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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	NONE				
	2 Savings and temporary cash investments	24,470.	13,477.	13,477.		
	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 ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10 a Investments - U S and state government obligations (attach schedule)	NONE				
	b Investments - corporate stock (attach schedule)	633,978.	511,575.	572,147.		
	c Investments - corporate bonds (attach schedule)	NONE				
	11 Investments - land, buildings, and equipment basis					
Less: accumulated depreciation (attach schedule) ▶	NONE					
12 Investments - mortgage loans	NONE					
13 Investments - other (attach schedule)	NONE					
14 Land, buildings, and equipment basis						
Less: accumulated depreciation (attach schedule) ▶						
15 Other assets (describe ▶)	NONE					
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	658,448.	525,052.	585,624.			
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 ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds	658,448.	525,052.			
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)	658,448.	525,052.				
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	658,448.	525,052.				

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	658,448.
2 Enter amount from Part I, line 27a	2	-133,396.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	525,052.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	525,052.

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			(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	69,578.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	112,611.	639,456.	0.17610437622
2008	218,009.	480,560.	0.45365615116
2007	98,733.	566,673.	0.17423275858
2006	277,884.	559,397.	0.49675632869
2005	573,788.	957,843.	0.59904180539
2 Total of line 1, column (d)			2 1.89979142004
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 0.37995828401
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 598,393.
5 Multiply line 4 by line 3			5 227,364.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 828.
7 Add lines 5 and 6			7 228,192.
8 Enter qualifying distributions from Part XII, line 4			8 215,112.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)	1	1,655.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2	3	1,655.
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	1,655.
6 Credits/Payments:		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	650.
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	650.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,005.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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) <input type="checkbox"/> STMT 3		
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)

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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> PRIVATE BANK TAX SERVICES Telephone no <input type="checkbox"/> (401) 278-6825			
Located at <input type="checkbox"/> P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 <input type="checkbox"/> 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 <input type="checkbox"/> 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 <input type="checkbox"/>	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
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. <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b**
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** ☒
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 4		1,530.	-0-	-0-

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	595,710.
b	Average of monthly cash balances	1b	11,796.
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	607,506.
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	607,506.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	9,113.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	598,393.
6	Minimum investment return. Enter 5% of line 5	6	29,920.

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	29,920.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,655.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,655.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	28,265.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	28,265.
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	28,265.

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	215,112.
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	215,112.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	215,112.

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				28,265.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	528,172.			
b From 2006	250,632.			
c From 2007	63,999.			
d From 2008	194,375.			
e From 2009	81,246.			
f Total of lines 3a through e	1,118,424.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 215,112.				
a Applied to 2009, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				28,265.
e Remaining amount distributed out of corpus . . .	186,847.			
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	1,305,271.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	528,172.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	777,099.			
10 Analysis of line 9:				
a Excess from 2006	250,632.			
b Excess from 2007	63,999.			
c Excess from 2008	194,375.			
d Excess from 2009	81,246.			
e Excess from 2010	186,847.			

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

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 5

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**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 9				
Total ► 3a				214,500.
b Approved for future payment				
Total ► 3b				

Form **990-PF** (2010)

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


		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

 08/05/2011 SVP Tax

Signature of officer or trustee Date Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					4,997.	
2,514.00		262.451 COLUMBIA BOND FUND CLASS Z SHARE PROPERTY TYPE: SECURITIES 2,346.00					07/23/2009 168.00	08/26/2010
4,103.00		513.54 COLUMBIA HIGH INCOME FUND CLASS Z PROPERTY TYPE: SECURITIES 3,436.00					05/22/2009 667.00	09/28/2010
34,385.00		4303.459 COLUMBIA HIGH INCOME FUND CLASS PROPERTY TYPE: SECURITIES 30,468.00					07/23/2009 3,917.00	09/28/2010
331,633.00		34581.155 COLUMBIA BOND FUND CLASS Z SHA PROPERTY TYPE: SECURITIES 309,156.00					07/23/2009 22,477.00	09/28/2010
2,752.00		99.94 COLUMBIA ACORN FUND CLASS Z SHARES PROPERTY TYPE: SECURITIES 2,667.00					03/31/2008 85.00	10/12/2010
1,760.00		63.913 COLUMBIA ACORN FUND CLASS Z SHARE PROPERTY TYPE: SECURITIES 1,078.00					03/26/2009 682.00	10/12/2010
127.00		3.266 COLUMBIA ACORN INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 71.00					03/26/2009 56.00	10/12/2010
5,340.00		137.516 COLUMBIA ACORN INTERNATIONAL FUN PROPERTY TYPE: SECURITIES 5,340.00					04/23/2008	10/12/2010
3,651.00		451.345 COLUMBIA HIGH INCOME FUND CLASS PROPERTY TYPE: SECURITIES 3,196.00					07/23/2009 455.00	10/12/2010
9,968.00		692.206 COLUMBIA INTERNATIONAL VALUE FUN PROPERTY TYPE: SECURITIES 9,013.00					07/23/2009 955.00	10/12/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
357.00		24.791 COLUMBIA INTERNATIONAL VALUE FUND PROPERTY TYPE: SECURITIES 338.00					02/26/2010 19.00	10/12/2010
10,282.00		887.104 COLUMBIA MARSICO INT'L OPPORTUNI PROPERTY TYPE: SECURITIES 8,534.00					07/23/2009 1,748.00	10/12/2010
3,517.00		289.233 COLUMBIA MID CAP VALUE FUND CLAS PROPERTY TYPE: SECURITIES 2,250.00					03/26/2009 1,267.00	10/12/2010
1,176.00		96.74 COLUMBIA MID CAP VALUE FUND CLASS PROPERTY TYPE: SECURITIES 910.00					07/23/2009 266.00	10/12/2010
3,229.00		76.745 COLUMBIA SMALL CAP VALUE I FUND C PROPERTY TYPE: SECURITIES 2,076.00					03/26/2009 1,153.00	10/12/2010
8,463.00		698.255 COLUMBIA REAL ESTATE EQUITY FUND PROPERTY TYPE: SECURITIES 4,973.00					05/22/2009 3,490.00	10/12/2010
1,485.00		53.984 COLUMBIA SMALL CAP GROWTH I FUND PROPERTY TYPE: SECURITIES 930.00					03/26/2009 555.00	10/12/2010
32,663.00		722.307 COLUMBIA VALUE AND RESTRUCTURING PROPERTY TYPE: SECURITIES 26,003.00					07/23/2009 6,660.00	10/12/2010
1,545.00		101.066 COLUMBIA SELECT SMALL CAP FUND C PROPERTY TYPE: SECURITIES 973.00					03/26/2009 572.00	10/12/2010
28,347.00		2506.334 COLUMBIA SELECT LARGE CAP GROWT PROPERTY TYPE: SECURITIES 22,131.00					07/23/2009 6,216.00	10/12/2010
22,253.00		2315.603 COLUMBIA BOND FUND CLASS Z SHAR PROPERTY TYPE: SECURITIES 20,701.00					07/23/2009 1,552.00	10/12/2010

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

Kind of Property		Description				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)	
1,822.00		189.584 COLUMBIA BOND FUND CLASS Z SHARE PROPERTY TYPE: SECURITIES 1,731.00				08/31/2009 91.00	10/12/2010
7,123.00		741.188 COLUMBIA BOND FUND CLASS Z SHARE PROPERTY TYPE: SECURITIES 6,908.00				11/30/2009 215.00	10/12/2010
782.00		25.002 COLUMBIA ACORN FUND CLASS Z SHARE PROPERTY TYPE: SECURITIES 422.00				03/26/2009 360.00	02/28/2011
438.00		14.002 COLUMBIA ACORN FUND CLASS Z SHARE PROPERTY TYPE: SECURITIES 379.00				09/28/2010 59.00	02/28/2011
5,651.00		137.516 COLUMBIA ACORN INTERNATIONAL FUN PROPERTY TYPE: SECURITIES 5,662.00				04/09/2008 -11.00	02/28/2011
994.00		24.194 COLUMBIA ACORN INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 529.00				03/26/2009 465.00	02/28/2011
190.00		4.614 COLUMBIA ACORN INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 155.00				02/26/2010 35.00	02/28/2011
2,022.00		132.313 COLUMBIA INTERNATIONAL VALUE FUN PROPERTY TYPE: SECURITIES 1,802.00				02/26/2010 220.00	02/28/2011
2,033.00		133.054 COLUMBIA INTERNATIONAL VALUE FUN PROPERTY TYPE: SECURITIES 1,674.00				05/28/2010 359.00	02/28/2011
6,706.00		438.903 COLUMBIA INTERNATIONAL VALUE FUN PROPERTY TYPE: SECURITIES 6,149.00				09/28/2010 557.00	02/28/2011
471.00		38.804 COLUMBIA MARSICO INT'L OPPORTUNIT PROPERTY TYPE: SECURITIES 373.00				07/23/2009 98.00	02/28/2011

**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)	
2,588.00		213.018 COLUMBIA MARSICO INT'L OPPORTUNI PROPERTY TYPE: SECURITIES 2,162.00					02/26/2010 426.00	02/28/2011
1,855.00		152.7 COLUMBIA MARSICO INT'L OPPORTUNITI PROPERTY TYPE: SECURITIES 1,452.00					05/28/2010 403.00	02/28/2011
5,567.00		458.175 COLUMBIA MARSICO INT'L OPPORTUNI PROPERTY TYPE: SECURITIES 5,154.00					09/28/2010 413.00	02/28/2011
513.00		35.981 COLUMBIA MID CAP VALUE FUND CLASS PROPERTY TYPE: SECURITIES 339.00					07/23/2009 174.00	02/28/2011
131.00		9.188 COLUMBIA MID CAP VALUE FUND CLASS PROPERTY TYPE: SECURITIES 105.00					05/28/2010 26.00	02/28/2011
1,206.00		84.597 COLUMBIA MID CAP VALUE FUND CLASS PROPERTY TYPE: SECURITIES 1,000.00					09/28/2010 206.00	02/28/2011
585.00		11.98 COLUMBIA SMALL CAP VALUE I FUND CL PROPERTY TYPE: SECURITIES 324.00					03/26/2009 261.00	02/28/2011
163.00		3.337 COLUMBIA SMALL CAP VALUE I FUND CL PROPERTY TYPE: SECURITIES 111.00					07/23/2009 52.00	02/28/2011
293.00		6.002 COLUMBIA SMALL CAP VALUE I FUND CL PROPERTY TYPE: SECURITIES 245.00					09/28/2010 48.00	02/28/2011
25.00		.765 COLUMBIA SMALL CAP GROWTH I FUND CL PROPERTY TYPE: SECURITIES 13.00					03/26/2009 12.00	02/28/2011
659.00		19.783 COLUMBIA SMALL CAP GROWTH I FUND PROPERTY TYPE: SECURITIES 402.00					07/23/2009 257.00	02/28/2011

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)	
174.00		5.21 COLUMBIA SMALL CAP GROWTH I FUND CL PROPERTY TYPE: SECURITIES 141.00					09/28/2010 33.00	02/28/2011
2,543.00		48.899 COLUMBIA VALUE AND RESTRUCTURING PROPERTY TYPE: SECURITIES 1,760.00					07/23/2009 783.00	02/28/2011
2,640.00		50.758 COLUMBIA VALUE AND RESTRUCTURING PROPERTY TYPE: SECURITIES 2,137.00					02/26/2010 503.00	02/28/2011
4,376.00		84.141 COLUMBIA VALUE AND RESTRUCTURING PROPERTY TYPE: SECURITIES 3,426.00					05/28/2010 950.00	02/28/2011
252.00		4.85 COLUMBIA VALUE AND RESTRUCTURING FU PROPERTY TYPE: SECURITIES 212.00					09/28/2010 40.00	02/28/2011
1,112.00		82.722 COLUMBIA SELECT LARGE CAP GROWTH PROPERTY TYPE: SECURITIES 730.00					07/23/2009 382.00	02/28/2011
1,484.00		110.433 COLUMBIA SELECT LARGE CAP GROWTH PROPERTY TYPE: SECURITIES 1,081.00					11/30/2009 403.00	02/28/2011
10,237.00		761.703 COLUMBIA SELECT LARGE CAP GROWTH PROPERTY TYPE: SECURITIES 7,602.00					02/26/2010 2,635.00	02/28/2011
1,921.00		142.958 COLUMBIA SELECT LARGE CAP GROWTH PROPERTY TYPE: SECURITIES 1,432.00					05/28/2010 489.00	02/28/2011
2,120.00		39.992 COLUMBIA VALUE AND RESTRUCTURING PROPERTY TYPE: SECURITIES 1,750.00					09/28/2010 370.00	03/31/2011
2,000.00		204.082 COLUMBIA INCOME OPPORTUNITIES FU PROPERTY TYPE: SECURITIES 1,885.00					05/28/2010 115.00	06/03/2011

**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)	
1,200.00		89.021 COLUMBIA REAL ESTATE EQUITY FUND PROPERTY TYPE: SECURITIES 1,053.00					09/28/2010 147.00	06/03/2011
8,500.00		903.294 COLUMBIA BOND FUND CLASS Z SHARE PROPERTY TYPE: SECURITIES 8,455.00					05/28/2010 45.00	06/03/2011
TOTAL GAIN(LOSS)					----- 69,578. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BOFA GOVERNMENT RESERVES CAPITAL CLASS -	1.	1.
COLUMBIA ACORN FUND CLASS Z SHARES	56.	56.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	537.	537.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	267.	267.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	1,086.	1,086.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	1,081.	1,081.
COLUMBIA MARSICO INT'L OPPORTUNITIES FD	690.	690.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	149.	149.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	142.	142.
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z	602.	602.
COLUMBIA VALUE AND RESTRUCTURING FUND CL	1,256.	1,256.
COLUMBIA BOND FUND CLASS Z SHARES	8,547.	8,547.
	-----	-----
TOTAL	14,414.	14,414.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	408.	
FEDERAL ESTIMATES - PRINCIPAL	650.	
FOREIGN TAXES ON QUALIFIED FOR	291.	291.
FOREIGN TAXES ON NONQUALIFIED	9.	9.
	-----	-----
TOTALS	1,358.	300.
	=====	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED

=====

ME

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

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

1155 ELM STREET

MANCHESTER, NH 03101

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 1,530.

TOTAL COMPENSATION:

1,530.

=====

RECIPIENT NAME:

BANK OF AMERICA, N.A.

ADDRESS:

2 PORTLAND SQ
PORTLAND, ME

FORM, INFORMATION AND MATERIALS:

NONE

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NO PERSONAL GRANTS. AWARDS LIMITED TO GEOGRAPHICAL AREA
INCLUDING SOUTHERN MAINE, SOUTHERN NH AND MASSACHUSETTS

RECIPIENT NAME:
BROCKTON NEIGHBORHOOD
HEALTH CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
UNITED WAY OF NEW
ENGLAND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
YMCA STRONG KIDS
CAMPAIGN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
JIMMY FUND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
GREATER BOSTON FOOD
BANK
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 75,100.

RECIPIENT NAME:
RHODE ISLAND FOOD
BANK
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 12,300.

RECIPIENT NAME:
NEW HAMPSHIRE FOOD
BANK
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 25,650.

RECIPIENT NAME:
VERMONT FOOD BANK
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 10,410.

RECIPIENT NAME:
WORCESTER COUNTY FOOD
BANK
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 12,000.

RECIPIENT NAME:
GOOD SHEPARD FOOD
BANK
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 17,040.

RECIPIENT NAME:
BOTTOM LINE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
FEAST OF THE BLESSED
SACRAMENT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
AMOUNT OF GRANT PAID 10,000.

SHAW'S SUPERMARKETS CHAR FOUNDATION

01-6008389

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

=====

RECIPIENT NAME:

FRIENDS OF BORDERLAND

INC

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

AMOUNT OF GRANT PAID 500.

TOTAL GRANTS PAID:

214,500.

=====

**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 1545-0082

2010

Name of estate or trust

SHAW'S SUPERMARKETS CHAR FOUNDATION

Employer identification number

01-6008389

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	4,334.
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	4,334.

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			4,997.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	60,247.
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	65,244.

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

Schedule D (Form 1041) 2010

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		4,334.
14 Net long-term gain or (loss):			
a Total for year	14a		65,244.
b Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		69,578.

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:	16	()
a The loss on line 15, column (3) or b \$3,000		

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? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> 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? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29 Subtract line 28 from line 27	29	
30 Multiply line 29 by 15% (.15)	30	
31 Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32 Add lines 30 and 31	32	
33 Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2010

Continuation Sheet for Schedule D
(Form 1041)

OMB No. 1545-0092

2010

▶ See instructions for Schedule D (Form 1041).

▶ **Attach to Schedule D** to list additional transactions for lines 1a and 6a.

Name of estate or trust

SHAW'S SUPERMARKETS CHAR FOUNDATION

Employer identification number

01-6008389

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

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	4,334.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

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

SHAW'S SUPERMARKETS CHAR FOUNDATION

01-6008389

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 262.451 COLUMBIA BOND FUND CLASS Z SHARES	07/23/2009	08/26/2010	2,514.00	2,346.00	168.00
513.54 COLUMBIA HIGH INCOME FUND CLASS Z SHARES	05/22/2009	09/28/2010	4,103.00	3,436.00	667.00
4303.459 COLUMBIA HIGH INCOME FUND CLASS Z SHARES	07/23/2009	09/28/2010	34,385.00	30,468.00	3,917.00
34581.155 COLUMBIA BOND FUND CLASS Z SHARES	07/23/2009	09/28/2010	331,633.00	309,156.00	22,477.00
99.94 COLUMBIA ACORN FUND CLASS Z SHARES	03/31/2008	10/12/2010	2,752.00	2,667.00	85.00
63.913 COLUMBIA ACORN FUND CLASS Z SHARES	03/26/2009	10/12/2010	1,760.00	1,078.00	682.00
3.266 COLUMBIA ACORN INTERNATIONAL FUND CL Z	03/26/2009	10/12/2010	127.00	71.00	56.00
137.516 COLUMBIA ACORN INTERNATIONAL FUND CL Z	04/23/2008	10/12/2010	5,340.00	5,340.00	
451.345 COLUMBIA HIGH INCOME FUND CLASS Z SHARES	07/23/2009	10/12/2010	3,651.00	3,196.00	455.00
692.206 COLUMBIA INTERNATIONAL VALUE FUND CL	07/23/2009	10/12/2010	9,968.00	9,013.00	955.00
887.104 COLUMBIA MARSICO INT'L OPPORTUNITIES FD CLAS	07/23/2009	10/12/2010	10,282.00	8,534.00	1,748.00
289.233 COLUMBIA MID CAP VALUE FUND CLASS Z SHARES	03/26/2009	10/12/2010	3,517.00	2,250.00	1,267.00
96.74 COLUMBIA MID CAP VALUE FUND CLASS Z SHARES	07/23/2009	10/12/2010	1,176.00	910.00	266.00
76.745 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES	03/26/2009	10/12/2010	3,229.00	2,076.00	1,153.00
698.255 COLUMBIA REAL ESTATE EQUITY FUND CLASS Z	05/22/2009	10/12/2010	8,463.00	4,973.00	3,490.00
53.984 COLUMBIA SMALL CAP GROWTH I FUND CLASS Z SHARE	03/26/2009	10/12/2010	1,485.00	930.00	555.00
722.307 COLUMBIA VALUE AND RESTRUCTURING FUND CLASS Z	07/23/2009	10/12/2010	32,663.00	26,003.00	6,660.00
101.066 COLUMBIA SELECT SMALL CAP FUND CLASS Z SHAR	03/26/2009	10/12/2010	1,545.00	973.00	572.00
2506.334 COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS	07/23/2009	10/12/2010	28,347.00	22,131.00	6,216.00
2315.603 COLUMBIA BOND FUND CLASS Z SHARES	07/23/2009	10/12/2010	22,253.00	20,701.00	1,552.00
189.584 COLUMBIA BOND FUND CLASS Z SHARES	08/31/2009	10/12/2010	1,822.00	1,731.00	91.00
25.002 COLUMBIA ACORN FUND CLASS Z SHARES	03/26/2009	02/28/2011	782.00	422.00	360.00
137.516 COLUMBIA ACORN INTERNATIONAL FUND CL Z	04/09/2008	02/28/2011	5,651.00	5,662.00	-11.00
24.194 COLUMBIA ACORN INTERNATIONAL FUND CL Z	03/26/2009	02/28/2011	994.00	529.00	465.00
4.614 COLUMBIA ACORN INTERNATIONAL FUND CL Z	02/26/2010	02/28/2011	190.00	155.00	35.00

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

Schedule D-1 (Form 1041) 2010

Employer identification number

01-6008389

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	60,247.00
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JSA

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FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

COLUMBIA ACORN FUND CLASS Z SHARES	682.00
COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARE	41.00
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z SHAR	50.00
COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z	1,848.00
COLUMBIA EMERGING MARKETS FUND CLASS Z SHARES	1,531.00
COLUMBIA BOND FUND CLASS Z SHARES	845.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

4,997.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

4,997.00

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SHAW'S SUPERMARKETS CHAR FOUNDATION

01-6008389

Balance Sheet

7/31/2011

Bank of America



Cusip	Asset	Units	Basis	Market Value
197199409	COLUMBIA ACORN FUND	568.688	15,388.69	17,589.52
197199813	COLUMBIA ACORN INTERNATIONAL	335.115	12,495.91	13,810.09
19763T889	COLUMBIA INCOME OPPORTUNITIES	1237.780	11,198.69	12,117.87
19765H586	COLUMBIA INTERNATIONAL VALUE	1805.560	25,295.90	25,765.34
19765H636	COLUMBIA MARSICO INTERNATIONAL	2269.725	25,534.41	26,533.09
19765J830	COLUMBIA MID CAP VALUE FUND	1250.812	14,784.59	17,273.71
19765N567	COLUMBIA SMALL CAP VALUE I FUND	243.049	9,926.11	11,411.15
19765P547	COLUMBIA REAL ESTATE EQUITY	2450.390	23,900.78	33,153.78
19765P596	COLUMBIA SMALL CAP GROWTH I	177.495	4,803.03	5,976.26
19765Y514	COLUMBIA VALUE AND	2308.126	100,980.52	117,068.15
19765Y589	COLUMBIA SELECT SMALL CAP FUND	365.185	5,433.87	6,197.19
19765Y688	COLUMBIA SELECT LARGE CAP	9014.312	101,759.46	124,217.22
19765Y852	COLUMBIA EMERGING MARKETS FUND	2707.500	29,565.90	29,376.38
19765Y886	COLUMBIA BOND FUND	14035.973	130,507.11	131,657.43
	Cash/Cash Equivalent	13477.080	13,477.08	13,477.08
		Totals:	525,052.05	585,624.24

FORM 990PF, PART I - TAXES
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	408.	
FEDERAL ESTIMATES - PRINCIPAL	650.	
FOREIGN TAXES ON QUALIFIED FOR	291.	291.
FOREIGN TAXES ON NONQUALIFIED	9.	9.
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TOTALS	1,358.	300.
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STATE(S) WHERE THE FOUNDATION IS REGISTERED
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ME