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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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning

08/01, 2010, and ending

07/31, 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

A Employer identification number

HATHAWAY MEMORIAL CHARIT TR

04-6599655

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

Room/suite

B Telephone number (see page 10 of the instructions)

P O BOX 1802

City or town, state, and ZIP code

PROVIDENCE, RI 02901-1802

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

I Fair market value of all assets at end

J Accounting method: ☒ Cash ☐ Accrual

of year (from Part II, col. (c), line

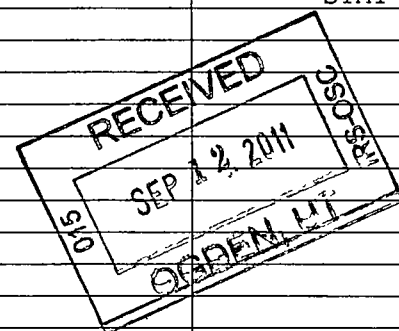
☐ Other (specify) _____

16) \$ 1,796,191.

(Part I, column (d) must be on cash basis)

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 ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	54,625.	54,542.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	68,887.			
b Gross sales price for all assets on line 6a	235,871.			
7 Capital gain net income (from Part IV, line 2)		68,887.		
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	123,512.	123,429.		
13 Compensation of officers, directors, trustees, etc.	13,978.	8,387.		5,591.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	800.	NONE	NONE	800.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	7,583.	515.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 4	35.			35.
24 Total operating and administrative expenses. Add lines 13 through 23	22,396.	8,902.	NONE	6,426.
25 Contributions, gifts, grants paid	67,588.			67,588.
26 Total expenses and disbursements Add lines 24 and 25	89,984.	8,902.	NONE	74,014.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	33,528.			
b Net investment income (if negative, enter -0-)		114,527.		
c Adjusted net income (if negative, enter -0-)				



For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	NONE	NONE	
	2 Savings and temporary cash investments	18,699.	27,834.	27,834.
	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	NONE
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)	NONE	NONE	NONE
	b Investments - corporate stock (attach schedule)	1,517,289.	1,523,807.	1,768,357.
	c Investments - corporate bonds (attach schedule)	NONE	NONE	NONE
	Liabilities	11 Investments - land, buildings, and equipment basis	NONE	
Less: accumulated depreciation (attach schedule) ▶		NONE	NONE	
12 Investments - mortgage loans		NONE	NONE	
13 Investments - other (attach schedule)		NONE	NONE	NONE
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)		NONE	NONE	NONE
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		1,535,988.	1,551,641.	1,796,191.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	1,535,988.	1,551,641.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
30 Total net assets or fund balances (see page 17 of the instructions)	1,535,988.	1,551,641.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,535,988.	1,551,641.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,535,988.
2 Enter amount from Part I, line 27a	2	33,528.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,569,516.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	17,875.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,551,641.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	68,887.	
{ 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	68,919.	1,559,539.	0.04419190543
2008	81,783.	1,414,267.	0.05782712882
2007	91,547.	1,792,024.	0.05108581135
2006	87,635.	1,791,010.	0.04893049173
2005	86,146.	1,765,207.	0.04880220847
2 Total of line 1, column (d)			2 0.25083754580
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 0.05016750916
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 1,755,448.
5 Multiply line 4 by line 3			5 88,066.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,145.
7 Add lines 5 and 6			7 89,211.
8 Enter qualifying distributions from Part XII, line 4			8 74,014.

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 ☐ and enter 1% of Part I, line 27b		1	2,291.
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	2,291.
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	2,291.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	4,600.	
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	4,600.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,309.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 2,292. Refunded ☐ 17.	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?	2	X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	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?	5	X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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 7		
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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) 278-6837			
Located at ▶ PO BOX 1802, PROVIDENCE, RI ZIP + 4 ▶ 02901				
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			
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 ▶	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?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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? If "Yes," list the years ▶	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		13,978.	-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
SEE STATEMENT 9		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
SEE STATEMENT 10		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 N/A	
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 N/A	
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	1,741,866.
b	Average of monthly cash balances	1b	40,315.
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	1,782,181.
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	1,782,181.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	26,733.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,755,448.
6	Minimum investment return. Enter 5% of line 5	6	87,772.

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	87,772.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,291.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,291.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	85,481.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	85,481.
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	85,481.

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	74,014.
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	74,014.
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	74,014.

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				85,481.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			67,588.	
b Total for prior years 20 <u>08</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2010				
a From 2005	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: ► \$ <u>74,014.</u>				
a Applied to 2009, but not more than line 2a			67,588.	
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				6,426.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				79,055.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

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

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

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

4942(j)(3) or

4942(j)(5)

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 11

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 12				
Total			▶ 3a	67,588.
b Approved for future payment				
Total			▶ 3b	

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

- | | | | |
|--|--------------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[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 _____

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

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 return 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

Date _____

SVP Tax
Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no

**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

HATHAWAY MEMORIAL CHARIT TR

Employer identification number

04-6599655

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 5,055.
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 5,055.

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			15,846.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 47,986.
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 63,832.

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		5,055.
14 Net long-term gain or (loss):			
a Total for year	14a		63,832.
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		68,887.

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? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box ☐ No. Enter the amount from line 23	25	
26 Subtract line 25 from line 24	26	
27 Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29 Subtract line 28 from line 27	29	
30 Multiply line 29 by 15% (.15)	30	
31 Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32 Add lines 30 and 31	32	
33 Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2010

**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

HATHAWAY MEMORIAL CHARIT TR

Employer identification number

04-6599655

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	5,055.00
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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

HATHAWAY MEMORIAL CHARIT TR

04-6599655

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 38.062 ROWE T PRICE INTL FUNDS INC INTL BD FUND	06/15/2009	08/31/2010	378.00	368.00	10.00
187.256 ROWE T PRICE INTL FUNDS INC INTL BD FUND	07/06/2009	08/31/2010	1,861.00	1,770.00	91.00
80. PIMCO COMMODITY REALRETURN STRATEGY FUND	07/06/2009	11/30/2010	692.00	551.00	141.00
218.261 COLUMBIA ACORN FUND CLASS Z SHARES	02/28/2003	02/28/2011	6,827.00	3,252.00	3,575.00
89.102 COLUMBIA ACORN INTERNATIONAL FUND CL Z	07/06/2009	02/28/2011	3,661.00	2,450.00	1,211.00
212. COLUMBIA SELECT SMALL CAP FUND CLASS Z SHARES	07/06/2009	02/28/2011	3,901.00	2,243.00	1,658.00
1393.036 COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS	01/22/2010	02/28/2011	18,722.00	13,791.00	4,931.00
17.961 OLD MUTUAL TS&W MID CAP VALUE FUND CL I	07/06/2009	02/28/2011	166.00	113.00	53.00
1203.744 PIMCO COMMODITY REALRETURN STRATEGY FUND	07/06/2009	02/28/2011	11,640.00	8,294.00	3,346.00
992.874 OLD MUTUAL TS&W MID CAP VALUE FUND CL I	07/06/2009	03/31/2011	9,432.00	6,235.00	3,197.00
3151.546 OLD MUTUAL TS&W MID CAP VALUE FUND CL I	07/22/2009	03/31/2011	29,940.00	21,084.00	8,856.00
886.703 OLD MUTUAL TS&W MID CAP VALUE FUND CL I	09/18/2009	03/31/2011	8,424.00	6,570.00	1,854.00
2.503 COLUMBIA ACORN INTERNATIONAL FUND CL Z	05/05/2010	06/13/2011	101.00	87.00	14.00
55.018 COLUMBIA MARSICO INT'L OPPORTUNITIES FD CLAS	02/26/2007	06/13/2011	637.00	865.00	-228.00
3.778 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES	04/01/2010	06/13/2011	173.00	156.00	17.00
4.461 COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES	05/26/2010	06/13/2011	204.00	175.00	29.00
4.44 COLUMBIA SMALL CAP GROWTH I FUND CLASS Z SHARE	05/05/2010	06/13/2011	144.00	119.00	25.00
24.531 COLUMBIA SMALL CAP GROWTH I FUND CLASS Z SHARE	05/26/2010	06/13/2011	797.00	612.00	185.00
32.355 COLUMBIA SMALL CAP GROWTH I FUND CLASS Z SHARE	07/22/2009	06/13/2011	1,052.00	641.00	411.00
49.057 HARBOR INTERNATIONAL L FUND INSTL CL	01/14/2010	06/13/2011	3,080.00	2,783.00	297.00
9.554 LAZARD FUNDS INC EMERGING MKTS PORTFOLIO INS	04/20/2010	06/13/2011	203.00	185.00	18.00
86.571 LAZARD FUNDS INC EMERGING MKTS PORTFOLIO INS	03/18/2010	06/13/2011	1,837.00	1,621.00	216.00
10.313 NATIXIS FDS TR IV AEW REAL ESTATE FD CL Y COM	04/20/2010	06/13/2011	172.00	143.00	29.00
44.945 NATIXIS FDS TR IV AEW REAL ESTATE FD CL Y COM	04/01/2010	06/13/2011	749.00	607.00	142.00
19.806 NATIXIS FDS TR IV AEW REAL ESTATE FD CL Y COM	01/14/2010	06/13/2011	330.00	245.00	85.00

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

04-6599655

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	47,986.00
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-ISA

0F1222 3 000

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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					15,846.	
378.00		38.062 ROWE T PRICE INTL FUNDS INC INTL PROPERTY TYPE: SECURITIES 368.00					06/15/2009	08/31/2010
		187.256 ROWE T PRICE INTL FUNDS INC INTL PROPERTY TYPE: SECURITIES 1,770.00					07/06/2009	08/31/2010
1,861.00							91.00	
9,725.00		793.837 COLUMBIA SELECT LARGE CAP GROWTH PROPERTY TYPE: SECURITIES 7,962.00					12/17/2009	11/30/2010
		1931.499 COLUMBIA SELECT LARGE CAP GROWT PROPERTY TYPE: SECURITIES 19,991.00					01/13/2010	11/30/2010
23,661.00							3,670.00	
2,203.00		179.853 COLUMBIA SELECT LARGE CAP GROWTH PROPERTY TYPE: SECURITIES 1,781.00					01/22/2010	11/30/2010
							422.00	
692.00		80. PIMCO COMMODITY REALRETURN STRATEGY PROPERTY TYPE: SECURITIES 551.00					07/06/2009	11/30/2010
							141.00	
6,827.00		218.261 COLUMBIA ACORN FUND CLASS Z SHAR PROPERTY TYPE: SECURITIES 3,252.00					02/28/2003	02/28/2011
							3,575.00	
3,661.00		89.102 COLUMBIA ACORN INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 2,450.00					07/06/2009	02/28/2011
							1,211.00	
3,901.00		212. COLUMBIA SELECT SMALL CAP FUND CLAS PROPERTY TYPE: SECURITIES 2,243.00					07/06/2009	02/28/2011
							1,658.00	
18,722.00		1393.036 COLUMBIA SELECT LARGE CAP GROWT PROPERTY TYPE: SECURITIES 13,791.00					01/22/2010	02/28/2011
							4,931.00	

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)	
166.00		17.961 OLD MUTUAL TS&W MID CAP VALUE FUN PROPERTY TYPE: SECURITIES 113.00				07/06/2009 53.00	02/28/2011
11,640.00		1203.744 PIMCO COMMODITY REALRETURN STRA PROPERTY TYPE: SECURITIES 8,294.00				07/06/2009 3,346.00	02/28/2011
9,432.00		992.874 OLD MUTUAL TS&W MID CAP VALUE FU PROPERTY TYPE: SECURITIES 6,235.00				07/06/2009 3,197.00	03/31/2011
29,940.00		3151.546 OLD MUTUAL TS&W MID CAP VALUE F PROPERTY TYPE: SECURITIES 21,084.00				07/22/2009 8,856.00	03/31/2011
8,424.00		886.703 OLD MUTUAL TS&W MID CAP VALUE FU PROPERTY TYPE: SECURITIES 6,570.00				09/18/2009 1,854.00	03/31/2011
387.00		40.684 OLD MUTUAL TS&W MID CAP VALUE FUN PROPERTY TYPE: SECURITIES 325.00				04/01/2010 62.00	03/31/2011
1,087.00		114.374 OLD MUTUAL TS&W MID CAP VALUE FU PROPERTY TYPE: SECURITIES 837.00				05/26/2010 250.00	03/31/2011
101.00		2.503 COLUMBIA ACORN INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 87.00				05/05/2010 14.00	06/13/2011
637.00		55.018 COLUMBIA MARSICO INT'L OPPORTUNIT PROPERTY TYPE: SECURITIES 865.00				02/26/2007 -228.00	06/13/2011
173.00		3.778 COLUMBIA SMALL CAP VALUE I FUND CL PROPERTY TYPE: SECURITIES 156.00				04/01/2010 17.00	06/13/2011
111.00		2.428 COLUMBIA SMALL CAP VALUE I FUND CL PROPERTY TYPE: SECURITIES 96.00				06/22/2010 15.00	06/13/2011

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)	
204.00		4.461 COLUMBIA SMALL CAP VALUE I FUND CL PROPERTY TYPE: SECURITIES 175.00				05/26/2010 29.00	06/13/2011
144.00		4.44 COLUMBIA SMALL CAP GROWTH I FUND CL PROPERTY TYPE: SECURITIES 119.00				05/05/2010 25.00	06/13/2011
797.00		24.531 COLUMBIA SMALL CAP GROWTH I FUND PROPERTY TYPE: SECURITIES 612.00				05/26/2010 185.00	06/13/2011
1,052.00		32.355 COLUMBIA SMALL CAP GROWTH I FUND PROPERTY TYPE: SECURITIES 641.00				07/22/2009 411.00	06/13/2011
3,080.00		49.057 HARBOR INTERNATIONAL FUND INSTL C PROPERTY TYPE: SECURITIES 2,783.00				01/14/2010 297.00	06/13/2011
203.00		9.554 LAZARD FUNDS INC EMERGING MKTS POR PROPERTY TYPE: SECURITIES 185.00				04/20/2010 18.00	06/13/2011
1,837.00		86.571 LAZARD FUNDS INC EMERGING MKTS PO PROPERTY TYPE: SECURITIES 1,621.00				03/18/2010 216.00	06/13/2011
172.00		10.313 NATIXIS FDS TR IV AEW REAL ESTATE PROPERTY TYPE: SECURITIES 143.00				04/20/2010 29.00	06/13/2011
749.00		44.945 NATIXIS FDS TR IV AEW REAL ESTATE PROPERTY TYPE: SECURITIES 607.00				04/01/2010 142.00	06/13/2011
330.00		19.806 NATIXIS FDS TR IV AEW REAL ESTATE PROPERTY TYPE: SECURITIES 245.00				01/14/2010 85.00	06/13/2011
27,422.00		2486.162 PIMCO TOTAL RETURN FUND INSTL PROPERTY TYPE: SECURITIES 28,566.00				11/30/2010 -1,144.00	06/13/2011

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)	
3,209.00		290.955 PIMCO TOTAL RETURN FUND INSTL PROPERTY TYPE: SECURITIES 3,227.00					04/20/2010 -18.00	06/13/2011
1,251.00		130.947 PIMCO COMMODITY REALRETURN STRAT PROPERTY TYPE: SECURITIES 1,100.00					01/14/2010 151.00	06/13/2011
461.00		44.238 ROWE T PRICE INTL FUNDS INC INTL PROPERTY TYPE: SECURITIES 445.00					01/14/2010 16.00	06/13/2011
22,404.00		665.402 COLUMBIA SMALL CAP GROWTH I FUND PROPERTY TYPE: SECURITIES 12,330.00					07/06/2009 10,074.00	07/29/2011
1,402.00		41.628 COLUMBIA SMALL CAP GROWTH I FUND PROPERTY TYPE: SECURITIES 825.00					07/22/2009 577.00	07/29/2011
16,553.00		975.447 COLUMBIA SELECT SMALL CAP FUND C PROPERTY TYPE: SECURITIES 10,320.00					07/06/2009 6,233.00	07/29/2011
1,555.00		91.623 COLUMBIA SELECT SMALL CAP FUND CL PROPERTY TYPE: SECURITIES 1,054.00					07/22/2009 501.00	07/29/2011
385.00		22.672 COLUMBIA SELECT SMALL CAP FUND CL PROPERTY TYPE: SECURITIES 341.00					04/01/2010 44.00	07/29/2011
1,411.00		83.151 COLUMBIA SELECT SMALL CAP FUND CL PROPERTY TYPE: SECURITIES 1,166.00					05/26/2010 245.00	07/29/2011
1,675.00		98.732 COLUMBIA SELECT SMALL CAP FUND CL PROPERTY TYPE: SECURITIES 1,658.00					06/13/2011 17.00	07/29/2011

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)	
TOTAL GAIN (LOSS)							----- 68,887. =====	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ARTIO GLOBAL HIGH INCOME FUND CL I	4,856.	4,856.
BOFA GOVERNMENT RESERVES CAPITAL CLASS -	1.	1.
COLUMBIA ACORN FUND CLASS Z SHARES	198.	198.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	907.	907.
COLUMBIA MARSICO INT'L OPPORTUNITIES FD	961.	961.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	318.	318.
EATON VANCE LARGE-CAP VALUE FUND CL I	3,392.	3,392.
HARBOR INTERNATIONAL FUND INSTL CL	850.	850.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	1,779.	1,779.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	489.	406.
OLD MUTUAL TS&W MID CAP VALUE FUND CL I	290.	290.
PIMCO TOTAL RETURN FUND INSTL	27,859.	27,859.
PIMCO COMMODITY REALRETURN STRATEGY FUND	11,303.	11,303.
PIMCO DEVELOPING LOCAL MKTS FUND INSTL	325.	325.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	1,097.	1,097.
	-----	-----
TOTAL	54,625.	54,542.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	2,468.	
FEDERAL ESTIMATES - PRINCIPAL	4,600.	
FOREIGN TAXES ON QUALIFIED FOR	467.	467.
FOREIGN TAXES ON NONQUALIFIED	48.	48.
	-----	-----
TOTALS	7,583.	515.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-INCOME	35.	35.
TOTALS	35.	35.
	=====	=====

HATHAWAY MEMORIAL CHARIT TR

04-6599655

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/

FMV

C OR F

DESCRIPTION

SEE ATTACHED STATEMENT

C

TOTALS

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

TYE SECURITY COST ADJUSTMENT

183.

TYE SALES ADJUSTMENT

17,692.

TOTAL

17,875.
=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
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MA

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

OFFICER NAME:

BANK OF AMERICA, N.A

ADDRESS:

100 FEDERAL STREET

BOSTON, MA 02110

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 13,978.

TOTAL COMPENSATION:

13,978.

=====

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

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EMPLOYEE NAME:

NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:

NONE

RECIPIENT NAME:

BANK OF AMERICA, VAUNTINA FRANKLIN
FORM, INFORMATION AND MATERIALS:

INCLUDE ALL PERTINENT INFORMATION FOR REVIEW BY ADVISORY COMMITTEE.

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

ORGANIZATIONS PROVIDING BENIFITS TO RESIDENTS OF THE TOWN OF SOMERSET,
MA. THIS INCLUDES SCHOLARSHIPS FOR DESERVING STUDENTS FROM SOMERSET.

RECIPIENT NAME:

SEE ATTACHED SCHEDULE

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORTS NAMED ORGANIZATION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 67,588.

TOTAL GRANTS PAID:

67,588.

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149 BENEFICIARY DISTRIBUTIONS

DISTRIBUTIONS NOT MATCHED TO BENEFICIARY

DATE	DESCRIPTION	TR	CD	REG	PORT	AMOUNT	STATUS	DBA
06/13/11	SOMERSET HISTORICAL COMMISSION THE HATHAWAY MEMORIAL CHARITABLE TRUST FOR. TR TRAN#-111640002000	823		0	INC	-1000 00	**CHANGED**	1106000020 08/18/11 DBA
06/13/11	SOMERSET CHILDREN'S CENTER THE HATHAWAY MEMORIAL CHARITABLE TRUST FOR. TR TRAN#-111640003000	823		0	INC	-4000 00	**CHANGED**	1106000021 08/18/11 DBA
06/13/11	CONGREGATIONAL CHRISTIAN CHURCH THE HATHAWAY MEMORIAL CHARITABLE TRUST TO BE ALLOCATED TO THE PARISH NURSE PROGRAM FOR. TR TRAN#-111640004000	823		0	INC	-4000 00	**CHANGED**	1106000022 08/18/11 DBA
06/13/11	CONGREGATIONAL CHRISTIAN CHURCH THE HATHAWAY MEMORIAL CHARITABLE TRUST FOR. TR TRAN#-111640005000	823		0	INC	-15000 00	**CHANGED**	1106000023 08/18/11 DBA
06/13/11	CAMP ELLIE MAE THE HATHAWAY MEMORIAL CHARITABLE TRUST FOR. TR TRAN#-111640001000	823		0	INC	-500 00	**CHANGED**	1106000019 08/18/11 DBA
06/13/11	JUNIOR ACHIEVEMENT THE HATHAWAY MEMORIAL CHARITABLE TRUST FOR. TR TRAN#-111640007000	823		0	INC	-1000 00	**CHANGED**	1106000025 08/18/11 DBA
06/13/11	SOMERSET UNITED METHODIST CHURCH THE HATHAWAY MEMORIAL CHARITABLE TRUST FOR. TR TRAN#-111640008000	823		0	INC	-2500 00	**CHANGED**	1106000026 08/18/11 DBA
06/13/11	CHURCH OF OUR SAVIOUR THE HATHAWAY MEMORIAL CHARITABLE TRUST FOR. TR TRAN#-111640009000	823		0	INC	-1000 00	**CHANGED**	1106000027 08/18/11 DBA
06/13/11	CITIZEN'S SCHOLARSHIP FOUNDATION THE HATHAWAY MEMORIAL CHARITABLE TRUST FOR. TR TRAN#-111640010000	823		0	INC	-10938 01	**CHANGED**	1106000028 08/18/11 DBA
06/13/11	SOMERSET LITTLE LEAGUE THE HATHAWAY MEMORIAL CHARITABLE TRUST FOR. TR TRAN#-111640006000	823		0	INC	-8000 00	**CHANGED**	1106000024 08/18/11 DBA
06/13/11	WILLIAM MEEHAN STIPEND FOR. TR TRAN#-111640016000	580		0	INC	-1250 00	**CHANGED**	1106000034 08/18/11 DBA
06/13/11	RICHARD MEYERS, TREASURER FOR STIPEND FOR. TR TRAN#-111640017000	580		0	INC	-1250 00	**CHANGED**	1106000035 08/18/11 DBA
06/13/11	CHARLES E REED REIMBURSEMENT FOR POST OFFICE BOX, POSTAGE AND LEGAL PUBLICATION FOR. TR TRAN#-111640018000	580		0	INC	-699.99	**CHANGED**	1106000036 08/18/11 DBA
06/13/11	EYDIE A FURTADO SECRETARY FOR. TR TRAN#-111640019000	580		0	INC	-1000 00	**CHANGED**	1106000037 08/18/11 DBA
06/13/11	BOY SCOUT TROOP 21 THE HATHAWAY MEMORIAL CHARITABLE TRUST FOR. TR TRAN#-111640011000	823		0	INC	-1000 00	**CHANGED**	1106000029 08/18/11 DBA

149 BENEFICIARY DISTRIBUTIONS (CONTINUED)
DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)

06/13/11	SOMERSET HISTORICAL SOCIETY THE HATHAWAY MEMORIAL CHARITABLE TRUST FOR TR TRAN#=111640012000 TR CD=823 REG=0 PORT=INC	-7200 00	-7200 00	**CHANGED** 08/18/11 DBA 1106000030
06/13/11	SOMERSET BAPTIST CHURCH THE HATHAWAY MEMORIAL CHARITABLE TRUST FOR TR TRAN#=111640013000 TR CD=823 REG=0 PORT=INC	-2000 00	-2000 00	**CHANGED** 08/18/11 DBA 1106000031
06/13/11	CHRIST CHURCH THE HATHAWAY MEMORIAL CHARITABLE TRUST FOR TR TRAN#=111640014000 TR CD=823 REG=0 PORT=INC	-4000 00	-4000 00	**CHANGED** 08/18/11 DBA 1106000032
06/13/11	CHARLES E REED STIPEND FOR TR TRAN#=111640015000 TR CD=580 REG=0 PORT=INC	-1250 00	-1250 00	**CHANGED** 08/18/11 DBA 1106000033
TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS		-67588 00	-67588 00	0 00
		=====	=====	=====

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ARTIO GLOBAL HIGH INCOME FUND CL I	531.00
COLUMBIA ACORN FUND CLASS Z SHARES	2,433.00
COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARE	91.00
COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z	6,452.00
PIMCO TOTAL RETURN FUND INSTL	6,339.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	15,846.00
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TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	15,846.00
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HATHAWAY MEMORIAL CHARIT TR
04-6599655
Balance Sheet
7/31/2011



Cusip	Asset	Units	Basis	Market Value
77956H104	ROWE T PRICE INTL FDS INC	2576.598	24,850.91	27,260.41
72201F409	PIMCO DEVELOPING LOCAL MKTS	1606.125	14,981.22	17,811.93
722005667	PIMCO COMMODITY REALRETURN	9217.816	71,154.40	84,711.73
693390700	PIMCO TOTAL RETURN FUND	38594.713	422,524.27	428,401.31
63872W409	NATIXIS FDS TR IV AEW REAL	2146.304	19,187.38	37,367.15
52106N889	LAZARD EMERGING MKTS EQUITY	4623.277	83,703.51	100,325.11
47803W406	JOHN HANCOCK FDS III DISCIPLINED	3751.471	46,222.97	44,529.96
411511306	HARBOR INTERNATIONAL FUND	797.507	41,374.88	50,234.97
277905642	EATON VANCE LARGE-CAP VALUE	15336.208	264,825.81	278,352.18
19765Y688	COLUMBIA SELECT LARGE CAP	31472.303	328,968.38	433,688.34
19765Y589	COLUMBIA SELECT SMALL CAP FUND	1271.625	14,537.91	21,579.48
19765P596	COLUMBIA SMALL CAP GROWTH I	707.030	13,154.97	23,805.70
19765N567	COLUMBIA SMALL CAP VALUE I FUND	581.796	20,451.22	27,315.32
19765H636	COLUMBIA MARSICO INTERNATIONAL	4306.802	47,792.90	50,346.52
197199813	COLUMBIA ACORN INTERNATIONAL	616.625	18,574.87	25,411.12
197199409	COLUMBIA ACORN FUND	2071.932	42,955.47	64,084.86
04315J860	ARTIO GLOBAL HIGH INCOME FUND	5133.441	48,545.60	53,131.11
	Cash/Cash Equivalent	27834.220	27,834.22	27,834.22
		Totals:	1,551,640.89	1,796,191.40