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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning **OCT 1, 2010**, and ending **SEP 30, 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 GERALD FLAXER CHARITABLE FOUNDATION		A Employer identification number 04-3491360
Number and street (or P O box number if mail is not delivered to street address) 10 ROGERS STREET #818	Room/suite	B Telephone number 617-577-9693
City or town, state, and ZIP code CAMBRIDGE, MA 02142		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,147,830.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		17,204.	17,204.		STATEMENT 1
4 Dividends and interest from securities		31,395.	31,395.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		23,549.			
b Gross sales price for all assets on line 6a 419,321.					
7 Capital gain net income (from Part IV, line 2)			23,549.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		542.	542.		STATEMENT 3
12 Total. Add lines 1 through 11		72,690.	72,690.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		5,080.	5,080.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		35.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		28,811.	28,811.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		33,926.	33,891.		0.
25 Contributions, gifts, grants paid		0.			0.
26 Total expenses and disbursements. Add lines 24 and 25		33,926.	33,891.		0.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		38,764.			
b Net investment income (if negative, enter -0-)			38,799.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	155,119.	174,724.	174,724.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	352,264.	369,424.	388,495.
	b Investments - corporate stock STMT 8	1,363,469.	1,375,618.	1,497,800.
	c Investments - corporate bonds STMT 9	95,715.	85,568.	86,811.
11 Investments - land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,966,567.	2,005,334.	2,147,830.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,628,016.	2,628,016.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	<661,449.>	<622,682.>		
30 Total net assets or fund balances	1,966,567.	2,005,334.		
31 Total liabilities and net assets/fund balances	1,966,567.	2,005,334.		

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	1,966,567.
2 Enter amount from Part I, line 27a	2	38,764.
3 Other increases not included in line 2 (itemize) ▶ ROUNDING	3	3.
4 Add lines 1, 2, and 3	4	2,005,334.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,005,334.

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 INVESTMENT SOLD AA	P	VARIOUS	VARIOUS
b SEE INVESTMENT SOLD AA	P	VARIOUS	VARIOUS
c BANK OF NEW YORK	P	12/15/04	12/15/10
d CAPITAL GAINS DIVIDENDS			
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 190,315.		171,706.	18,609.
b 210,888.		213,918.	<3,030.>
c 10,000.		10,148.	<148.>
d 8,118.			8,118.
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			18,609.
b			<3,030.>
c			<148.>
d			8,118.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	23,549.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,831.	2,000,477.	.000915
2008	202,402.	1,763,154.	.114795
2007	119,190.	2,607,668.	.045708
2006	109,232.	2,421,809.	.045103
2005	116,730.	2,180,102.	.053543

2 Total of line 1, column (d)	2	.260064
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	.052013
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,251,417.
5 Multiply line 4 by line 3	5	117,103.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	388.
7 Add lines 5 and 6	7	117,491.
8 Enter qualifying distributions from Part XII, line 4 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.	8	0.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	776.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	776.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	776.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,389.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,389.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	613.
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 613. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>NANCY RAPHAEL</u> Telephone no. ▶ <u>617-577-9693</u> Located at ▶ <u>10 ROGERS STREET #818, CAMBRIDGE, MA</u> ZIP+4 ▶ <u>02142</u>			
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 ▶ <u>15</u> <u>N/A</u>			
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? <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 type="checkbox"/> Yes <input checked="" 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 <u>N/A</u> ▶ <input type="checkbox"/>	1b	
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 ▶ _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	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? <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.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

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

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

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). N/A

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.

(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
NANCY RAPHAEL 10 ROGERS STREET, #818 CAMBRIDGE, MA 02142	TRUSTEE 1.00	0.	0.	0.
ASHER WALDFOGEL 300 SANTA ROSA AVE PALO ALTO, CA 94301	TRUSTEE 0.10	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		0

Total number of others receiving over \$50,000 for professional services

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,116,497.
b	Average of monthly cash balances	1b	169,206.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,285,703.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,285,703.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34,286.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,251,417.
6	Minimum investment return. Enter 5% of line 5	6	112,571.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	112,571.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	776.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	776.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	111,795.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	111,795.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	111,795.

Part XII Qualifying Distributions (see 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	0.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	0.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	0.

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 instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				111,795.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008	31,894.			
e From 2009				
f Total of lines 3a through e	31,894.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 0.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (if an amount appears in column (d), the same amount must be shown in column (a))	31,894.			31,894.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				79,901.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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).)

NONE

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.

NONE

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 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:
NANCY RAPHAEL, 617-588-9693
10 ROGERS STREET #818, CAMBRIDGE, MA 02142

b The form in which applications should be submitted and information and materials they should include:
NO SPECIFIC FORM - DESCRIBE PURPOSE & NEED

c Any submission deadlines:
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
NONE

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
NONE				
Total				0.
b Approved for future payment				
NONE				
Total				0.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF AMERICA	49.
MERRILL LYNCH	5,777.
MORGAN STANLEY SMITH BARNEY	11,378.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	17,204.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	27,313.	8,118.	19,195.
SMITH BARNEY	12,200.	0.	12,200.
TOTAL TO FM 990-PF, PART I, LN 4	39,513.	8,118.	31,395.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	542.	542.	
TOTAL TO FORM 990-PF, PART I, LINE 11	542.	542.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RAPHAEL AND RAPHAEL LLP	5,080.	5,080.		0.
TO FORM 990-PF, PG 1, LN 16B	5,080.	5,080.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEE	35.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	35.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	28,811.	28,811.		0.	
TO FORM 990-PF, PG 1, LN 23	28,811.	28,811.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
U S BONDS & NOTES	X		369,424.	388,495.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			369,424.	388,495.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			369,424.	388,495.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK			590,148.	637,099.
MUTUAL FUNDS			785,470.	860,701.
TOTAL TO FORM 990-PF, PART II, LINE 10B			1,375,618.	1,497,800.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CORPORATE BONDS & NOTES	85,568.	86,811.
TOTAL TO FORM 990-PF, PART II, LINE 10C	85,568.	86,811.

STATEMENT AA

Smith Barney

	<u>quantity</u>	<u>date purchased</u>	<u>date sold</u>	<u>Proceeds</u>	<u>Cost Basis</u>	<u>Gain/Loss</u>	
Amazon Com	15	various	10/18/2010	2,448.03	549.07	1,898.96	LT
Charming Shoppes	560	12/19/2003	10/14/2010	1,899.48	3,024.00	(1,124.52)	LT
Electronic Arts	120	9/9/2005	10/13/2010	1,911.92	6,316.21	(4,404.29)	LT
Freeport McMoran Copper	10	1/20/2009	10/22/2010	943.78	237.08	706.70	LT
McDonalds Corp	25	6/13/2007	10/20/2010	1,943.73	1,296.50	647.23	LT
Novo-Nordisk	11	12/3/2003	10/19/2010	1,007.60	211.31	796.29	LT
Freeport McMoran Copper	13	1/20/2009	11/4/2010	1,323.92	308.20	1,015.72	LT
Unilever Plc Spons Adr New	20	9/8/2008	11/1/2010	577.72	561.86	15.86	LT
Amazon Com Inc	7	4/28/2005	12/8/2010	1,228.75	223.86	1,004.89	LT
Amgen Inc	32	6/13/2007	12/14/2010	1,792.56	1,856.24	(63.68)	LT
Berkshire Hathaway Inc cl B	15	3/12/2009	12/7/2010	1,201.91	828.70	373.21	LT
Advent Software	167	12/19/2003	1/27/2011	5,027.17	1,476.84	3,550.33	LT
ConocoPhillips	22	6/13/2007	1/7/2011	1,469.78	1,708.08	(238.30)	LT
Discovery Communications	48	12/3/2003	1/27/2011	1,894.04	611.67	1,282.37	LT
Federal Home Ln Mtg	25,000	8/18/2009	1/14/2011	27,072.25	26,375.60	696.65	LT
Genzyme Corp	110	12/19/2003	1/27/2011	7,853.92	6,192.20	1,661.72	LT
Intel Corp	105	8/26/2004	1/8/2011	2,171.50	2,301.58	(130.08)	LT
Liberty Global	53	12/18/2003	1/27/2011	2,199.49	1,141.65	1,057.84	LT
Liberty Media Corp	18	12/18/2003	1/27/2011	1,071.65	309.02	762.63	LT
Madison Square Garden	67	12/19/2003	1/27/2011	1,685.41	651.74	1,033.67	LT
Nestle S A	16	12/3/2003	1/28/2011	871.20	376.32	494.88	LT
Procter & Gamble	24	2/18/2004	1/8/2011	1,548.28	919.25	629.03	LT
Verizon Communications	14	7/23/2008	1/7/2011	498.03	470.48	27.55	LT
Berkshire Hathaway Inc cl B	27	3/12/2009	2/2/2011	2,241.48	1,491.67	749.81	LT
Discovery Communications	2	12/3/2003	2/25/2011	85.59	25.36	60.23	LT
Expedia Inc	220	10/13/2004	2/25/2011	4,533.90	4,602.55	(68.65)	LT
Genzyme Corp	50	12/19/2003	2/17/2011	3,765.58	2,388.50	1,377.08	LT
Liberty Media	2	12/3/2003	2/23/2011	139.27	38.60	100.67	LT
Mettler Toledo	7	12/3/2003	2/28/2011	1,201.87	275.80	926.07	LT
Nvidia Corp	49	5/30/2008	2/10/2011	1,120.10	1,201.07	(80.97)	LT
Roche Hldg	65	3/9/2009	2/28/2011	2,444.11	1,900.07	544.04	LT
Wal-Mart Stores	16	6/13/2007	2/28/2011	831.99	787.84	44.15	LT
Advent Software	3	12/19/2003	3/2/2011	83.99	26.53	57.46	LT
Bed Bath & Beyond	35	1/13/2005	3/10/2011	1,604.07	1,416.45	187.62	LT
Walt Disney Co	27	4/26/2004	3/9/2011	1,165.03	692.53	472.50	LT
Federal Home Loan Mtg	31,000	2/25/2008	3/30/2011	32,330.52	33,782.56	(1,452.04)	LT
First Solar Inc	7	12/3/2008	3/28/2011	1,078.31	866.20	212.11	LT
GlaxoSmithKline	45	1/9/2004	3/31/2011	1,740.43	2,100.60	(360.17)	LT
ING Groep NV	67	1/26/2004	3/24/2011	885.51	1,734.82	(849.31)	LT
Juniper Networks Inc	34	10/22/2008	3/10/2011	1,429.96	629.64	800.32	LT
Kimberly Clark	15	6/13/2007	3/7/2011	962.99	1,050.90	(87.91)	LT
Liberty Global	2	12/3/2003	3/31/2011	83.35	34.58	48.77	LT
Mettler Toledo	4	12/3/2003	3/24/2011	679.70	157.60	522.10	LT
NASDAQ OMX	32	5/2/2008	3/17/2011	786.95	1,140.88	(353.93)	LT
Nokia Corp	100	6/13/2007	3/16/2011	792.86	2,420.80	(1,627.94)	LT
Shire Plc Adr	7	3/5/2008	3/24/2011	618.41	413.73	204.68	LT
Texas Instruments Inc	87	5/25/1908	3/10/2011	3,068.07	3,115.47	(47.40)	LT
Verizon Communications	33	7/23/2008	3/3/2011	1,208.60	1,101.49	107.11	LT
Abbott Laboratories	50	8/13/2007	4/8/2011	2,530.02	2,703.50	(173.48)	LT
First Solar Inc	13	12/8/2008	4/29/2011	1,837.04	1,460.82	376.22	LT
Madison Square Garden	3	12/19/2003	4/1/2011	81.32	24.77	56.55	LT
Time Warner	25	6/13/2007	4/8/2011	889.50	1,080.59	(191.09)	LT
Berkshire Hathaway Inc cl B	28	3/12/2009	5/17/2011	2,211.53	1,546.92	664.61	LT
Coca-Coca	45	12/3/2003	5/26/2011	2,998.22	2,115.00	883.22	LT
Dish Network	29	8/13/2007	5/2/2011	844.47	1,082.55	(238.08)	LT
El Paso	76	10/29/2008	5/24/2011	1,550.25	662.55	887.70	LT
Nvidia Corp	97	5/30/2008	5/17/2011	1,682.51	2,372.52	(690.01)	LT

STATEMENT AA

Smith Barney

	<u>quantity</u>	<u>date purchased</u>	<u>date sold</u>	<u>Proceeds</u>	<u>Cost Basis</u>	<u>Gain/Loss</u>	
Bed Bath & Beyond	15	1/11/2005	6/17/2011	783.40	601.85	181.55	LT
Koninklijke Philips	72	3/17/2004	6/29/2011	1,762.53	2,243.73	(481.20)	LT
NASDAQ OMX	224	6/11/2008	6/23/2011	812.07	1,115.97	(303.90)	LT
Procter & Gamble	16	2/28/2004	6/7/2011	1,045.10	612.83	432.27	LT
Amazon Com Inc	8	4/28/2005	7/14/2011	1,708.55	255.84	1,452.71	LT
Amgen Inc	28	6/13/2007	7/14/2011	1,568.14	1,624.20	(56.06)	LT
Bank of America	280	6/10/2009	7/19/2011	2,746.18	3,398.68	(652.50)	LT
Chubb Corp	38	6/14/2005	7/1/2011	2,394.18	1,643.50	750.68	LT
Intl Business Machines	4	12/18/2003	7/1/2011	690.30	370.16	320.14	LT
Lorillard	5	9/15/2008	7/15/2011	544.98	370.00	174.98	LT
McDonalds Corp	7	6/13/2007	7/1/2011	596.29	363.02	233.27	LT
Nvidia Corp	39	7/8/2008	7/14/2011	558.79	643.89	(85.10)	LT
Total S A Spons	25	8/13/2007	7/15/2011	1,353.86	1,825.68	(471.82)	LT
Wal-Mart	44	6/13/2007	7/15/2011	2,356.80	2,166.56	190.24	LT
Yahoo	260	3/20/2009	7/14/2011	3,638.76	3,503.29	135.47	LT
Biogen Idec	77	6/13/2007	8/23/2011	6,836.96	3,966.85	2,870.11	LT
Coca-Coca	25	12/3/2003	8/5/2011	1,670.89	1,175.00	495.89	LT
Walt Disney Co	21	12/3/2003	8/19/2011	672.81	480.94	191.87	LT
Halliburton Co Holdings Co	15	8/13/2007	8/2/2011	806.37	533.10	273.27	LT
Nvidia Corp	165	7/8/2008	8/12/2011	2,169.85	1,989.68	180.17	LT
Pepsico Inc	9	12/17/2003	8/6/2011	581.99	425.25	156.74	LT
Procter & Gamble	16	2/18/2004	8/5/2011	970.85	612.84	358.01	LT
Total S A Spons	25	9/23/2009	8/2/2011	1,310.16	1,643.39	(333.23)	LT
Johnson & Johnson	21	1/28/2010	9/9/2011	1,332.25	1,333.50	(1.25)	LT
Kimberly Clark	21	6/13/2007	9/29/2011	1,484.78	1,408.48	76.30	LT
Nomura Holdings	210	1/23/2004	9/22/2011	768.13	3,004.49	(2,236.36)	LT
				190,314.59	171,705.64	18,608.95	
Electronic Arts	180	various	11/15/2010	2,838.52	4,999.65	(2,161.13)	ST
U S Treasury Notes B-2020	17,000	7/8/2010	11/16/2010	18,224.53	17,842.70	381.83	ST
Federal Home Ln Mtg	58,000	9/24/2010	12/9/2010	57,877.27	57,849.16	28.11	ST
Federal Home Loan Mtg	7,000	1/20/2011	3/30/2011	7,300.44	7,373.17	(72.73)	ST
First Solar Inc	18	7/1/2010	4/8/2011	2,630.23	2,076.26	553.97	ST
Akamai Technologies	62	8/6/2010	5/17/2011	1,987.98	2,448.26	(460.28)	ST
Federal Home loan Mtg	33,000	8/11/2010	5/5/2011	35,215.62	35,944.59	(728.97)	ST
U. S Treasury Notes G-2015	22,000	8/20/2010	5/25/2011	34,693.82	35,294.52	(600.70)	ST
U. S Treasury Notes AE-2012	9,000	12/9/2010	7/6/2011	9,132.19	9,130.77	1.42	ST
Federal Home Loan Mtg	41,000	5/5/2011	9/16/2011	40,987.17	40,959.00	28.17	ST
				210,887.77	213,918.08	(3,030.31)	
				401,202.36	385,623.72	15,578.64	
			TOTAL				