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 06/01 **, 2010, and ending** 05/31, 20 11

POSTMARK DATE JUL 13 2011

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

JOSEPH W MARTIN TRUST C/O DOUGLAS M. DOMINA

A Employer identification number 05-6011809

Number and street (or P O box number if mail is not delivered to street address) 393 MARKET STREET

Room/suite

B Telephone number (see page 10 of the instructions) ( ) -

City or town, state, and ZIP code WARREN, RI 02885

C If exemption application is pending, check here ▶ [ ]
D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,044,215.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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	7.	7.		STMT 1
	4 Dividends and interest from securities	69,849.	69,849.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	143,309.			
	b Gross sales price for all assets on line 6a 1,092,319.				
	7 Capital gain net income (from Part IV, line 2)		143,309.		
	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	213,165.	213,165.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,500.	NONE		2,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 5	800.	NONE	NONE	800.
	c Other professional fees (attach schedule) STMT 6	17,783.	10,670.		7,113.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 7	3,356.	647.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 8	153,147.			153,147.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	177,586.	11,317.	NONE	163,560.
	25 Contributions, gifts, grants paid	23,774.			23,774.
	26 **Total expenses and disbursements** Add lines 24 and 25	201,360.	11,317.	NONE	187,334.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	11,805.			
	b **Net investment income** (if negative, enter -0-)		201,848.		
	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
Assets 1	Cash - non-interest-bearing	18,710.	13,523.	13,523.
2	Savings and temporary cash investments	70,803.	56,100.	56,100.
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) ▶ *		* NONE	
	Less: allowance for doubtful accounts ▶		NONE	NONE
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U.S and state government obligations (attach schedule)		218,957.	251,971.
b	Investments - corporate stock (attach schedule)		1,670,258.	2,029,988.
c	Investments - corporate bonds (attach schedule)		151,864.	163,033.
11	Investments - land, buildings, and equipment basis ▶ NONE			
	Less: accumulated depreciation (attach schedule) ▶		NONE	
12	Investments - mortgage loans		NONE	
13	Investments - other (attach schedule)	2,009,438.	NONE	NONE
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ STMT 9)	33,174.	33,174.	529,600.
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,132,125.	2,143,876.	3,044,215.
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	2,132,125.	2,143,876.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds		NONE	
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,132,125.	2,143,876.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,132,125.	2,143,876.	

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	2,132,125.
2	Enter amount from Part I, line 27a	2	11,805.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,143,930.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	54.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,143,876.

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** 143,309.

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	141,691.	2,249,337.	0.06299233952
2008	100,784.	2,154,124.	0.04678653597
2007	218,077.	2,759,278.	0.07903408065
2006	194,940.	3,058,654.	0.06373391695
2005	168,613.	2,979,974.	0.05658203729

2	**Total** of line 1, column (d)	2	0.30912891038
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	0.06182578208
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,345,680.
5	Multiply line 4 by line 3	5	145,024.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,018.
7	Add lines 5 and 6	7	147,042.
8	Enter qualifying distributions from Part XII, line 4	8	187,334.

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	2,018.
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	2,018.
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	2,018.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 2,000.		
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	2,000.
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	18.
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 11			
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 ▶ PRIVATE BANK TAX SERVICES Telephone no ▶ (401)278-6825
Located at ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 ▶ 02901-1802

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		
	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)*

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** No: 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 12		2,500.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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	2,319,843.
b	Average of monthly cash balances	1b	61,558.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,381,401.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,381,401.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	35,721.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,345,680.
6	**Minimum investment return.** Enter 5% of line 5	6	117,284.

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	117,284.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,018.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,018.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	115,266.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	115,266.
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	115,266.

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	187,334.
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	187,334.
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	2,018.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	185,316.

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				115,266.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			52,127.	
b Total for prior years 20____,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: ▶ $ 187,334.				
a Applied to 2009, but not more than line 2a			52,127.	
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				115,266.
e Remaining amount distributed out of corpus	19,941.			
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	19,941.			
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				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	19,941.			
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 ... 19,941.				

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).)

N/A

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 ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 15				
Total . . . . ▶ 3a				23,774.
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			14	7.	
4 Dividends and interest from securities			14	69,849.	
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	143,309.	
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)				213,165.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 213,165.

(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 of officer or trustee: [signature] Date: 7/1/11 Title: Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Robert W Huber	[signature]	6/20/11		P01223341

Firm's name ▶ BANK OF AMERICA, N.A. Firm's EIN ▶ 94-1687665

Firm's address ▶ P O BOX 1802 PROVIDENCE, RI 02901-1802 Phone no

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CHECKING ACCOUNT INTEREST	6.	6.
SAVINGS ACCOUNT INTEREST	1.	1.
TOTAL	7.	7.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	1,177.	1,177.
ABBOTT LABORATORIES	686.	686.
ALLERGAN INCORPORATED	40.	40.
AMPHENOL CORP NEW CL A	7.	7.
APACHE CORPORATION	102.	102.
AUTOLIV INC	64.	64.
AVON PRODUCTS INC	484.	484.
CELANESE CORP DEL SER A COM	50.	50.
CHEVRONTEXACO CORP COM	752.	752.
CLOROX COMPANY	154.	154.
COLUMBIA ACORN FUND CLASS Z SHARES	141.	141.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	2,300.	2,300.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	431.	431.
COLUMBIA SHORT TERM BOND FUND CLASS Z SH	3,016.	3,016.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	3,031.	3,031.
COLUMBIA MARSICO INT'L OPPORTUNITIES FD	1,078.	1,078.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	112.	112.
COLUMBIA CORE BOND FUND CLASS Z SHARES	1,196.	1,196.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	427.	427.
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z	144.	144.
DISNEY WALT CO	108.	108.
DISCOVER FINL SVCS COM	88.	88.
DOVER CORPORATION	141.	141.
EOG RESOURCES INC	9.	9.
EXELON CORP COM	357.	357.
FEDERAL HOME LN BKS CONS BD	2,313.	2,313.
FIFTH THIRD BANCORP COM	89.	89.
FLOWSERVE CORP	65.	65.
GANNETT CO INC	109.	109.
GENERAL ELEC CO	96.	96.
GENERAL ELEC CO 01/28/2003 5% 02/01/2013	2,500.	2,500.
GENERAL MILLS INC	246.	246.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS GROUP INC	172.	172.
HARBOR INTERNATIONAL FUND INSTL CL	956.	956.
HEWLETT PACKARD CO COM	146.	146.
INTERNATIONAL BUSINESS MACHS	494.	494.
IBM CORP DEB	3,750.	3,750.
IBM CORP 11/27/2002 4.75% 11/29/2012	3,563.	3,563.
J P MORGAN CHASE & CO COM	229.	229.
JOY GLOBAL INC 00	10.	10.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	1,945.	1,945.
LOWES COMPANIES INCORPORATED	143.	143.
MCKESSON HBOC INC	140.	140.
MICROSOFT CORPORATION	679.	679.
MURPHY OIL CORP COM	54.	54.
NORDSTROM INCORPORATED	298.	298.
OCCIDENTAL PETROLEUM CORPORATION	443.	443.
OLD MUTUAL TS&W MID CAP VALUE FUND CL I	411.	411.
PIMCO TOTAL RETURN FUND INSTL	6,277.	6,277.
PNC BK CORP	74.	74.
PACKAGING CORP OF AMERICA	231.	231.
PARKER HANNIFIN CORPORATION	245.	245.
PEPSICO INCORPORATED	300.	300.
PFIZER INC	306.	306.
PHILIP MORRIS INTL INC COM	1,361.	1,361.
PIMCO FOREIGN BOND FUND UNHEDGED INSTL C	1,595.	1,595.
PIMCO COMMODITY REALRETURN STRATEGY FUND	8,181.	8,181.
PRICE T ROWE GROUP INC COM	235.	235.
PROCTER & GAMBLE CO COM	844.	844.
PRUDENTIAL FINL INC COM	293.	293.
QEP RES INC COM	20.	20.
QUESTAR CORP	257.	257.
RIO TINTO PLC SPONSORED ADR	277.	277.
SCHLUMBERGER LIMITED	81.	81.
SEMPRA ENERGY	363.	363.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STAPLES INCORPORATED	180.	180.
TJX COMPANIES INCORPORATED NEW	140.	140.
TARGET CORP	176.	176.
TEXAS INSTRS INC	331.	331.
US BANCORP DEL COM NEW	56.	56.
UNITED PARCEL SERVICE CL B	356.	356.
UNITED STATES TREAS BOND DTD 05/15/86 7.	3,625.	3,625.
US TREASURY BONDS 7.50% 11/15/16	3,000.	3,000.
UNITED STATES TREAS NTS DTD 05/15/04	3,563.	3,563.
UNITED TECHNOLOGIES CORP	763.	763.
WACHOVIA CORP GLOBAL MEDIUM TERM 4.375%	1,094.	1,094.
WELLS FARGO COMPANY	203.	203.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	85.	85.
AXIS CAPITAL HOLDINGS LTD COM	34.	34.
TYCO INTL LTD NEW F COM	357.	357.
TOTAL	69,849.	69,849.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVT MGT FEES	17,783.	10,670.	7,113.
TOTALS	17,783.	10,670.	7,113.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX - BALANCE DUE	707.	
EXCISE TAX - ESTIMATES	2,000.	
FOREIGN TAXES	647.	647.
INCOME TAX W/H	2.	
TOTALS	3,356.	647.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
BLDG & GROUND MAINT	118,143.	118,143.
UTILITIES	9,330.	9,330.
PROPERTY TAX	8,749.	8,749.
ARCHITECTURAL SERVICES	10,950.	10,950.
INSURANCE	4,219.	4,219.
TRASH REMOVAL	1,695.	1,695.
RI AG FILING FEE	50.	50.
BANK FEES	11.	11.
TOTALS	153,147.	153,147.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
REAL ESTATE		33,174.	33,174.	529,600.
	TOTALS	33,174.	33,174.	529,600.

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

DESCRIPTION	AMOUNT
ADJ CARRYING VALUE	54.
TOTAL	54.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
RI

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

OFFICER NAME:
DOUGLAS DOMINA
ADDRESS:
393 MARKET ST
WARREN, RI 02885
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 1,500.

OFFICER NAME:
SANDRA AYERS
ADDRESS:
30 LAUREL LANE
WARREN, RI 02885
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 1,000.

TOTAL COMPENSATION: 2,500.

FORM 990PF, PART XV - LINES 2a - 2d

===================================

RECIPIENT NAME:
  DOUGLAS M. DOMINA
ADDRESS:
  393 MARKET STREET
  WARREN, RI 02895
FORM, INFORMATION AND MATERIALS:
  (1) THE PURPOSE OF THE FUNDS, AND (2) A STATEMENT THAT
  THE FUNDS WILL BE USED FOR THE NEEDY OF WARREN, RI
SUBMISSION DEADLINES:
  THE FUNDS ARE DISTRIBUTED ANNUALLY, EVERY JULY.
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  THE FUNDS MUST BE USED FOR THE NEEDY OF WARREN, RI

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

RECIPIENT NAME:
EAST BAY COMMUNITY ACTION PROGRAM
PROGRAM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR THE NEEDY OF WARREN, RI
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
ST VINCENT DEPAUL SOCIETY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR THE NEEDY OF WARREN, RI
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
TOWN OF WARREN-FIRE DEPT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR THE NEEDY OF WARREN, RI
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 824.

RECIPIENT NAME:
TOWN OF WARREN-SOCIAL
SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR THE NEEDY OF WARREN, RI
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 1,650.

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

RECIPIENT NAME:
BAPTIST CHURCH OF WARREN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR THE NEEDY OF WARREN, RI
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
WE SHARE HOPE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR THE NEEDY OF WARREN, RI
AMOUNT OF GRANT PAID .... 2,300.

TOTAL GRANTS PAID: 23,774.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2010

Name of estate or trust: JOSEPH W MARTIN TRUST C/O DOUGLAS M. DOMINA

Employer identification number: 05-6011809

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	38,254.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	38,254.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			4,320.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	100,735.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	105,055.

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

Part III Summary of Parts I and II **Caution:** *Read the instructions **before** completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			38,254.
14 **Net long-term gain or (loss):**				
a Total for year	14a			105,055.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			143,309.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: JOSEPH W MARTIN TRUST C/O DOUGLAS M. DOMINA

Employer identification number: 05-6011809

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 265. ISHARES MSCI EMERGING MKTS INDEX FUND	12/18/2009	06/03/2010	10,247.00	10,640.00	-393.00
185. NOBLE CORP COM	12/18/2009	06/03/2010	5,088.00	7,574.00	-2,486.00
225. AMPHENOL CORP NEW CL A	12/18/2009	09/14/2010	10,576.00	9,685.00	891.00
1285.971 COLUMBIA MID CAP VALUE FUND CLASS Z SHARES	12/22/2009	09/14/2010	14,994.00	14,300.00	694.00
2308.403 COLUMBIA CORE BOND FUND CLASS Z SHARES	06/03/2010	09/14/2010	25,693.00	25,000.00	693.00
2347.418 COLUMBIA CORE BOND FUND CLASS Z SHARES	12/22/2009	09/14/2010	26,127.00	25,000.00	1,127.00
330. DISCOVER FINL SVCS COM	12/18/2009	09/14/2010	5,194.00	4,882.00	312.00
150. DIRECTV CL A COM	12/18/2009	09/14/2010	6,050.00	4,965.00	1,085.00
60. EOG RESOURCES INC	12/18/2009	09/14/2010	5,503.00	5,573.00	-70.00
335. PRINCIPAL FINL GROUP INC COM	12/18/2009	09/14/2010	8,671.00	7,910.00	761.00
145. PROCTER & GAMBLE CO COM	05/21/2010	09/14/2010	8,766.00	8,878.00	-112.00
140. AXIS CAPITAL HOLDINGS LTD COM	12/18/2009	09/14/2010	4,447.00	3,910.00	537.00
140. NABORS INDUSTRIES INC COM	12/18/2009	09/14/2010	2,438.00	3,039.00	-601.00
500. COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES	06/03/2010	09/30/2010	5,000.00	4,960.00	40.00
862.069 PIMCO TOTAL RETURN FUND INSTL	09/14/2010	09/30/2010	10,000.00	9,922.00	78.00
130. GENERAL MILLS INC	06/03/2010	11/04/2010	4,798.00	4,873.00	-75.00
310. GENERAL MILLS INC	05/21/2010	11/04/2010	11,440.00	11,012.00	428.00
35. ALLERGAN INCORPORATED	11/04/2010	11/19/2010	2,401.00	2,559.00	-158.00
25. APACHE CORPORATION	12/18/2009	11/19/2010	2,712.00	2,499.00	213.00
10. APPLE COMPUTER INCORPORATED	05/21/2010	11/19/2010	3,068.00	2,394.00	674.00
120. CHEVRONTEXACO CORP COM	12/18/2009	11/19/2010	10,002.00	9,222.00	780.00
140. CLOROX COMPANY	05/21/2010	11/19/2010	8,762.00	8,751.00	11.00
429.767 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES	12/22/2009	11/19/2010	19,000.00	16,185.00	2,815.00
447.658 COLUMBIA SMALL CAP GROWTH I FUND CLASS Z SHARE	12/18/2009	11/19/2010	13,000.00	10,462.00	2,538.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: JOSEPH W MARTIN TRUST C/O DOUGLAS M. DOMINA

Employer identification number: 05-6011809

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

(a) Description of property (Example. 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 110. E M C CORP MASS	12/18/2009	11/19/2010	2,402.00	1,884.00	518.00
120. LOWES COMPANIES INCORPORATED	05/21/2010	11/19/2010	2,642.00	2,878.00	-236.00
530. LOWES COMPANIES INCORPORATED	12/18/2009	11/19/2010	11,668.00	12,474.00	-806.00
50. NORDSTROM INCORPORATED	12/18/2009	11/19/2010	2,103.00	1,735.00	368.00
35. OCCIDENTAL PETROLEUM CORPORATION	06/03/2010	11/19/2010	3,045.00	2,830.00	215.00
60. PHILIP MORRIS INTL INC COM	12/18/2009	11/19/2010	3,577.00	2,910.00	667.00
250. WELLS FARGO COMPANY	12/18/2009	11/19/2010	6,861.00	6,649.00	212.00
60. AUTOLIV INC	11/19/2010	02/02/2011	4,498.00	4,484.00	14.00
520. GANNETT CO INC	05/21/2010	02/02/2011	8,281.00	7,522.00	759.00
210. AKAMAI TECHNOLOGIES INC	09/14/2010	03/25/2011	8,136.00	10,763.00	-2,627.00
70. ALPHA NATURAL RESOURCES INC COM	09/14/2010	03/25/2011	4,222.00	2,840.00	1,382.00
100. ALPHA NATURAL RESOURCES INC COM	05/21/2010	03/25/2011	6,031.00	3,507.00	2,524.00
60. ALPHA NATURAL RESOURCES INC COM	06/03/2010	03/25/2011	3,619.00	2,101.00	1,518.00
165. AMERICAN TOWER SYSTEMS CORP CL A	05/21/2010	03/25/2011	8,180.00	6,584.00	1,596.00
100. AMGEN INC	11/19/2010	03/25/2011	5,360.00	5,499.00	-139.00
130. CELGENE CORP	02/02/2011	03/25/2011	7,221.00	6,814.00	407.00
185. FAIRCHILD SEMICON INTL CL A	02/02/2011	03/25/2011	3,475.00	3,416.00	59.00
550. FORD MTR CO DEL COM	02/02/2011	03/25/2011	8,236.00	8,554.00	-318.00
70. GANNETT CO INC	05/21/2010	03/25/2011	1,049.00	1,013.00	36.00
445. GANNETT CO INC	09/14/2010	03/25/2011	6,667.00	5,937.00	730.00
25. GOOGLE INC CL A	02/02/2011	03/25/2011	14,598.00	15,346.00	-748.00
5. GOOGLE INC CL A	11/19/2010	03/25/2011	2,920.00	2,966.00	-46.00
35. INTERCONTINENTALEXCHAN GE	11/04/2010	03/25/2011	4,476.00	3,973.00	503.00
50. INTERCONTINENTALEXCHAN GE	09/14/2010	03/25/2011	6,394.00	5,366.00	1,028.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: JOSEPH W MARTIN TRUST C/O DOUGLAS M. DOMINA

Employer identification number: 05-6011809

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 55. JOY GLOBAL INC 00	02/02/2011	03/25/2011	5,336.00	4,960.00	376.00
55. MEDCO HEALTH SOLUTIONS INC	05/21/2010	03/25/2011	2,950.00	3,058.00	-108.00
125. OCEANEERING INTL INC COM	02/02/2011	03/25/2011	10,940.00	9,760.00	1,180.00
7364.439 OLD MUTUAL TS&W MID CAP VALUE FUND CL I	09/14/2010	03/25/2011	68,416.00	58,400.00	10,016.00
90. POTASH CORP SASK INC	02/02/2011	03/25/2011	5,192.00	5,523.00	-331.00
110. QEP RES INC COM	11/19/2010	03/25/2011	4,604.00	3,801.00	803.00
260. QEP RES INC COM	05/21/2010	03/25/2011	10,883.00	7,638.00	3,245.00
75. RIO TINTO PLC SPONSORED ADR	06/03/2010	03/25/2011	5,168.00	3,440.00	1,728.00
95. RIO TINTO PLC SPONSORED ADR	05/21/2010	03/25/2011	6,546.00	3,960.00	2,586.00
220. WELLS FARGO COMPANY	09/14/2010	03/25/2011	7,071.00	5,710.00	1,361.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 38,254.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
JOSEPH W MARTIN TRUST C/O DOUGLAS M. DOMINA	05-6011809

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 50000. WACHOVIA CORP GLOBAL MEDIUM TERM 4.375%	02/28/2008	06/01/2010	50,000.00	51,135.00	-1,135.00
135. ADOBE SYS INC	12/31/2008	06/03/2010	4,420.00	2,888.00	1,532.00
600. ISHARES MSCI EMERGING MKTS INDEX FUND	06/26/2008	06/03/2010	23,202.00	26,988.00	-3,786.00
65. PEPSICO INCORPORATED	09/09/1998	06/03/2010	4,106.00	2,027.00	2,079.00
165. US BANCORP DEL COM NEW	04/24/2008	06/03/2010	3,872.00	5,685.00	-1,813.00
130. US BANCORP DEL COM NEW	12/16/2005	06/03/2010	3,051.00	4,018.00	-967.00
799.551 COLUMBIA MID CAP VALUE FUND CLASS Z SHARES	07/30/2003	09/14/2010	9,323.00	10,000.00	-677.00
323.689 COLUMBIA MID CAP VALUE FUND CLASS Z SHARES	06/20/2003	09/14/2010	3,774.00	4,000.00	-226.00
560.355 COLUMBIA MID CAP VALUE FUND CLASS Z SHARES	02/25/2003	09/14/2010	6,534.00	6,000.00	534.00
962.406 COLUMBIA MID CAP VALUE FUND CLASS Z SHARES	10/10/2002	09/14/2010	11,222.00	10,000.00	1,222.00
2453.988 COLUMBIA MID CAP VALUE FUND CLASS Z SHARES	01/13/2009	09/14/2010	28,614.00	20,000.00	8,614.00
2694.246 COLUMBIA CORE BOND FUND CLASS Z SHARES	12/20/2002	09/14/2010	29,987.00	30,000.00	-13.00
1856.439 COLUMBIA CORE BOND FUND CLASS Z SHARES	01/05/2005	09/14/2010	20,662.00	20,000.00	662.00
55. GILEAD SCIENCES INC	06/26/2008	09/14/2010	1,890.00	2,948.00	-1,058.00
65. GILEAD SCIENCES INC	12/31/2008	09/14/2010	2,234.00	3,328.00	-1,094.00
210. SOUTHWESTERN ENERGY CO	04/24/2008	09/14/2010	6,899.00	7,969.00	-1,070.00
20. AXIS CAPITAL HOLDINGS LTD COM	12/31/2008	09/14/2010	635.00	576.00	59.00
4.58 COLUMBIA ACORN INTERNATIONAL FUND CL Z	11/04/2005	09/30/2010	174.00	147.00	27.00
970.246 COLUMBIA ACORN INTERNATIONAL FUND CL Z	03/14/2005	09/30/2010	36,869.00	30,000.00	6,869.00
25.174 COLUMBIA ACORN INTERNATIONAL FUND CL Z	01/12/2004	09/30/2010	957.00	589.00	368.00
2247.191 COLUMBIA HIGH INCOME FUND CLASS Z SHARES	12/20/2007	09/30/2010	18,000.00	19,461.00	-1,461.00
75. AT&T INC	12/16/2005	11/19/2010	2,114.00	1,874.00	240.00
45. ABBOTT LABORATORIES	12/31/2008	11/19/2010	2,126.00	2,408.00	-282.00
190. CISCO SYSTEMS INCORPORATED	12/29/1994	11/19/2010	3,727.00	368.00	3,359.00
520.111 COLUMBIA ACORN FUND CLASS Z SHARES	12/20/2002	11/19/2010	15,000.00	8,098.00	6,902.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
JOSEPH W MARTIN TRUST C/O DOUGLAS M. DOMINA	05-6011809

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 330.452 COLUMBIA ACORN INTERNATIONAL FUND CL Z	01/12/2004	11/19/2010	13,000.00	7,733.00	5,267.00
5. E M C CORP MASS	01/13/2009	11/19/2010	109.00	57.00	52.00
435. GENERAL ELEC CO	01/11/1957	11/19/2010	7,014.00	262.00	6,752.00
15. GOLDMAN SACHS GROUP INC	12/31/2008	11/19/2010	2,495.00	1,265.00	1,230.00
30. HEWLETT PACKARD CO COM	12/31/2008	11/19/2010	1,260.00	1,102.00	158.00
20. HEWLETT PACKARD CO COM	01/13/2009	11/19/2010	840.00	726.00	114.00
20. INTERNATIONAL BUSINESS MACHS	04/02/2007	11/19/2010	2,895.00	1,889.00	1,006.00
65. J P MORGAN CHASE & CO COM	12/08/2006	11/19/2010	2,563.00	3,030.00	-467.00
90. LABORATORY CORP AMER HLDGS COM NEW	04/02/2007	11/19/2010	7,474.00	6,522.00	952.00
105. MICROSOFT CORPORATION	10/23/2002	11/19/2010	2,698.00	2,450.00	248.00
20. MICROSOFT CORPORATION	10/10/2002	11/19/2010	514.00	456.00	58.00
30. RIO TINTO PLC SPONSORED ADR	12/08/2006	11/19/2010	2,039.00	1,628.00	411.00
70. TEXAS INSTRS INC	12/31/2008	11/19/2010	2,228.00	1,090.00	1,138.00
15. UNITED TECHNOLOGIES CORP	12/29/2005	11/19/2010	1,127.00	841.00	286.00
30. UNITED TECHNOLOGIES CORP	07/18/2003	11/19/2010	2,255.00	1,113.00	1,142.00
5. ABBOTT LABORATORIES	12/31/2008	02/02/2011	227.00	268.00	-41.00
55. ABBOTT LABORATORIES	12/08/2006	02/02/2011	2,501.00	2,651.00	-150.00
70. AMGEN INC	12/31/2008	02/02/2011	3,871.00	4,053.00	-182.00
125. CELANESE CORP DEL SER A COM	12/18/2009	02/02/2011	5,473.00	4,048.00	1,425.00
185. CHEVRONTEXACO CORP COM	12/18/2009	02/02/2011	17,821.00	14,218.00	3,603.00
450. CISCO SYSTEMS INCORPORATED	12/29/1994	02/02/2011	9,722.00	872.00	8,850.00
110. E M C CORP MASS	01/13/2009	02/02/2011	2,790.00	1,247.00	1,543.00
40. FLOWSERVE CORP	12/18/2009	02/02/2011	5,117.00	3,812.00	1,305.00
35. LABORATORY CORP AMER HLDGS COM NEW	04/02/2007	02/02/2011	3,113.00	2,536.00	577.00
40. LABORATORY CORP AMER HLDGS COM NEW	12/31/2008	02/02/2011	3,558.00	2,575.00	983.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side	Employer identification number
JOSEPH W MARTIN TRUST C/O DOUGLAS M. DOMINA	05-6011809

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 155. NAVISTAR INTERNATIONAL CORP NEW	12/18/2009	02/02/2011	9,667.00	5,385.00	4,282.00
305. NORDSTROM INCORPORATED	12/18/2009	02/02/2011	12,250.00	10,585.00	1,665.00
55. RIO TINTO PLC SPONSORED ADR	12/08/2006	02/02/2011	4,030.00	2,984.00	1,046.00
270. US BANCORP DEL COM NEW	12/16/2005	02/02/2011	7,388.00	8,346.00	-958.00
105. US BANCORP DEL COM NEW	12/18/2009	02/02/2011	2,873.00	2,315.00	558.00
255. NABORS INDUSTRIES INC COM	12/18/2009	02/02/2011	6,412.00	5,535.00	877.00
60. AMGEN INC	12/31/2008	03/25/2011	3,216.00	3,474.00	-258.00
20. AMGEN INC	01/13/2009	03/25/2011	1,072.00	1,150.00	-78.00
210. APACHE CORPORATION	12/18/2009	03/25/2011	26,588.00	20,990.00	5,598.00
210. CELANESE CORP DEL SER A COM	12/18/2009	03/25/2011	9,139.00	6,801.00	2,338.00
110. E M C CORP MASS	01/13/2009	03/25/2011	3,000.00	1,247.00	1,753.00
755. E M C CORP MASS	12/31/2008	03/25/2011	20,592.00	7,954.00	12,638.00
170. EXELON CORP COM	12/16/2005	03/25/2011	6,923.00	9,472.00	-2,549.00
35. FLOWSERVE CORP	12/18/2009	03/25/2011	4,415.00	3,336.00	1,079.00
100. GOLDMAN SACHS GROUP INC	12/31/2008	03/25/2011	15,826.00	8,436.00	7,390.00
15. GOLDMAN SACHS GROUP INC	01/13/2009	03/25/2011	2,374.00	1,159.00	1,215.00
130. MEDCO HEALTH SOLUTIONS INC	12/18/2009	03/25/2011	6,972.00	8,193.00	-1,221.00
780. MYLAN LABS INC	12/18/2009	03/25/2011	17,471.00	14,495.00	2,976.00
180. PNC BK CORP	12/18/2009	03/25/2011	11,171.00	9,663.00	1,508.00
65. PNC BK CORP	12/31/2008	03/25/2011	4,034.00	3,126.00	908.00
55. RIO TINTO PLC SPONSORED ADR	12/08/2006	03/25/2011	3,790.00	2,984.00	806.00
150. THERMO ELECTRON CORP	06/26/2008	03/25/2011	8,161.00	8,287.00	-126.00
60. THERMO ELECTRON CORP	12/18/2009	03/25/2011	3,264.00	2,894.00	370.00
60. THERMO ELECTRON CORP	01/13/2009	03/25/2011	3,264.00	2,125.00	1,139.00
475. WELLS FARGO COMPANY	12/18/2009	03/25/2011	15,267.00	12,633.00	2,634.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 100,735.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

COLUMBIA ACORN FUND CLASS Z SHARES	2,411.00	
COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARE	123.00	
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z SHAR	11.00	
PIMCO TOTAL RETURN FUND INSTL	1,765.00	
TYCO INTERNATIONAL LTD	12.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		4,320.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		4,320.00

ESTIMATED TAX WORKSHEET FOR FORM 990-W

A.	2011 Estimated Tax			A	
B.	Enter 100 % of Line A	B			
C.	Enter 100 % of tax on 2010 FORM 990-PF	C	2,018		
D.	Required Annual Payment (Smaller of lines B or C)			D	2,018.
E.	Income tax withheld (if applicable)			E	NONE
F.	**Balance** (As rounded to the nearest multiple of 4)			F	2,020.

Record of Estimated Tax Payments

Payment number	(a) Date	(b) Amount	(c) 2010 overpayment credit applied	(d) Total amount paid and credited (add (b) and (c))
1	10/17/2011	505.		505.
2	11/15/2011	505.		505.
3	02/15/2012	505.		505.
4	05/15/2012	505.		505.
Total		2,020.		2,020.

ESTIMATED PAYMENTS MUST BE MADE USING THE ELECTRONIC FEDERAL TAX PAYMENTS SYSTEM (EFTPS). THIS WORKSHEET MERELY PROVIDES THE AMOUNTS WHICH NEED TO BE PAID VIA THE ABOVE METHOD.

Settlement Date

Bank of America Merrill Lynch

Portfolio Detail

Account: TR U/W OF JOSEPH W MARTIN

May 01, 2011 through May 31, 2011

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
1,363.700	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	$1,363.70	$0.62	$1,363.70 1.000	$0.00	$1.36	0.1%
54,736 640	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	54,736.64	4.89	54,736 64 1.000	0.00	54.74	0.1
	Total Cash Equivalents		**$56,100.34**	**$5.51**	**$56,100.34**	**$0.00**	**$56.10**	**0.1%**
Total Cash/Currency			**$56,100.34**	**$5.51**	**$56,100.34**	**$0.00**	**$56.10**	**0.1%**

Equities

(2)Industry Sector Codes

CND = Consumer Discretionary	FIN = Financials	IFT = Information Technology	TEL = Telecommunication Services
CNS = Consumer Staples	HEA = Health Care	MAT = Materials	UTL = Utilities
ENR = Energy	IND = Industrials	OEQ = Other Equities	

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
315.000	ABBOTT LABS Ticker: ABT	002824100 HEA	$16,458.75 52.250	$0 00	$14,891 69 47.275	$1,567.06	$604.80	3.7%
295.000	ALLERGAN INC Ticker: AGN	018490102 HEA	24,405 35 82.730	14.75	18,222.37 61 771	6,182.98	59.00	0.2
135 000	AMAZON COM INC Ticker: AMZN	023135106 CND	26,553.15 196.690	0.00	17,640.79 130.673	8,912.36	0 00	0.0
105.000	APPLE INC Ticker: AAPL	037833100 IFT	36,522 15 347.830	0.00	21,197.93 201.885	15,324.22	0 00	0.0
655.000	AT&T INC Ticker: T	00206R102 TEL	20,671 80 31.560	0.00	16,361 90 24.980	4,309.90	1,126.60	5 5
630.000	AVON PRODS INC Ticker: AVP	054303102 CNS	18,717.30 29.710	144 90	21,630.02 34.333	-2,912.72	579.60	3.1
13,293.944	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES Ticker: UMLG X	19765Y688 OEQ	188,242.25 14.160	0 00	180,000.00 13 540	8,242.25	0.00	0.0

(1) Market Value in the Portfolio Detail section does not include Accrued Income

425/438 2000050 023/023 7/ 20 0086757 02-153 505 B E

Settlement Date

Bank of America Merrill Lynch

Portfolio Detail

Account: TR U/W OF JOSEPH W MARTIN

May 01, 2011 through May 31, 2011

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
680.000	DISCOVER FINL SVCS Ticker: DFS	254709108 FIN	16,211.20 23.840	0.00	9,265.01 13.625	6,946.19	163.20	1.0
270.000	DISNEY WALT CO COM DISNEY Ticker: DIS	254687106 CND	11,240.10 41.630	0.00	9,083 82 33 644	2,156.28	108.00	1.0
175 000	DOVER CORP Ticker DOV	260003108 IND	11,765.25 67.230	48.13	8,547.59 48 843	3,217.66	192.50	1 6
6,430.868	EATON VANCE LARGE-CAP VALUE FUND CL I Ticker EILV X	277905642 OEQ	122,443.73 19.040	0.00	120,000.00 18.660	2,443.73	1,491.96	1.2
1,020.000	FIFTH THIRD BANCORP Ticker: FITB	316773100 FIN	13,321.20 13.060	0.00	13,084 53 12.828	236 67	244.80	1.8
430.000	HEWLETT PACKARD CO Ticker: HPQ	428236103 IFT	16,073.40 · 37.380	0.00	12,776.93 29.714	3,296.47	206.40	1.3
175.000	INTERNATIONAL BUSINESS MACHS Ticker: IBM	459200101 IFT	29,562.75 168.930	131.25	15,468 62 88.392	14,094.13	525 00	1 8
555.000	J P MORGAN CHASE & CO Ticker: JPM	46625H100 FIN	23,998 20 43 240	0 00	21,283 60 38.349	2,714.60	555.00	2.3
195.000	MCKESSON CORP Ticker: MCK	58155Q103 HEA	16,693 95 85.610	0.00	7,599.69 38.973	9,094 26	156 00	0.9
1,080 000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	27,010 80 25.010	172 80	23,938.06 22.165	3,072.74	691.20	2.6
195.000	MURPHY OIL CORP Ticker: MUR	626717102 ENR	13,433.55 68 890	53.63	13,170.44 67.541	263.11	214.50	1.6
260 000	OCCIDENTAL PETE CORP DEL Ticker. OXY	674599105 ENR	28,041 00 107 850	0.00	15,404 42 59.248	12,636.58	478.40	1.7
215.000	PARKER HANNIFIN CORP Ticker: PH	701094104 IND	19,102 75 88.850	79 55	11,553.03 53.735	7,549.72	318.20	1.7
140 000	PEPSICO INC Ticker: PEP	713448108 CNS	9,956.80 71 120	0.00	4,365.56 31.183	5,591.24	288.40	2.9
515.000	PHILIP MORRIS INTL INC Ticker: PM	718172109 CNS	36,951 25 71.750	0.00	23,678.54 45.978	13,272.71	1,318.40	3 6

Bank of America Merrill Lynch

Portfolio Detail

Account: TR U/W OF JOSEPH W MARTIN

May 01, 2011 through May 31, 2011

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
350.000	PRICE T ROWE GROUP INC Ticker: TROW	74144T108 FIN	22,155.00 63.300	0.00	19,151.15 54.718	3,003.85	434.00	2.0
575.000	PROCTER & GAMBLE CO Ticker: PG	742718109 CNS	38,525.00 67.000	0.00	35,878.72 62 398	2,646.28	1,207.50	3.1
365.000	PRUDENTIAL FINL INC Ticker: PRU	744320102 FIN	23,279.70 63.780	0.00	19,517 31 53.472	3,762.39	419.75	1.8
175.000	SCHLUMBERGER LTD NETHERLANDS ANTILLES Ticker: SLB	806857108 ENR	15,001.00 85.720	43 75	11,031.78 63.039	3,969.22	175.00	1 2
220.000	SEMPRA ENERGY Ticker: SRE	816851109 UTL	12,137.40 55.170	0.00	12,141.80 55.190	-4.40	422.40	3.5
735 000	STAPLES INC Ticker: SPLS	855030102 CND	12,362.70 16.820	0.00	15,539.08 21.142	-3,176.38	294.00	2.4
260.000	TARGET CORP Ticker. TGT	87612E106 CND	12,877.80 49 530	65.00	13,996.63 53 833	-1,118.83	260.00	2.0
615 000	TEXAS INSTRS INC Ticker: TXN	882508104 IFT	21,709.50 35.300	0.00	9,580.09 15 577	12,129.41	319 80	1.5
310 000	TJX COS INC NEW Ticker: TJX	872540109 CND	16,436.20 53 020	58.90	13,543 84 43.690	2,892.36	235.60	1.4
295 000	UNITED PARCEL SVC INC CL B Ticker: UPS	911312106 IND	21,679.55 73.490	153.40	19,177.07 65.007	2,502.48	613.60	2.8
415.000	UNITED TECHNOLOGIES CORP Ticker: UTX	913017109 IND	36,424.55 87.770	199.20	12,904.72 31 096	23,519.83	796.80	2.2
	Total U.S. Large Cap		**$959,965.08**	**$1,165.26**	**$781,626.73**	**$178,338.35**	**$14,500.41**	**1.5%**
U.S. Mid Cap								
100 000	AUTOLIV INC Ticker: ALV	052800109 CND	$7,698 00 76 980	$43.00	$7,473.50 74.735	$224.50	$180.00	2 3%
2,878 607	COLUMBIA ACORN FUND CLASS Z SHARES Ticker: ACRN X	197199409 OEQ	94,216 81 32 730	0.00	39,315.49 13.658	54,901.32	126.66	0 1

Bank of America Merrill Lynch

Portfolio Detail

Account: TR U/W OF JOSEPH W MARTIN

May 01, 2011 through May 31, 2011

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Mid Cap (cont)								
5,012.325	JOHN HANCOCK FDS III DISCIPLINED VALUE MID CAP FUND Ticker: JVMI X	47803W406 OEQ	63,155.30 12.600	0.00	61,000.00 12.170	2,155.30	165.41	0.3
115.000	NORDSTROM INC Ticker: JWN	655664100 CND	5,385 45 46 830	26.45	3,991.07 34.705	1,394.38	105.80	2.0
355.000	PACKAGING CORP AMER Ticker PKG	695156109 MAT	10,330.50 29.100	0.00	8,304.38 23.393	2,026.12	284 00	2.7
640.000	QUESTAR CORP Ticker: STR	748356102 UTL	11,091.20 17.330	97 60	10,329 74 16.140	761.46	390.40	3.5
	Total U.S. Mid Cap		**$191,877.26**	**$167.05**	**$130,414.18**	**$61,463.08**	**$1,252.27**	**0.7%**
U.S. Small Cap								
2,034.156	COLUMBIA SMALL CAP GROWTH I FUND CLASS Z SHARES Ticker: CMSC X	19765P596 OEQ	$73,209.27 35.990	$0.00	$47,538.23 23.370	$25,671.04	$0.00	0.0%
796.999	COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES Ticker: CSCZ X	19765N567 OEQ	39,363.78 49 390	0.00	30,014.98 37.660	9,348.80	427.19	1.1
	Total U.S. Small Cap		**$112,573.05**	**$0.00**	**$77,553.21**	**$35,019.84**	**$427.19**	**0.4%**
International Developed								
1,505.600	COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES Ticker: ACIN X	197199813 OEQ	$64,650 46 42.940	$0.00	$26,678.34 17.719	$37,972.12	$1,386.66	2.1%
4,806 514	COLUMBIA MARSICO INTERNATIONAL OPPORTUNITIES FD CLASS Z SHARES Ticker: NMOA X	19765H636 OEQ	58,687.54 12 210	0 00	56,859.58 11.830	1,827.96	956.50	1.6
951.645	HARBOR INTERNATIONAL FUND INSTL CL Ticker: HAIN X	411511306 OEQ	62,380.33 65.550	0.00	54,827 50 57.613	7,552.83	829.83	1 3

Bank of America Merrill Lynch

Portfolio Detail

Account: TR U/W OF JOSEPH W MARTIN

May 01, 2011 through May 31, 2011

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
International Developed (cont)								
385.000	TYCO INTL LTD NEW F COM SWITZERLAND Ticker: TYC	H89128104 IND	18,999.75 49.350	0.00	13,667.43 35.500	5,332.32	385.00	2.0
	Total International Developed		**$204,718.08**	**$0.00**	**$152,032.85**	**$52,685.23**	**$3,557.99**	**1.7%**
Emerging Markets								
5,159 753	LAZARD FUNDS INC EMERGING MKTS PORTFOLIO INSTL Ticker: LZEM X	52106N889 OEQ	$112,998 59 21.900	$0 00	$89,000.00 17.249	$23,998.59	$1,305.42	1.2%
	Total Emerging Markets		**$112,998.59**	**$0.00**	**$89,000.00**	**$23,998.59**	**$1,305.42**	**1.2%**
Total Equities			**$1,582,132.06**	**$1,332.31**	**$1,230,626.97**	**$351,505.09**	**$21,043.28**	**1.3%**
Fixed Income								
Investment Grade Taxable								
50,000.000	*2012* FEDERAL HOME LN BKS CONS BD DTD 10/05/07 4.625% DUE 10/10/12 Moody's: AAA S&P: AAA	3133XML66	$52,941.00 105.882	$327 60	$51,004.35 102.009	$1,936 65	$2,312 50	4.4% 0 3
50,000.000	INTERNATIONAL BUSINESS MACHS CORP NT DTD 11/27/02 4.750% DUE 11/29/12 Moody's: AA3 S&P: A+	459200BA8	53,094 00 106.188	13 19	51,939 50 103.879	1,154.50	2,375.00	4 5 0 7
50,000 000	*2013* GENERAL ELEC CO NT DTD 01/28/03 5 000% DUE 02/01/13 Moody's. AA2 S&P: AA+	369604AY9	53,325.00 106.650	833 33	49,813.00 99.626	3,512.00	2,500 00	4 7 1.0

Bank of America Merrill Lynch

Portfolio Detail

Account: TR U/W OF JOSEPH W MARTIN

May 01, 2011 through May 31, 2011

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
50,000.000	IBM CORP DEB DTD 06/15/93 7.500% DUE 06/15/13 Moody's: AA3 S&P: A+	459200AL5	56,614.00 113 228	1,729.16	50,111.00 100.222	6,503.00	3,750.00	6.6 1.0
75,000.000	***2014*** UNITED STATES TREAS NT DTD 05/17/04 4 750% DUE 05/15/14 Moody's: AAA S&P: AAA	912828CJ7	83,742.00 111.656	164 57	76,081.05 101.441	7,660.95	3,562.50	4 3 0.8
50,000.000	***2016*** UNITED STATES TREAS BD DTD 05/15/86 7.25% DUE 05/15/16 Moody's: AAA S&P: AAA	912810DW5	63,437.50 126.875	167.46	50,609.37 101.219	12,828.13	3,625.00	5.7 1 6
40,000.000	UNITED STATES TREAS BD DTD 11/15/86 7.50% DUE 11/15/16 Moody's: AAA S&P: AAA	912810DX3	51,850 00 129.625	138 59	41,262.50 103.156	10,587 50	3,000.00	5 8 1.7
12,080.645	COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES	19765H362	120,444.03 9.970	258.41	120,040.00 9.937	404.03	3,273 85	2.7
12,728.598	PIMCO TOTAL RETURN FUND INSTL	693390700	140,778.29 11 060	399.84	145,077.59 11.398	-4,299.30	4,722.31	3 4
	Total Investment Grade Taxable		**$676,225.82**	**$4,032.15**	**$635,938.36**	**$40,287.46**	**$29,121.16**	**4.3%**
International Developed Bonds								
2,295.684	PIMCO FOREIGN BOND FUND UNHEDGED INSTL CL	722005220	$25,206.61 10 980	$53.54	$24,809.45 10.807	$397.16	$599.17	2.4%
	Total International Developed Bonds		**$25,206.61**	**$53.54**	**$24,809.45**	**$397.16**	**$599.17**	**2.4%**
Global High Yield Taxable								
4,889.256	COLUMBIA INCOME OPPORTUNITIES FUND CL Z	19763T889	$48,061.39 9.830	$257 86	$50,539.33 10.337	-$2,477.94	$3,251.36	6.8%
	Total Global High Yield Taxable		**$48,061.39**	**$257.86**	**$50,539.33**	**-$2,477.94**	**$3,251.36**	**6.8%**
Total Fixed Income			**$749,493.82**	**$4,343.55**	**$711,287.14**	**$38,206.68**	**$32,971.69**	**4.4%**

Settlement Date

Bank of America Merrill Lynch

Portfolio Detail

Account: TR U/W OF JOSEPH W MARTIN

May 01, 2011 through May 31, 2011

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Real Estate								
Public REITs								
544 959	COLUMBIA REAL ESTATE EQUITY FUND CLASS Z SHARES	19765P547	$7,602.18 13.950	$0.00	$9,850 65 18.076	-$2,248.47	$154.77	2 0%
	Total Public REITs		**$7,602.18**	**$0.00**	**$9,850.65**	**-$2,248.47**	**$154.77**	**2.0%**
Total Real Estate			**$7,602.18**	**$0.00**	**$9,850.65**	**-$2,248.47**	**$154.77**	**2.0%**
Tangible Assets								
Commodities								
10,903.487	PIMCO COMMODITY REALRETURN STRATEGY FUND	722005667	$105,763.82 9.700	$0.00	$89,313.58 8.191	$16,450.24	$9,704.10	9 2%
	Total Commodities		**$105,763.82**	**$0.00**	**$89,313.58**	**$16,450.24**	**$9,704.10**	**9.2%**
Total Tangible Assets			**$105,763.82**	**$0.00**	**$89,313.58**	**$16,450.24**	**$9,704.10**	**9.2%**
Total Portfolio			**$2,501,092.22**	**$5,681.37**	**$2,097,178.68**	**$403,913.54**	**$63,929.94**	**2.6%**
Accrued Income			$5,681.37					
Total			**$2,506,773.59**					