CO	97,445.72	115,794.00
40.	2,000	ROCHE HLDG LTD ADR	75,525.50	73,490.00
41.	1,000	STATE STREET CORP	61,434.73	46,340.00
42.	1,000	3 M COMPANY	72,746.97	86,300.00
43.	1,600	COVIDIEN PLC	66,154.23	73,056.00
44.	1,300	NOVOZYMES A/S B SHARES	43,387.43	179,816.00
45.	1,100	VESTAS WIND SYSTEMS AS DKK1 ORDS	16,072.62	34,485.00
		TOTAL COMMON STOCK	2,042,625.51	2,976,434.00
		MONEY FUNDS & SAVINGS		
		-----		
46.		FIFTH THIRD US TREASURY MONEY MARKET FUND	64,907.33	64,907.33
		TOTAL MONEY FUNDS & SAVINGS	64,907.33	64,907.33
		PRINCIPAL CASH	74,828.91-	74,828.91-
		TOTAL SCHEDULE C	2,838,543.43	3,855,720.92

ACCT # 1011477

CAROLINE BLANTON THAYER  
CHARITABLE TRUST  
BALANCE OF INCOME  
SCHEDULE F

BALANCE OF UNINVESTED INCOME

74,828.91

TOTAL SCHEDULE F

74,828.91