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

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 10/01, 2010, and ending 09/30, 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: **HOWARD C CONNOR CHARITABLE FOUNDATION**
EASTERN BANK, TRUSTEE ACCT 1041698
Number and street (or P O box number if mail is not delivered to street address): **605 BROADWAY**
Room/suite: _____
City or town, state, and ZIP code: **SAUGUS, MA 01906**

A Employer identification number: **22-3204723**

B Telephone number (see page 10 of the instructions): **(781) 581-4215**

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

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **1,367,366.**
J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis.)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	37,593.	37,593.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	46,724.			
b Gross sales price for all assets on line 6a	667,171.			
7 Capital gain net income (from Part IV, line 2)		46,724.		
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	84,317.	84,317.		
13 Compensation of officers, directors, trustees, etc.	17,000.	4,250.		12,750.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	3,636.	149.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 5	168.			168.
24 Total operating and administrative expenses. Add lines 13 through 23	20,804.	4,399.	NONE	12,918.
25 Contributions, gifts, grants paid	70,000.			70,000.
26 Total expenses and disbursements. Add lines 24 and 25	90,804.	4,399.	NONE	82,918.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-6,487.			
b Net investment income (if negative, enter -0-)		79,918.		
c Adjusted net income (if negative, enter -0-)				

SCANNED JAN 26 2010 Revenue

Operating and Administrative Expenses

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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			
	2	Savings and temporary cash investments			
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	1,447,546.	1,431,979.	1,367,366.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,447,546.	1,431,979.	1,367,366.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,517,075.	1,431,979.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-69,529.		
	30	Total net assets or fund balances (see page 17 of the instructions)	1,447,546.	1,431,979.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,447,546.	1,431,979.		

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	1,447,546.
2	Enter amount from Part I, line 27a	2	-6,487.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,441,059.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 6	5	9,080.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,431,979.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2	46,724.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. }				3		

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	72,497.	1,473,330.	0.04920621992
2008	86,430.	1,386,680.	0.06232872761
2007	78,504.	1,750,971.	0.04483455180
2006	115,862.	1,811,498.	0.06395922049
2005	97,875.	1,693,413.	0.05779747764
2 Total of line 1, column (d)			0.27812619746
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			0.05562523949
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			1,530,842.
5 Multiply line 4 by line 3			85,153.
6 Enter 1% of net investment income (1% of Part I, line 27b)			799.
7 Add lines 5 and 6			85,952.
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 on page 18.			82,918.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)		
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	1,598.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,598.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,598.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,932.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,932.
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	334.
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax ▶ 334. Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of EASTERN BANK Telephone no. (781) 581-4215
Located at 605 BROADWAY STREET, SAUGUS, MA ZIP + 4 01906
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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? 16 Yes No X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions.) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? 4b X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** 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		17,000.	-0-	-0-

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,554,154.
b	Average of monthly cash balances	1b	NONE
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	1,554,154.
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	1,554,154.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	23,312.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,530,842.
6	Minimum investment return. Enter 5% of line 5	6	76,542.

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	76,542.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,598.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,598.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	74,944.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	74,944.
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	74,944.

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	82,918.
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	82,918.
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	82,918.

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				74,944.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			4,748.	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ <u>82,918.</u>				
a Applied to 2009, but not more than line 2a			4,748.	
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				74,944.
e Remaining amount distributed out of corpus	3,226.			
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	3,226.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	3,226.			
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	3,226.			

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
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 9
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	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
<p>a Paid during the year</p> <p>SEE STATEMENT 12</p>				
Total				70,000.
b Approved for future payment				
Total				▶ 3b

**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					354.	
8,003.00		26. APPLE PROPERTY TYPE: SECURITIES 2,641.00					03/19/2009 5,362.00	10/22/2010
8,467.00		221. TERADATA CORP INC PROPERTY TYPE: SECURITIES 6,656.00					01/15/2010 1,811.00	10/22/2010
3,857.00		133. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 2,918.00					06/26/2008 939.00	10/25/2010
8,059.00		248. VERIZON COMMUNICATIONS INC PROPERTY TYPE: SECURITIES 7,755.00					09/16/2010 304.00	10/25/2010
10,886.00		177. OCEANEERING INTL INC PROPERTY TYPE: SECURITIES 9,403.00					09/16/2010 1,483.00	10/29/2010
5,648.00		228. NUVASIVE PROPERTY TYPE: SECURITIES 7,431.00					09/16/2010 -1,783.00	11/02/2010
50,000.00		50000. MERRILL LYNCH & CO 4.5% 11/04/201 PROPERTY TYPE: SECURITIES 50,125.00					02/28/2005 -125.00	11/04/2010
5,573.00		92. PHILIP MORRIS INTL INC PROPERTY TYPE: SECURITIES 4,685.00					04/22/2010 888.00	11/04/2010
4,189.00		10. PRICELINE.COM INC PROPERTY TYPE: SECURITIES 1,661.00					09/29/2009 2,528.00	11/10/2010
12,222.00		281. DANAHER CORP PROPERTY TYPE: SECURITIES 7,330.00					05/13/2009 4,892.00	11/12/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,436.00		343. FORD MOTOR CO PROPERTY TYPE: SECURITIES 3,993.00					01/15/2010	11/30/2010
							1,443.00	
8,797.00		417. INTEL CORP PROPERTY TYPE: SECURITIES 8,680.00					05/21/2010	11/30/2010
							117.00	
3,903.00		185. INTEL CORP PROPERTY TYPE: SECURITIES 4,495.00					05/13/2009	11/30/2010
							-592.00	
3,922.00		69. COACH, INC. PROPERTY TYPE: SECURITIES 2,131.00					06/20/2008	12/01/2010
							1,791.00	
4,269.00		68. TIFFANY AND COMPANY PROPERTY TYPE: SECURITIES 2,987.00					09/16/2010	12/01/2010
							1,282.00	
4,206.00		35. FREEPORT-MCMORAN COPPER AND GOLD, IN PROPERTY TYPE: SECURITIES 3,142.00					08/29/2008	01/11/2011
							1,064.00	
16,670.00		482. VERIZON COMMUNICATIONS INC PROPERTY TYPE: SECURITIES 15,072.00					09/16/2010	01/20/2011
							1,598.00	
24,344.00		152. I B M CORP PROPERTY TYPE: SECURITIES 19,731.00					09/16/2010	01/25/2011
							4,613.00	
15,374.00		271. WAL-MART STORES INC PROPERTY TYPE: SECURITIES 14,889.00					05/13/2009	01/25/2011
							485.00	
9,020.00		195. HALLIBURTON CO PROPERTY TYPE: SECURITIES 6,617.00					01/15/2010	02/03/2011
							2,403.00	
10,850.00		451. ZIONS BANCORP PROPERTY TYPE: SECURITIES 12,114.00					09/16/2010	02/03/2011
							-1,264.00	

**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)	
7,079.00		68. I SHARES BARCLAYS 1-3 YR CREDIT BOND PROPERTY TYPE: SECURITIES 7,107.00					11/23/2009	02/08/2011 -28.00
22,158.00		547. SPDR BARCLAYS HIGH YIELD PROPERTY TYPE: SECURITIES 20,524.00					02/11/2010	02/08/2011 1,634.00
6,491.00		305. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 4,905.00					10/01/2009	02/11/2011 1,586.00
18,248.00		337. FAMILY DOLLAR STORES PROPERTY TYPE: SECURITIES 14,570.00					01/06/2011	02/16/2011 3,678.00
8,104.00		326. TALECRIS BIOTHERAPEU PROPERTY TYPE: SECURITIES 5,416.00					05/26/2010	02/17/2011 2,688.00
11,229.00		208. CELGENE CORPORATION PROPERTY TYPE: SECURITIES 11,836.00					01/15/2010	03/03/2011 -607.00
5,768.00		35. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 5,130.00					07/17/2009	03/03/2011 638.00
8,232.00		314. MICROSOFT PROPERTY TYPE: SECURITIES 7,946.00					10/25/2010	03/03/2011 286.00
9,858.00		376. MICROSOFT PROPERTY TYPE: SECURITIES 8,592.00					01/15/2010	03/03/2011 1,266.00
6,547.00		241. E M C CORP PROPERTY TYPE: SECURITIES 4,947.00					09/16/2010	03/04/2011 1,600.00
6,672.00		123. QUALCOMM INC PROPERTY TYPE: SECURITIES 4,649.00					03/19/2009	03/10/2011 2,023.00

**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)	
8,713.00		158. MEDCO HEALTH SOL PROPERTY TYPE: SECURITIES 9,517.00					05/27/2010 -804.00	03/29/2011
5,090.00		393. BANK AMERICA CORP PROPERTY TYPE: SECURITIES 7,678.00					04/15/2010 -2,588.00	04/15/2011
6,515.00		503. BANK AMERICA CORP PROPERTY TYPE: SECURITIES 13,240.00					12/16/2008 -6,725.00	04/15/2011
16,231.00		222. UNITED PARCEL SERVICE PROPERTY TYPE: SECURITIES 15,044.00					12/01/2010 1,187.00	04/25/2011
6,619.00		107. AMERIPRISE FINANCIAL INC PROPERTY TYPE: SECURITIES 5,072.00					09/16/2010 1,547.00	04/28/2011
4,221.00		28. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 3,985.00					05/11/2010 236.00	05/06/2011
3,467.00		23. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 3,634.00					01/15/2010 -167.00	05/06/2011
6,617.00		545. BANK AMERICA CORP PROPERTY TYPE: SECURITIES 7,593.00					10/25/2010 -976.00	05/12/2011
1,081.00		89. BANK AMERICA CORP PROPERTY TYPE: SECURITIES 1,739.00					04/15/2010 -658.00	05/12/2011
100,000.00		100000. FEDERAL HOME LOAN BANKS 5% 05/13 PROPERTY TYPE: SECURITIES 102,259.00					03/11/2005 -2,259.00	05/13/2011
12,723.00		208. AMERIPRISE FINANCIAL INC PROPERTY TYPE: SECURITIES 9,860.00					09/16/2010 2,863.00	05/17/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,474.00		61. SOUTHERN CO PROPERTY TYPE: SECURITIES 2,260.00					09/16/2010	05/17/2011
							214.00	
11,883.00		293. SOUTHERN CO PROPERTY TYPE: SECURITIES 9,776.00					01/15/2010	05/17/2011
							2,107.00	
6,014.00		120. UNITEDHEALTH GROUP, INC. PROPERTY TYPE: SECURITIES 4,043.00					01/15/2010	05/17/2011
							1,971.00	
2,871.00		172. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 3,163.00					03/04/2011	05/19/2011
							-292.00	
10,282.00		616. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 12,767.00					05/13/2010	05/19/2011
							-2,485.00	
5,289.00		59. JONES LANG LASALLE INC PROPERTY TYPE: SECURITIES 3,214.00					12/07/2009	06/17/2011
							2,075.00	
5,004.00		55. JONES LANG LASALLE INC PROPERTY TYPE: SECURITIES 4,399.00					12/01/2010	06/23/2011
							605.00	
3,093.00		34. JONES LANG LASALLE INC PROPERTY TYPE: SECURITIES 1,852.00					12/07/2009	06/23/2011
							1,241.00	
6,568.00		20. APPLE PROPERTY TYPE: SECURITIES 2,031.00					03/19/2009	06/24/2011
							4,537.00	
7,608.00		16. GOOGLE INC PROPERTY TYPE: SECURITIES 8,126.00					03/15/2010	06/24/2011
							-518.00	
10,464.00		300. HEWLETT-PACKARD CO PROPERTY TYPE: SECURITIES 14,115.00					01/25/2011	06/24/2011
							-3,651.00	

**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)	
7,426.00		140. ABBOTT LABORATORIES INC PROPERTY TYPE: SECURITIES 7,103.00					03/03/2010	07/08/2011
							323.00	
5,093.00		63. TIFFANY AND COMPANY PROPERTY TYPE: SECURITIES 2,767.00					09/16/2010	07/14/2011
							2,326.00	
11,305.00		323. ANALOG DEVICES PROPERTY TYPE: SECURITIES 9,637.00					05/21/2010	07/28/2011
							1,668.00	
3,363.00		9. APPLE PROPERTY TYPE: SECURITIES 914.00					03/19/2009	08/05/2011
							2,449.00	
1,149.00		15. COSTCO WHOLESALE CORP, NEW PROPERTY TYPE: SECURITIES 1,084.00					01/25/2011	08/05/2011
							65.00	
1,129.00		27. EXELON CORP PROPERTY TYPE: SECURITIES 1,310.00					01/15/2010	08/05/2011
							-181.00	
1,277.00		27. HALLIBURTON CO PROPERTY TYPE: SECURITIES 916.00					01/15/2010	08/05/2011
							361.00	
1,267.00		15. I SHARES S & P MIDCAP 400 PROPERTY TYPE: SECURITIES 1,257.00					04/29/2010	08/05/2011
							10.00	
1,577.00		3. PRICELINE.COM INC PROPERTY TYPE: SECURITIES 498.00					09/29/2009	08/05/2011
							1,079.00	
1,783.00		41. VANGUARD EMERGING MARKETS ETF PROPERTY TYPE: SECURITIES 1,712.00					01/15/2010	08/05/2011
							71.00	
1,682.00		92. WEATHERFORD INTL LTD NEW PROPERTY TYPE: SECURITIES 2,934.00					09/22/2008	08/05/2011
							-1,252.00	

**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)	
4,017.00		58. DEERE & CO PROPERTY TYPE: SECURITIES 2,468.00					05/01/2009	08/09/2011
							1,549.00	
3,550.00		60. NEWMONT MINING CO PROPERTY TYPE: SECURITIES 2,938.00					05/16/2008	08/16/2011
							612.00	
9,194.00		306. HEWLETT-PACKARD CO PROPERTY TYPE: SECURITIES 13,540.00					08/05/2011	08/18/2011
							-4,346.00	
4,253.00		45. CHEVRON CORP PROPERTY TYPE: SECURITIES 3,869.00					07/18/2008	08/19/2011
							384.00	
8,929.00		422. E M C CORP PROPERTY TYPE: SECURITIES 8,698.00					12/01/2010	08/25/2011
							231.00	
5,438.00		148. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 6,135.00					03/07/2006	09/01/2011
							-697.00	
2,117.00		32. NEWMONT MINING CO PROPERTY TYPE: SECURITIES 1,567.00					05/16/2008	09/08/2011
							550.00	
6,198.00		329. TEXTRON INC OK PROPERTY TYPE: SECURITIES 7,039.00					11/12/2010	09/16/2011
							-841.00	
2,134.00		25. COSTCO WHOLESALE CORP, NEW PROPERTY TYPE: SECURITIES 1,807.00					01/25/2011	09/20/2011
							327.00	
3,752.00		49. DOLLAR TREE INC PROPERTY TYPE: SECURITIES 2,622.00					03/17/2011	09/20/2011
							1,130.00	
3,276.00		101. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 4,187.00					03/07/2006	09/20/2011
							-911.00	

**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)							----- 46,724. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABORATORIES INC	472.	472.
AMERIPRISE FINANCIAL INC	161.	161.
ANALOG DEVICES	223.	223.
APACHE CORP	83.	83.
BANK AMERICA CORP	31.	31.
CVS CORP.	238.	238.
CHEVRON CORP	921.	921.
CISCO SYSTEMS INC	47.	47.
CISCO SYSTEMS INC 1.625% 03/14/2014	108.	108.
COACH, INC.	164.	164.
COLGATE PALMOLIVE CO	345.	345.
COSTCO WHOLESALE CORP, NEW	117.	117.
DANAHER CORP	6.	6.
DEERE & CO	227.	227.
EXELON CORP	641.	641.
FAMILY DOLLAR STORES	41.	41.
FEDERAL HOME LOAN BANKS 5% 05/13/2011	4,972.	4,972.
FEDEX CORPORATION	17.	17.
FREEMPORT-MCMORAN COPPER AND GOLD, INC.	550.	550.
GENERAL ELEC CO	626.	626.
GEORGIA POWER CO 6% 11/01/2013	3,000.	3,000.
GOLDMAN SACHS GROUP	60.	60.
HALLIBURTON CO	162.	162.
HEWLETT-PACKARD CO	150.	150.
HONEYWELL INT'L INC. 4.25% 03/01/2013	2,125.	2,125.
INTEL CORP	95.	95.
I B M CORP	99.	99.
I SHARES S & P MIDCAP 400	342.	342.
I SHARES NATIONAL MUNI BOND ETF	664.	664.
I SHARES BARCLAYS 1-3 YR CREDIT BOND FUN	1,750.	1,750.
J P MORGAN CHASE & CO	388.	388.
JONES LANG LASALLE INC	32.	32.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KIMBERLY CLARK CORP 5.625% 02/15/2012	1,406.	1,406.
LEGG MASON INC	38.	38.
LOWES COMPANIES INC 5.6% 09/15/2012	4,200.	4,200.
MERCK & CO INC. NEW	169.	169.
MERRILL LYNCH & CO 4.5% 11/04/2010	1,125.	1,125.
METLIFE INC.	272.	272.
MICROSOFT	221.	221.
FEDERATED PRIME CASH OBLIGATIONS FUND #8	80.	80.
NEWMONT MINING CO	311.	311.
OCCIDENTAL PETROLEUM CORP	355.	355.
OMNICOM GROUP	265.	265.
ORACLE CORPORATION	138.	138.
PEPSICO INC	545.	545.
PHILIP MORRIS INTL INC	753.	753.
PRUDENTIAL FINANCIAL	316.	316.
QUALCOMM INC	170.	170.
SPX CORPORATION	50.	50.
SPDR BARCLAYS HIGH YIELD	3,697.	3,697.
SOUTHERN CO	489.	489.
SUNTRUST BANKS	53.	53.
EB REALTY LLC / TA FUND VII	424.	424.
TEVA PHARMACEUTICAL ADR	239.	239.
TEXTRON INC OK	38.	38.
TIFFANY AND COMPANY	150.	150.
UNITED PARCEL SERVICE	194.	194.
UNITED TECHNOLOGIES CORP	608.	608.
UNITEDHEALTH GROUP, INC.	151.	151.
VANGUARD EMERGING MARKETS ETF	1,298.	1,298.
VERIZON COMMUNICATIONS INC	591.	591.
WAL-MART STORES INC	82.	82.
ZIONS BANCORP	5.	5.
COVIDIEN PLC F	120.	120.
COVIDIEN PLC	120.	120.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ACE LTD	63.	63.
TOTAL	37,593.	37,593.

=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	23.	23.
FEDERAL TAX PAYMENT - PRIOR YE	1,555.	
FEDERAL ESTIMATES - INCOME	1,932.	
FOREIGN TAXES ON QUALIFIED FOR	70.	70.
FOREIGN TAXES ON NONQUALIFIED	56.	56.
TOTALS	3,636.	149.

=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER NONALLOCABLE EXPENSES -	168.	168.
TOTALS	168. -----	168. -----

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

=====

DESCRIPTION

AMOUNT

ADJUSTMENT TO REFLECT BOOK VALUE

9,080.

TOTAL

9,080.

=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MA

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

=====

OFFICER NAME:

EASTERN BANK & TRUST COMPANY

ADDRESS:

605 BROADWAY
SAUGUS, MA 01906

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 17,000.

TOTAL COMPENSATION: 17,000.
=====

RECIPIENT NAME:

JOHN DOHERTY, EASTERN BANK

ADDRESS:

605 BROADWAY STREET

SAUGUS, MA 01906

FORM, INFORMATION AND MATERIALS:

LETTER WHICH INCLUDES FINANCIAL DATA, ACTIVITIES OF ORGANIZATIONS,
VERIFICATION OF TAX EXEMPT STATUS AND OTHER PERTINENT INFORMATION.

SUBMISSION DEADLINES:

NONE. MEETINGS ARE HELD IN MAY AND NOVEMBER.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

AWARDS ARE MADE AT DISCRETION OF TRUSTEE TO NEW ENGLAND AREA TAX
EXEMPT ORGANIZATIONS.

RECIPIENT NAME:
ROGERSON COMMUNITIES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
UNITED SOUTH END SETTLEMENTS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
HOME FOR LITTLE WANDERERS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
BRIDGE OVER TROUBLED WATERS INC.
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
CARITAS COMMUNITIES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
MYSTIC VALLEY ELDER SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
SAMARITANS INC.
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
VISITING NURSE/MIDDLESEX EAST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
TRIANGLE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
BOYS & GIRLS CLUB
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 7,000.

TOTAL GRANTS PAID: 70,000.
=====

**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

HOWARD C CONNOR CHARITABLE FOUNDATION

Employer identification number

22-3204723

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	17,611.
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	17,611.

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			354.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	28,759.
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	29,113.

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Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		17,611.
14	Net long-term gain or (loss):			
a	Total for year	14a		29,113.
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		46,724.

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

**Continuation Sheet for Schedule D
(Form 1041)**

2010

Department of the Treasury
Internal Revenue Service

▶ 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

HOWARD C CONNOR CHARITABLE FOUNDATION

Employer identification number

22-3204723

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 221. TERADATA CORP INC	01/15/2010	10/22/2010	8,467.00	6,656.00	1,811.00
248. VERIZON COMMUNICATIONS INC	09/16/2010	10/25/2010	8,059.00	7,755.00	304.00
177. OCEANEERING INTL INC	09/16/2010	10/29/2010	10,886.00	9,403.00	1,483.00
228. NUVASIVE	09/16/2010	11/02/2010	5,648.00	7,431.00	-1,783.00
92. PHILIP MORRIS INTL INC	04/22/2010	11/04/2010	5,573.00	4,685.00	888.00
343. FORD MOTOR CO	01/15/2010	11/30/2010	5,436.00	3,993.00	1,443.00
417. INTEL CORP	05/21/2010	11/30/2010	8,797.00	8,680.00	117.00
68. TIFFANY AND COMPANY	09/16/2010	12/01/2010	4,269.00	2,987.00	1,282.00
482. VERIZON COMMUNICATIONS INC	09/16/2010	01/20/2011	16,670.00	15,072.00	1,598.00
152. I B M CORP	09/16/2010	01/25/2011	24,344.00	19,731.00	4,613.00
451. ZIONS BANCORP	09/16/2010	02/03/2011	10,850.00	12,114.00	-1,264.00
547. SPDR BARCLAYS HIGH YIELD	02/11/2010	02/08/2011	22,158.00	20,524.00	1,634.00
337. FAMILY DOLLAR STORES	01/06/2011	02/16/2011	18,248.00	14,570.00	3,678.00
326. TALECRIS BIOTHERAPEU	05/26/2010	02/17/2011	8,104.00	5,416.00	2,688.00
314. MICROSOFT	10/25/2010	03/03/2011	8,232.00	7,946.00	286.00
241. E M C CORP	09/16/2010	03/04/2011	6,547.00	4,947.00	1,600.00
158. MEDCO HEALTH SOL	05/27/2010	03/29/2011	8,713.00	9,517.00	-804.00
393. BANK AMERICA CORP	04/15/2010	04/15/2011	5,090.00	7,678.00	-2,588.00
222. UNITED PARCEL SERVICE	12/01/2010	04/25/2011	16,231.00	15,044.00	1,187.00
107. AMERIPRISE FINANCIAL INC	09/16/2010	04/28/2011	6,619.00	5,072.00	1,547.00
28. GOLDMAN SACHS GROUP	05/11/2010	05/06/2011	4,221.00	3,985.00	236.00
545. BANK AMERICA CORP	10/25/2010	05/12/2011	6,617.00	7,593.00	-976.00
208. AMERIPRISE FINANCIAL INC	09/16/2010	05/17/2011	12,723.00	9,860.00	2,863.00
61. SOUTHERN CO	09/16/2010	05/17/2011	2,474.00	2,260.00	214.00

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

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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
HOWARD C CONNOR CHARITABLE FOUNDATION Employer identification number
22-3204723

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 26. APPLE	03/19/2009	10/22/2010	8,003.00	2,641.00	5,362.00
133. ORACLE CORPORATION	06/26/2008	10/25/2010	3,857.00	2,918.00	939.00
50000. MERRILL LYNCH & CO 4.5% 11/04/2010	02/28/2005	11/04/2010	50,000.00	50,125.00	-125.00
10. PRICELINE.COM INC	09/29/2009	11/10/2010	4,189.00	1,661.00	2,528.00
281. DANAHER CORP	05/13/2009	11/12/2010	12,222.00	7,330.00	4,892.00
185. INTEL CORP	05/13/2009	11/30/2010	3,903.00	4,495.00	-592.00
69. COACH, INC.	06/20/2008	12/01/2010	3,922.00	2,131.00	1,791.00
35. FREEPORT-MCMORAN COPPER AND GOLD, INC.	08/29/2008	01/11/2011	4,206.00	3,142.00	1,064.00
271. WAL-MART STORES INC	05/13/2009	01/25/2011	15,374.00	14,889.00	485.00
195. HALLIBURTON CO	01/15/2010	02/03/2011	9,020.00	6,617.00	2,403.00
68. I SHARES BARCLAYS 1-3 YR CREDIT BOND FUN	11/23/2009	02/08/2011	7,079.00	7,107.00	-28.00
305. GENERAL ELEC CO	10/01/2009	02/11/2011	6,491.00	4,905.00	1,586.00
208. CELGENE CORPORATION	01/15/2010	03/03/2011	11,229.00	11,836.00	-607.00
35. GOLDMAN SACHS GROUP	07/17/2009	03/03/2011	5,768.00	5,130.00	638.00
376. MICROSOFT	01/15/2010	03/03/2011	9,858.00	8,592.00	1,266.00
123. QUALCOMM INC	03/19/2009	03/10/2011	6,672.00	4,649.00	2,023.00
503. BANK AMERICA CORP	12/16/2008	04/15/2011	6,515.00	13,240.00	-6,725.00
23. GOLDMAN SACHS GROUP	01/15/2010	05/06/2011	3,467.00	3,634.00	-167.00
89. BANK AMERICA CORP	04/15/2010	05/12/2011	1,081.00	1,739.00	-658.00
100000. FEDERAL HOME LOAN BANKS 5% 05/13/2011	03/11/2005	05/13/2011	100,000.00	102,259.00	-2,259.00
293. SOUTHERN CO	01/15/2010	05/17/2011	11,883.00	9,776.00	2,107.00
120. UNITEDHEALTH GROUP, INC.	01/15/2010	05/17/2011	6,014.00	4,043.00	1,971.00
616. CISCO SYSTEMS INC	05/13/2010	05/19/2011	10,282.00	12,767.00	-2,485.00
59. JONES LANG LASALLE INC	12/07/2009	06/17/2011	5,289.00	3,214.00	2,075.00
34. JONES LANG LASALLE INC	12/07/2009	06/23/2011	3,093.00	1,852.00	1,241.00

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

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

	34.00
I SHARES BARCLAYS 1-3 YR CREDIT BOND FUN	36.00
LUCENT TECHNOLOGIES INC.	1.00
SPDR BARCLAYS HIGH YIELD	282.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS 354.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS 354.00

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