Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2010

For calendar year 2010, or tax year beginning 05/01 **, 2010, and ending** 04/30, 2011

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

Name of foundation: JOHN A. MCNEICE, JR. CHARITABLE FOUNDATION

A Employer identification number: 04-3371560

Number and street (or P.O. box number if mail is not delivered to street address): SILVER BRIDGE 255 STATE ST, 6TH FL

Room/suite:

B Telephone number (see page 10 of the instructions): (617) 502-9472

City or town, state, and ZIP code: BOSTON, MA 02109-2167

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

D 1 Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 5,375,053.

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 ▶ [X] if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	136,166.	136,166.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	166,347.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		166,347.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	302,513.	302,513.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	48,000.			48,000.
	14 Other employee salaries and wages	22,582.	NONE	NONE	22,582.
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 2	11,530.	NONE	NONE	11,530.
	b Accounting fees (attach schedule) STMT 3	8,749.	NONE	NONE	NONE
	c Other professional fees (attach schedule) STMT 4	29,868.			
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	7,687.	516.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 6	722.			70.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	129,138.	516.	NONE	82,182.
	25 Contributions, gifts, grants paid	200,000.			200,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	329,138.	516.	NONE	282,182.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-26,625.			
	b **Net investment income** (if negative, enter -0-)		301,997.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	231,027.	252,291.	252,291.
	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			
Assets	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)	757,970.	757,970.	824,843.
	b Investments - corporate stock (attach schedule)	2,359,573.	2,311,683.	3,312,868.
	c Investments - corporate bonds (attach schedule)	919,738.	919,738.	985,051.
	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)	4,268,308.	4,241,682.	5,375,053.
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. ▶ [X]			
	27 Capital stock, trust principal, or current funds	4,268,308.	4,241,682.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	4,268,308.	4,241,682.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,268,308.	4,241,682.	

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	4,268,308.
2	Enter amount from Part I, line 27a	2	-26,625.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,241,683.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,241,682.

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) 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				

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	166,347.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	257,892.	4,876,756.	0.05288187475
2008	290,040.	4,952,040.	0.05856980154
2007	235,194.	5,707,369.	0.04120883020
2006	190,543.	5,360,470.	0.03554595026
2005	229,506.	4,779,592.	0.04801790613

2	**Total** of line 1, column (d)	2	0.23622436288
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	0.04724487258
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,958,458.
5	Multiply line 4 by line 3	5	234,262.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,020.
7	Add lines 5 and 6	7	237,282.
8	Enter qualifying distributions from Part XII, line 4	8	282,182.

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. 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 ▶ [X] and enter 1% of Part I, line 27b		1	3,020.
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	3,020.
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	3,020.
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 1,775.		
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	1,775.
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	1,245.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ______ (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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 8			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ C/O SILVER BRIDGE ADVISORS LLC Telephone no. ▶ (617)502-9472
Located at ▶ 255 STATE STREET, 6TH FLOOR, BOSTON, MA ZIP + 4 ▶ 02109

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

			Yes	No
16	At any time during calendar year 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		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		X
	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

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

		Yes	No
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**		
	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**		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? **7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 9		48,000.	22,582.	-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

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 ▶	

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	4,837,430.
b	Average of monthly cash balances	1b	196,538.
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	5,033,968.
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	5,033,968.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	75,510.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,958,458.
6	**Minimum investment return.** Enter 5% of line 5	6	247,923.

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	247,923.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a	3,020.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b			
c	Add lines 2a and 2b		2c	3,020.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	244,903.
4	Recoveries of amounts treated as qualifying distributions		4	NONE
5	Add lines 3 and 4		5	244,903.
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	244,903.

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	282,182.
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	282,182.
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	3,020.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	279,162.

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				244,903.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			218,695.	
b Total for prior years 20 08 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2010.				
a From 2005 ... NONE				
b From 2006 ... NONE				
c From 2007 ... NONE				
d From 2008 ... NONE				
e From 2009 ... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 282,182.				
a Applied to 2009, but not more than line 2a			218,695.	
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				63,487.
e Remaining amount distributed out of corpus	NONE			
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	NONE			
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				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				181,416.
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)	NONE			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2006 ... NONE				
b Excess from 2007 ... NONE				
c Excess from 2008 ... NONE				
d Excess from 2009 ... NONE				
e Excess from 2010 ... NONE				

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)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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).)

JOHN MCNEICE

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.

N/A

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 11				
Total . . . . . . ▶ 3a				200,000.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	136,166.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	166,347.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				302,513.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 302,513.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

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

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.

▶ [signature], Trustee | 9/13/11 ▶ Trustee

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ANDREW CORREIA	[signature]	09/01/2011		P00641207

Firm's name ▶ SILVER BRIDGE ADVISORS, LLC — Firm's EIN ▶ 20-8104440

Firm's address ▶ 255 STATE STREET, 6TH FLOOR BOSTON, MA 02109-2167 — Phone no. 617-502-9472

BIRCH HILL INVESTMENT ADVISORS LLC

REALIZED GAINS AND LOSSES

JOHN A. MCNEICE JR. CHARITABLE FOUNDATION

From 05-01-10 Through 04-30-11

Open Date	Close Date	Quantity	Security	Adjusted Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
11-23-09	06-01-10	300	MONSANTO CO	24,197	15,028	-9,169	
09-17-09	06-01-10	800	MONSANTO CO	63,886	40,074	-23,811	
10-29-09	06-01-10	300	MONSANTO CO	20,732	15,028	-5,704	
08-24-06	06-01-10	500	AFLAC INC	21,643	22,232		589
08-12-08	06-18-10	400	EDWARDS LIFESCIENCES CORP	11,703	22,074		10,371
03-09-04	06-18-10	200	EDWARDS LIFESCIENCES CORP	3,144	11,037		7,893
08-24-06	06-30-10	700	AFLAC INC	30,301	30,015		-286
10-12-01	06-30-10	1,000	EMERSON ELEC CO	25,150	43,452		18,302
10-07-98	06-30-10	300	UNITED TECHNOLOGIES CORP	5,788	19,528		13,740
04-18-05	06-30-10	500	CANON INC ADR	17,095	18,704		1,609
08-17-04	09-22-10	1,000	AUTOMATIC DATA PROCESSING INC COM	35,769	42,011		6,242
04-18-05	09-22-10	400	CANON INC ADR	13,676	18,127		4,451
12-10-04	09-22-10	700	INTEL CORP	15,797	13,304		-2,492
06-18-02	09-22-10	500	INTEL CORP	11,100	9,503		-1,597
10-07-98	09-22-10	800	INTEL CORP	16,100	15,205		-895
03-09-04	09-28-10	400	EDWARDS LIFESCIENCES CORP	6,288	26,662		20,374
11-14-03	10-15-10	1,000	NEXTERA ENERGY INC	32,506	55,315		22,809
02-10-09	11-10-10	500	BARRICK GOLD CORP	18,984	25,716		6,732
04-18-05	11-10-10	500	CANON INC ADR	17,095	24,274		7,179
08-11-05	11-10-10	600	CANON INC ADR	20,010	29,128		9,119
01-11-05	01-13-11	200	GENZYME CORPORATION	11,272	14,430		3,157
06-18-10	01-13-11	300	GENZYME CORPORATION	15,571	21,645	6,074	
03-19-09	01-13-11	3,000	PORTLAND GEN ELEC CO	54,242	65,712		11,470
08-24-06	02-17-11	500	AFLAC INC	21,643	29,522		7,878
08-24-06	02-23-11	300	AFLAC INC	12,986	17,287		4,301
04-15-09	02-23-11	500	AFLAC INC	11,604	28,811		17,208
02-18-09	02-24-11	2,000	VESTAS WIND SYTS AS ADR	33,109	21,496		-11,613
09-17-09	03-09-11	400	SYSCO CORPORATION	10,200	11,043		843
05-17-07	03-09-11	300	ABBOTT LABS	17,698	14,619		-3,079
12-21-09	03-17-11	700	ISHARES MSCI EAFE GROWTH INDEX	38,447	41,154		2,707
09-17-09	03-17-11	600	SYSCO CORPORATION	15,299	16,562		1,263
06-02-09	03-17-11	1,200	SYSCO CORPORATION	29,361	33,124		3,764

BIRCH HILL INVESTMENT ADVISORS LLC

REALIZED GAINS AND LOSSES

JOHN A. MCNEICE JR. CHARITABLE FOUNDATION

From 05-01-10 Through 04-30-11

Open Date	Close Date	Quantity	Security	Adjusted Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
06-18-10	04-05-11	200	GENZYME CORPORATION	9,910	14,799	4,889	
04-22-09	04-05-11	1,300	GENZYME CORPORATION	64,161	96,191		32,030
TOTAL GAINS						10,962	214,032
TOTAL LOSSES						-38,685	-19,962
				756,466	**922,813**	**-27,723**	**194,070**
TOTAL REALIZED GAIN/LOSS		166,347					

Clients are encouraged to compare this report with the account statement received from the qualified custodian that holds the account assets The official record is the statement produced by the qualified custodian

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS		58,141.	58,141.
INTEREST		78,025.	78,025.
	TOTAL	136,166.	136,166.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
WCPH AND D LLP	11,530.			11,530.
TOTALS	11,530.	NONE	NONE	11,530.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	8,749.			
TOTALS	8,749.	NONE	NONE	NONE

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
INVESTMENT MANAGEMENT FEE	29,868.
TOTALS	29,868.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX DEPOSITS	3,183.	
FOREIGN TAXES	516.	516.
PAYROLL TAXES	3,988.	
TOTALS	7,687.	516.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
MA FILING FEE	70.	70.
INSURANCE	326.	
PAYROLL PROCESSING FEE	326.	
TOTALS	722.	70.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ROUNDING	1.
TOTAL	1.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

MA

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)	
		. SEE ATTACHED STATEMENT PROPERTY TYPE: SECURITIES						12/31/2010
							-27,723.00	
		. SEE ATTACHED STATEMENT PROPERTY TYPE: SECURITIES						12/31/2010
							194,070.00	
TOTAL GAIN(LOSS)							166,347.	

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

OFFICER NAME:
JOHN A. MCNEICE, JR.
ADDRESS:
C/O WILMERHALE - 60 STATE STREET
BOSTON, MA 02109
TITLE:
TRUSTEE

OFFICER NAME:
MARGARETE A. PORTANOVA (NOTE A)
ADDRESS:
C/O WILMERHALE - 60 STATE STREET
BOSTON, MA 02109
TITLE:
TRUSTEE AND EXECUTIVE DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

COMPENSATION	48,000.
CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS.....................	22,582.

OFFICER NAME:
WILLIAM B. NEENAN, S.J.
ADDRESS:
BOSTON COLLEGE, 111 COLLEGE ROAD
BOSTON, MA 02467
TITLE:
TRUSTEE

OFFICER NAME:
A. SILVANA GINER (NOTE B)
ADDRESS:
C/O WILMERHALE, 60 STATE STREET
BOSTON, MA 02109
TITLE:
TRUSTEE

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

OFFICER NAME:
MR. JOHN SHAUGHNESSY, JR
ADDRESS:
C/O WILMERHALE - 60 STATE STREET
BOSTON, MA 02109
TITLE:
TRUSTEE

OFFICER NAME:
MR. GEORGE ASHUR
ADDRESS:
C/O WILMERHALE - 60 STATE STREET
BOSTON, MA 02109
TITLE:
TRUSTEE

OFFICER NAME:
EDWARD G. CASEY
ADDRESS:
C/O WILMERHALE - 60 STATE STREET
BOSTON, MA 02109
TITLE:
TRUSTEE

TOTAL COMPENSATION:	48,000.
TOTAL CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS:	22,582.

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

RECIPIENT NAME:
NEW ENGLAND PROVINCE OF JESUITS
ADDRESS:
P.O. BOX 9199
WATERTOWN, MA 02471
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 200,000.

TOTAL GRANTS PAID: 200,000.

BIRCH HILL INVESTMENT ADVISORS LLC
TAX COSTS & ACQUISITION DATES
JOHN A. MCNEICE JR. CHARITABLE FOUNDATION
April 30, 2011

Date	Quantity	Lot	Security	Sec Type Code	Security Symbol	Cusip	Adjusted Unit Cost	Total Adjusted Cost	Price	Market Value	Unrealized Gain/Loss
Cash and Equiv.											
SCHWAB GOVT MONEY FUND											
			SCHWAB GOVT MONEY FUND	caus	swgxx	808515209		252,290 96		252,290 96	
								252,290 96		252,290 96	0 00
Equity											
ABBOTT LABS											
03-30-07	1,500 000	1	ABBOTT LABS	csus	abt	002824100	55 8466	83,769 90	52 04	78,060 00	-5,709 90
05-17-07	100 000	2	ABBOTT LABS	csus	abt	002824100	58 9919	5,899 19	52 04	5,204 00	-695 19
Sub-Total	1,600 000							89,669 09		83,264 00	-6,405 09
AIR PRODS & CHEMS INC											
07-29-02	100 000	1	AIR PRODS & CHEMS INC	csus	apd	009158106	44 7300	4,473 00	95 52	9,552 00	5,079 00
08-01-02	500 000	2	AIR PRODS & CHEMS INC	csus	apd	009158106	43 8300	21,915 00	95 52	47,760 00	25,845 00
09-23-02	300 000	4	AIR PRODS & CHEMS INC	csus	apd	009158106	42 2500	12,675 00	95.52	28,656 00	15,981 00
10-24-02	300 000	5	AIR PRODS & CHEMS INC	csus	apd	009158106	41 8000	12,540 00	95 52	28,656 00	16,116 00
Sub-Total	1,200 000							51,603 00		114,624 00	63,021 00
BARRICK GOLD CORP											
12-15-06	1,000 000	1	BARRICK GOLD CORP	csus	abx	067901108	31 0299	31,029 90	51 01	51,010 00	19,980 10
BECTON DICKINSON CO											
03-31-09	500 000	1	BECTON DICKINSON CO	csus	bdx	075887109	67 3400	33,670 02	85 94	42,970 00	9,299 98
BHP BILLITON LTD ADR											
06-26-09	1,000 000	1	BHP BILLITON LTD ADR	csus	bhp	088606108	54 6521	54,652 15	101 24	101,240 00	46,587 85
CARNIVAL CORP											
03-31-11	1,000 000	1	CARNIVAL CORP	csus	ccl	143658300	38 3873	38,387 35	38 07	38,070 00	-317 35
CELGENE CORP											
01-13-11	700 000	1	CELGENE CORP	csus	celg	151020104	57 9128	40,538 95	58 88	41,216 00	677 05
01-28-11	200 000	2	CELGENE CORP	csus	celg	151020104	53 7747	10,754 95	58 88	11,776 00	1,021 05
02-01-11	200 000	3	CELGENE CORP	csus	celg	151020104	52 5434	10,508 69	58 88	11,776 00	1,267 31

BIRCH HILL INVESTMENT ADVISORS LLC

TAX COSTS & ACQUISITION DATES

JOHN A. MCNEICE JR. CHARITABLE FOUNDATION

April 30, 2011

Date	Quantity	Lot	Security	Sec Type Code	Security Symbol	Cusip	Adjusted Unit Cost	Total Adjusted Cost	Price	Market Value	Unrealized Gain/Loss
02-23-11	700 000	4	CELGENE CORP	csus	celg	151020104	52 9008	37,030 55	58 88	41,216 00	4,185 45
Sub-Total	1,800 000							98,833 14		105,984 00	7,150 86
CISCO SYSTEMS INC											
11-29-05	2,000 000	1	CISCO SYSTEMS INC	csus	csco	17275r102	17 5350	35,070 00	17 52	35,040 00	-30 00
01-13-06	1,000 000	2	CISCO SYSTEMS INC	csus	csco	17275r102	19 1799	19,179 90	17 52	17,520 00	-1,659 90
12-08-10	1,500 000	3	CISCO SYSTEMS INC	csus	csco	17275r102	19 3860	29,078 95	17 52	26,280 00	-2,798 95
02-17-11	1,000 000	4	CISCO SYSTEMS INC	csus	csco	17275r102	18 6979	18,697 95	17 52	17,520 00	-1,177 95
Sub-Total	5,500 000							102,026 80		96,360 00	-5,666 80
CLOUGH CHINA FUND											
02-24-11	1,709 845	1	CLOUGH CHINA FUND	mfus	chnix	317609717	19 3292	33,049 96	21 30	36,419 70	3,369 74
COLGATE PALMOLIVE											
08-24-06	1,000 000	1	COLGATE PALMOLIVE	csus	cl	194162103	59 2063	59,206 30	84 35	84,350 00	25,143 70
04-15-09	300 000	2	COLGATE PALMOLIVE	csus	cl	194162103	57 6798	17,303 95	84 35	25,305 00	8,001 05
Sub-Total	1,300 000							76,510 25		109,655 00	33,144 75
COMCAST CL A											
04-15-09	2,000 000	1	COMCAST CL A	csus	cmcsa	20030n101	13 8435	27,686 95	26 21	52,420 00	24,733 05
CVS CAREMARK CORP											
11-28-01	1,336 000	2	CVS CAREMARK CORP	csus	cvs	126650100	8 8084	11,768 02	36 22	48,389 92	36,621 90
02-22-02	100 000	3	CVS CAREMARK CORP	csus	cvs	126650100	13 6420	1,364 20	36 22	3,622 00	2,257 80
01-24-03	1,000 000	4	CVS CAREMARK CORP	csus	cvs	126650100	11 9450	11,945 00	36 22	36,220 00	24,275 00
07-29-10	1,000 000	5	CVS CAREMARK CORP	csus	cvs	126650100	31 0089	31,008 95	36 22	36,220 00	5,211 05
08-06-10	400 000	6	CVS CAREMARK CORP	csus	cvs	126650100	29 6074	11,842 95	36 22	14,488 00	2,645 05
Sub-Total	3,836 000							67,929 12		138,939 92	71,010 80
E M C CORP											
09-22-10	1,000 000	1	E M C CORP	csus	emc	268648102	20 7379	20,737 95	28 34	28,340 00	7,602 05
03-31-11	1,000 000	2	E M C CORP	csus	emc	268648102	26 7869	26,786 95	28 34	28,340 00	1,553 05
Sub-Total	2,000 000							47,524 90		56,680 00	9,155 10

BIRCH HILL INVESTMENT ADVISORS LLC
TAX COSTS & ACQUISITION DATES
JOHN A. MCNEICE JR. CHARITABLE FOUNDATION
April 30, 2011

Date	Quantity	Lot	Security	Sec Type Code	Security Symbol	Cusip	Adjusted Unit Cost	Total Adjusted Cost	Price	Market Value	Unrealized Gain/Loss
EATON VANCE CORP											
09-22-10	1,000 000	1	EATON VANCE CORP	csus	ev	278265103	28 7229	28,722 95	33 77	33,770 00	5,047 05
10-15-10	500 000	2	EATON VANCE CORP	csus	ev	278265103	29 6659	14,832 95	33 77	16,885 00	2,052 05
11-10-10	500 000	3	EATON VANCE CORP	csus	ev	278265103	30 8389	15,419 45	33 77	16,885 00	1,465 55
Sub-Total	2,000 000							58,975 35		67,540 00	8,564 65
EDWARDS LIFESCIENCES CORP											
03-09-04	1,400 000	1	EDWARDS LIFESCIENCES CORP	csus	ew	28176e108	15 7195	22,007.30	86 35	120,890 00	98,882 70
ENCANA CORP											
11-28-01	844 000	2	ENCANA CORP	csus	eca	292505104	6 4323	5,428 84	33 53	28,299 32	22,870 48
03-24-09	800 000	3	ENCANA CORP	csus	eca	292505104	23 0876	18,470 11	33 53	26,824 00	8,353 89
01-20-10	1,000 000	4	ENCANA CORP	csus	eca	292505104	33 4141	33,414 15	33 53	33,530 00	115 85
Sub-Total	2,644 000							57,313 10		88,653 32	31,340 22
EXXON MOBIL CORP											
07-07-03	1,000 000	1	EXXON MOBIL CORP	csus	xom	30231g102	36 3600	36,360 00	87 98	87,980 00	51,620 00
10-26-04	100 000	2	EXXON MOBIL CORP	csus	xom	30231g102	48 8200	4,882 00	87 98	8,798 00	3,916 00
Sub-Total	1,100 000							41,242 00		96,778 00	55,536 00
GENERAL ELECTRIC											
03-17-10	4,000 000	6	GENERAL ELECTRIC	csus	ge	369604103	18 1777	72,710 95	20 45	81,800 00	9,089 05
GENTEX CORP											
10-12-07	1,500 000	2	GENTEX CORP	csus	gntx	371901109	21 7826	32,673 95	31 35	47,025 00	14,351 05
02-06-08	500 000	1	GENTEX CORP	csus	gntx	371901109	15 3787	7,689 35	31 35	15,675 00	7,985 65
Sub-Total	2,000 000							40,363 30		62,700 00	22,336 70
GOOGLE INC											
01-22-10	70 000	1	GOOGLE INC	csus	goog	38259p508	562 5630	39,379 41	544 10	38,087 00	-1,292 41
06-30-10	40 000	2	GOOGLE INC	csus	goog	38259p508	457 1337	18,285 35	544 10	21,764 00	3,478 65
09-22-10	40 000	3	GOOGLE INC	csus	goog	38259p508	517 3137	20,692 55	544 10	21,764 00	1,071 45
Sub-Total	150 000							78,357 31		81,615 00	3,257 69
GRAINGER (W W) INC											
07-22-02	300 000	1	GRAINGER (W W) INC	csus	gww	384802104	42 7800	12,834 00	151 60	45,480 00	32,646 00
09-03-02	100 000	2	GRAINGER (W W) INC	csus	gww	384802104	44 2500	4,425 00	151 60	15,160 00	10,735 00
09-23-02	200 000	3	GRAINGER (W W) INC	csus	gww	384802104	41 8600	8,372 00	151 60	30,320 00	21,948 00
Sub-Total	600 000							25,631 00		90,960 00	65,329 00

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IBM CORP											
10-07-98	500 000	1	IBM CORP	csus	ibm	459200101	61.1187	30,559 35	170 58	85,290 00	54,730 65
ISHARES MSCI EAFE GROWTH INDEX											
12-21-09	1,000 000	1	ISHARES MSCI EAFE GROWTH INDEX	csus	efg	464288885	54 9242	54,924 16	66 34	66,340 00	11,415 84
ISHARES MSCI EAFE INDEX FUND											
09-17-09	500 000	3	ISHARES MSCI EAFE INDEX FUND	csus	efa	464287465	55 4169	27,708 45	63 46	31,730 00	4,021 55
10-19-09	700 000	4	ISHARES MSCI EAFE INDEX FUND	csus	efa	464287465	56 6318	39,642 25	63 46	44,422 00	4,779 75
Sub-Total	1,200 000							67,350 70		76,152 00	8,801 30
ISHARES MSCI EMERGING MKTS INDEX FD											
04-15-09	1,000 000	1	ISHARES MSCI EMERGING MKTS INDEX FD	csus	eem	464287234	27 6279	27,627 95	50 00	50,000 00	22,372 05
10-15-10	500 000	2	ISHARES MSCI EMERGING MKTS INDEX FD	csus	eem	464287234	46 7061	23,353 05	50 00	25,000 00	1,646 95
Sub-Total	1,500 000							50,981 00		75,000 00	24,019 00
JOHNSON & JOHNSON											
10-07-98	500 000	1	JOHNSON & JOHNSON	csus	jnj	478160104	39 8375	19,918 75	65 72	32,860 00	12,941 25
MARSH & MCLENNAN COS											
06-30-10	2,000 000	1	MARSH & MCLENNAN COS	csus	mmc	571748102	22 9634	45,926 75	30 28	60,560 00	14,633 25
10-15-10	600 000	2	MARSH & MCLENNAN COS	csus	mmc	571748102	24 0039	14,402 35	30 28	18,168 00	3,765 65
Sub-Total	2,600 000							60,329 10		78,728 00	18,398 90
MC CORMICK & CO											
11-10-10	1,500 000	1	MC CORMICK & CO	csus	mkc	579780206	44 3910	66,586 45	49 12	73,680 00	7,093 55
MICROSOFT CORP											
09-30-98	1,600 000	1	MICROSOFT CORP	csus	msft	594918104	27 7305	44,368 80	25 92	41,472 00	-2,896 80
11-20-98	800 000	2	MICROSOFT CORP	csus	msft	594918104	27 8906	22,312 48	25 92	20,736 00	-1,576 48
07-29-02	600 000	3	MICROSOFT CORP	csus	msft	594918104	23 4600	14,076 00	25 92	15,552 00	1,476 00
11-14-03	1,000 000	4	MICROSOFT CORP	csus	msft	594918104	25 7800	25,780 00	25 92	25,920 00	140 00
Sub-Total	4,000 000							106,537 28		103,680 00	-2,857 28

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ORACLE CORP											
08-11-05	2,000 000	1	ORACLE CORP	csus	orcl	68389x105	13 3388	26,677 60	35 96	71,920 00	45,242 40
09-27-05	1,000 000	2	ORACLE CORP	csus	orcl	68389x105	12 3899	12,389 90	35 96	35,960 00	23,570 10
01-13-06	1,000 000	3	ORACLE CORP	csus	orcl	68389x105	12 4899	12,489 90	35 96	35,960 00	23,470 10
Sub-Total	4,000 000							51,557 40		143,840 00	92,282 60
PEPSICO INC											
06-19-08	700 000	1	PEPSICO INC	csus	pep	713448108	65 4933	45,845 34	68 89	48,223 00	2,377 65
04-15-09	300 000	2	PEPSICO INC	csus	pep	713448108	50.6598	15,197 95	68 89	20,667 00	5,469 05
09-17-09	500 000	3	PEPSICO INC	csus	pep	713448108	58 8769	29,438 45	68 89	34,445 00	5,006 55
Sub-Total	1,500 000							90,481 74		103,335 00	12,853 25
SANOFI CVR											
04-08-11	200 000	2	SANOFI CVR	csus	gcvrz	80105n113	2 3540	470 80	2 48	496 00	25 20
04-08-11	1,300 000	1	SANOFI CVR	csus	gcvrz	80105n113	2 3540	3,060 20	2 48	3,224 00	163 80
Sub-Total	1,500 000							3,531 00		3,720 00	189 00
SCHLUMBERGER LTD											
04-11-08	1,000 000	1	SCHLUMBERGER LTD	csus	slb	806857108	91 0711	91,071 15	89 75	89,750 00	-1,321 15
04-15-09	300 000	2	SCHLUMBERGER LTD	csus	slb	806857108	44 0498	13,214 95	89 75	26,925 00	13,710 05
09-17-09	400 000	3	SCHLUMBERGER LTD	csus	slb	806857108	61 7014	24,680 55	89 75	35,900 00	11,219 45
Sub-Total	1,700 000							128,966 65		152,575 00	23,608 35
SPDR S&P EMERGING ASIA PACIFIC ETF											
03-17-11	400 000	1	SPDR S&P EMERGING ASIA PACIFIC ETF	csus	gmf	78463x301	79 8209	31,928 35	88 39	35,356 00	3,427 65
TJX COMPANIES INC											
03-09-11	700 000	1	TJX COMPANIES INC	csus	tjx	872540109	49 6611	34,762 76	53 62	37,534 00	2,771 24
UNITED PARCEL SERVICE INC											
09-04-07	1,000 000	2	UNITED PARCEL SERVICE INC	csus	ups	911312106	76 2079	76,207 95	74 97	74,970 00	-1,237 95
06-02-09	300 000	1	UNITED PARCEL SERVICE INC	csus	ups	911312106	53 0288	15,908 65	74 97	22,491 00	6,582 35
Sub-Total	1,300 000							92,116 60		97,461 00	5,344 40

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UNITED TECHNOLOGIES CORP											
10-07-98	1,300 000	1	UNITED TECHNOLOGIES CORP	csus	utx	913017109	19 2937	25,081 81	89 58	116,454 00	91,372 19
VODAFONE GROUP PLC ADR											
01-13-11	1,500 000	1	VODAFONE GROUP PLC ADR	csus	vod	92857w209	27 4040	41,105 95	29.12	43,680 00	2,574 05
WASTE MANAGEMENT INC											
06-16-04	2,000 000	1	WASTE MANAGEMENT INC	csus	wm	941061109	29 6800	59,360 00	39 46	78,920 00	19,560 00
08-17-04	1,000 000	2	WASTE MANAGEMENT INC	csus	wm	941061109	27 9000	27,900 00	39 46	39,460 00	11,560 00
01-13-11	500 000	3	WASTE MANAGEMENT INC	csus	wm	941061109	36 3639	18,181 95	39 46	19,730 00	1,548 05
Sub-Total	3,500 000							105,441 95		138,110 00	32,668 05
ZIMMER HOLDINGS INC											
05-10-06	400 000	1	ZIMMER HOLDINGS INC	csus	zmh	98956p102	62 6953	25,078 12	65 25	26,100 00	1,021 88
12-10-07	100 000	2	ZIMMER HOLDINGS INC	csus	zmh	98956p102	69 2849	6,928 49	65 25	6,525 00	-403 49
02-18-09	1,000 000	3	ZIMMER HOLDINGS INC	csus	zmh	98956p102	39 4059	39,405 95	65 25	65,250 00	25,844 05
03-17-10	500 000	4	ZIMMER HOLDINGS INC	csus	zmh	98956p102	57 8739	28,936 95	65 25	32,625 00	3,688 05
Sub-Total	2,000 000							100,349 51		130,500 00	30,150 49
	70,539 845							2,311,683 46		3,312,867 94	1,001,184 48
Fixed Income											
AT&T INC											
12-12-08	100,000 000	1	AT&T INC 6 700% Due 11-15-13	cbus	00206rap7	00206rap7	102 5452	102,545 20	112 74	112,743 30	10,198 10
BERKSHIRE HATHAWAY											
04-15-09	100,000 000	1	BERKSHIRE HATHAWAY 4 600% Due 05-15-13	cbus	084664bd2	084664bd2	102 8650	102,865 00	107 14	107,143 90	4,278 90
CONOCOPHILLIPS											
02-04-09	100,000 000	1	CONOCOPHILLIPS 4 750% Due 02-01-14	cbus	20825cas3	20825cas3	101 5070	101,507 00	109 07	109,066 30	7,559 30

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FEDERAL FARM CR BKS											
10-17-07	100,000 000	1	FEDERAL FARM CR BKS 4.930% Due 09-04-12	gaus	31331x2j0	31331x2j0	101 0370	101,037 00	106 05	106,046 40	5,009 40
FEDERAL FARM CR BKS CONS											
07-17-06	100,000 000	1	FEDERAL FARM CR BKS CONS 5 570% Due 11-23-16	gaus	31331va22	31331va22	100 3900	100,390 00	115 86	115,855 20	15,465 20
FEDERAL HOME LN BKS											
11-06-07	100,000 000	1	FEDERAL HOME LN BKS 4 875% Due 12-14-12	gaus	3133xdtb7	3133xdtb7	101 5620	101,562 00	106 94	106,939 00	5,377 00
02-24-10	100,000 000	1	FEDERAL HOME LN BKS 3 250% Due 09-12-14	gaus	3133xumr1	3133xumr1	103 5100	103,510 00	106 03	106,026 00	2,516 00
11-05-07	100,000 000	1	FEDERAL HOME LN BKS 5 000% Due 12-11-15	gaus	3133xdtc5	3133xdtc5	101 2790	101,279 00	112 83	112,827 70	11,548 70
Sub-Total	300,000 000							306,351 00		325,792 70	19,441 70
IBM CORP											
10-14-08	100,000 000	1	IBM CORP 6 500% Due 10-15-13	cbus	459200gn5	459200gn5	101.1660	101,166 00	112 98	112,980 10	11,814 10
KIMBERLY CLARK CORP											
07-24-06	100,000 000	1	KIMBERLY CLARK CORP 4 875% Due 08-15-15	cbus	494368ay9	494368ay9	94 8650	94,865 00	110 62	110,616 20	15,751 20
MEDTRONIC INC											
04-15-09	100,000 000	1	MEDTRONIC INC 4 500% Due 03-15-14	cbus	585055ap1	585055ap1	103 9850	103,985 00	108 68	108,675 10	4,690 10
PFIZER INC											
12-18-09	100,000 000	1	PFIZER INC 5 350% Due 03-15-15	cbus	717081da8	717081da8	111 3300	111,330 00	112 60	112,599 70	1,269 70

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PROCTER & GAMBLE CO											
02-12-09	100,000 000	1	PROCTER & GAMBLE CO 3 500% Due 02-15-15	cbus	742718dm8	742718dm8	101 2850	101,285 00	106 04	106,040 10	4,755 10
UNITED STATES TREAS NTS											
08-17-05	250,000 000	1	UNITED STATES TREAS NTS 4 250% Due 08-15-15	gbus	912828ee6	912828ee6	100 0768	250,192 00	110 86	277,148 50	26,956 50
WAL-MART STORES INC											
02-12-09	100,000 000	1	WAL-MART STORES INC 3 000% Due 02-03-14	cbus	931142cn1	931142cn1	100 1900	100,190 00	105 19	105,186 10	4,996 10
	1,650,000 000							1,677,708 20		1,809,893 60	132,185 40
								4,241,682.62		**5,375,052.50**	**1,133,369.88**

Clients are encouraged to compare this report with the account statement received from the qualified custodian that holds the account assets The official record is the statement produced by the qualified custodian