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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.

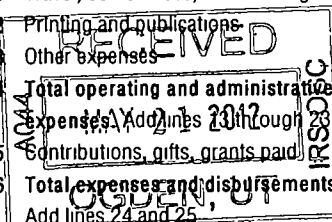
For calendar year 2010, or tax year beginning **OCT 1, 2010**, and ending **SEP 30, 2011**

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 BUNCHBERRY FOUNDATION		A Employer identification number 26-6487615
Number and street (or P O box number if mail is not delivered to street address) C/O SENTINEL TRUST COMPANY, 2001 KIRBY	Room/suite 1200	B Telephone number 713-529-3729
City or town, state, and ZIP code HOUSTON, TX 77019		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) \$ 1,020,299.	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	6,218.	6,218.		STATEMENT 1
4 Dividends and interest from securities	28,594.	28,594.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	46,108.			
b Gross sales price for all assets on line 6a 360,169.				
7 Capital gain net income (from Part IV, line 2)		46,108.		
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				
12 Total Add lines 1 through 11	80,920.	80,920.		
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				
c Other professional fees				
17 Interest				
18 Taxes STMT 3	3,453.	418.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses Add lines 17 through 23	3,453.	418.		0.
25 Contributions, gifts, grants paid	47,000.			47,000.
26 Total expenses and disbursements Add lines 24 and 25	50,453.	418.		47,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	30,467.			
b Net investment income (if negative, enter -0-)		80,502.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED MAY 23 2012



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		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	125,447.	153,544.	153,544.
	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			
	b Investments - corporate stock STMT 4	6,977.	3,488.	9,259.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 5	868,368.	874,153.	857,496.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,000,792.	1,031,185.	1,020,299.	
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	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	1,000,792.	1,031,185.		
30 Total net assets or fund balances	1,000,792.	1,031,185.		
31 Total liabilities and net assets/fund balances	1,000,792.	1,031,185.		

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	1,000,792.
2 Enter amount from Part I, line 27a	2	30,467.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,031,259.
5 Decreases not included in line 2 (itemize) ▶ RETURN OF CAPITAL & OTHER	5	74.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,031,185.

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 STATEMENT A	P	VARIOUS	VARIOUS
b SEE STATEMENT A	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 175,126.		137,476.	37,650.
b 184,495.		176,585.	7,910.
c 548.			548.
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			37,650.
b			7,910.
c			548.
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	46,108.
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	34,488.	1,014,979.	.033979
2008	375.	891,346.	.000421
2007			
2006			
2005			

2 Total of line 1, column (d)	2	.034400
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	.017200
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,095,228.
5 Multiply line 4 by line 3	5	18,838.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	805.
7 Add lines 5 and 6	7	19,643.
8 Enter qualifying distributions from Part XII, line 4	8	47,000.

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.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	805.
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	805.
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	805.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,023.	
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	3,023.	
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	2,218.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 2,218. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of SENTINEL TRUST COMPANY Telephone no. 713-529-3729
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
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?

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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?
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?
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?
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?
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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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
DIANE R. MCGARVEY 90 LACY STREET NORTH ANDOVER, MA 01845	TRUSTEE 1.00	0.	0.	0.
BARBARA F. BRISTOL 3 COOKS FARM LANE LYNNFIELD, MA 01940	TRUSTEE 1.00	0.	0.	0.
DAVID A. BRISTOL 3 COOKS FARM LANE LYNNFIELD, MA 01940	TRUSTEE 1.00	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		

Total number of others receiving over \$50,000 for professional services ▶ 0

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	
All other program-related investments. See instructions.	
3	

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	960,957.
b	Average of monthly cash balances	1b	150,950.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,111,907.
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	1,111,907.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,679.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,095,228.
6	Minimum investment return. Enter 5% of line 5	6	54,761.

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	54,761.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	805.
2b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	805.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	53,956.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	53,956.
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	53,956.

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	47,000.
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	47,000.
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	805.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	46,195.

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				53,956.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			46,728.	
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				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 47,000.				
a Applied to 2009, but not more than line 2a			46,728.	
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				272.
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))	0.			0.
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				53,684.
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 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				
SEE STATEMENT 7				
Total			▶ 3a	47,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

SOURCE	AMOUNT
SENTINEL TRUST COMPANY, NOMINEE	6,218.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6,218.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SENTINEL TRUST COMPANY, NOMINEE	29,142.	548.	28,594.
TOTAL TO FM 990-PF, PART I, LN 4	29,142.	548.	28,594.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	3,000.	0.		0.
MA STATE TAX	35.	0.		0.
FOREIGN TAXES PAID	418.	418.		0.
TO FORM 990-PF, PG 1, LN 18	3,453.	418.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHEVRON	3,488.	9,259.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,488.	9,259.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	5
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS	FMV	258,456.	252,872.
CALL OPTIONS	COST	<1,097.>	<965.>
INTERNATIONAL EQUITIES	COST	181,485.	158,322.
FIXED INCOME FUNDS	COST	435,309.	447,267.
TOTAL TO FORM 990-PF, PART II, LINE 13		874,153.	857,496.

FORM 990-PF	PART XV - LINE 1A	STATEMENT	6
	LIST OF FOUNDATION MANAGERS		

NAME OF MANAGER

BARBARA F. BRISTOL
DAVID A. BRISTOL

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 7

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
A WOMAN'S CONCERN 48 CAMP STREET HYANNIS, MA 02601	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	10,000.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK, NY 10001	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	2,000.
MAINE COAST MEMORIAL HOSPITAL 50 UNION STREET ELLSWORTH, ME 04605	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	1,000.
GORDON-CONWELL THEOLOGICAL SEMINARY 130 ESSEX STREET SOUTH HAMILTON, MA 01982	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	5,000.
PEABODY ESSEX MUSEUM 161 ESSEX STREET SALEM, MA 01970	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	1,000.
THE SALVATION ARMY 25 SHAWMUT ROAD CANTON, MA 02021	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	8,000.
WINDRUSH FARM THERAPEUTIC EQUITATION INC. 30 BROOKVIEW ROAD BOXFORD, MA 01921	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	15,000.
GORDON COLLEGE 255 GRAPEVINE ROAD WENHAM, MA 01984	NONE GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			47,000.

Tax Worksheet

(10/01/2010 To 09/30/2011)

Tax ID . 26-4391734
 Account Name Bunchberry Foundation
 Account Number 08-31050
 State of Domicile : Texas

Generation Skipping N/A
 Administrator Leslie Amann
 Accountant Mohle Adams L L P
 Attn: Connie Estopinal
 Houston TX 77027

* * Schedule D * *

Shares/PV	Asset Sold	Date	How	Date	Holding	Sales	Original	Realized
		Acquired	Acq	Sold	Period	Proceeds	Cost	Gain/ Loss
30	Abercrombie & Fitch Co, Cl A	06/22/2010	P	11/19/2010	Short	1,407.38	1,008.53	398.85
1	AMAT Call \$16.000 03/19/11	01/25/2011	C	03/15/2011	Short	-4.00	-23.00	19.00
1	AMAT Call \$16.000 07/16/11	03/15/2011	C	06/06/2011	Short	-4.00	-67.00	63.00
25	American Electric Power	02/02/2011	P	08/25/2011	Short	941.36	892.57	48.79
5	American Electric Power	02/15/2011	P	08/25/2011	Short	188.27	179.10	9.17
5	American Electric Power	07/14/2011	P	08/25/2011	Short	188.27	187.95	0.32
90	Applied Materials Inc	11/11/2010	P	09/21/2011	Short	997.62	1,133.80	-136.18
40	Applied Materials Inc	12/16/2010	P	09/21/2011	Short	443.39	534.40	-91.01
5	Applied Materials Inc	12/16/2010	P	09/20/2011	Short	55.75	66.80	-11.05
55	Applied Materials Inc	07/14/2011	P	09/21/2011	Short	609.66	679.24	-69.58
20	Applied Materials Inc	08/03/2011	P	09/21/2011	Short	221.69	240.20	-18.51
55	Applied Materials Inc	08/13/2011	P	09/21/2011	Short	609.66	607.62	2.04
1	BAC CALL \$16.000 01/22/11	09/10/2010	C	12/16/2010	Short	-3.00	-39.00	36.00
25	Bristol Myers Squibb Co	12/16/2010	P	08/19/2011	Short	704.78	666.49	38.29
1	CBK CALL \$7.500 03/19/11	10/21/2010	C	03/18/2011	Short	0.00	-20.71	20.71
1	CBK CALL \$7.500 03/19/11	10/28/2010	C	03/18/2011	Short	0.00	-18.84	18.84
1	CCL Call \$43.000 07/16/11	03/16/2011	C	06/06/2011	Short	-16.00	-159.00	143.00
1	CCL Call \$48.000 03/19/11	02/15/2011	C	03/15/2011	Short	-6.00	-69.00	63.00
5	Cephalon Inc	08/10/2010	P	03/30/2011	Short	375.09	292.16	82.93
15	Cephalon Inc	08/11/2010	P	03/30/2011	Short	1,125.28	874.28	251.00
20	Cephalon Inc	01/25/2011	P	03/30/2011	Short	1,500.37	1,181.87	318.50
10	Cephalon Inc	02/02/2011	P	03/30/2011	Short	750.19	599.80	150.39
45	Christopher & Banks	10/21/2010	P	03/24/2011	Short	275.75	263.07	12.68
15	Christopher & Banks	10/21/2010	P	03/28/2011	Short	94.69	87.69	7.00
40	Christopher & Banks	10/21/2010	P	03/25/2011	Short	251.48	233.83	17.65
15	Christopher & Banks	10/28/2010	P	03/21/2011	Short	91.38	88.07	3.31
85	Christopher & Banks	10/28/2010	P	03/24/2011	Short	520.85	499.06	21.79
1	CMCSA Call \$24.000 04/16/11	12/16/2010	C	04/07/2011	Short	-92.69	-45.00	-47.69
1	CMCSA Call \$25.000 07/16/11	01/20/2011	C	07/15/2011	Short	0.00	-91.00	91.00
2	CMCSA Call \$27.000 07/16/11	05/05/2011	C	06/10/2011	Short	-12.00	-110.00	98.00
2	CMCSA Call \$26.000 10/22/11	06/10/2011	C	08/25/2011	Short	-8.00	-118.00	110.00
30	Coca Cola Co	01/20/2011	P	02/02/2011	Short	1,883.66	1,890.60	-6.94
20	Colgate-Palmolive Co	10/28/2010	P	08/25/2011	Short	1,743.59	1,499.86	243.73
50	Conagra Foods, Inc	10/12/2010	P	08/25/2011	Short	1,187.20	1,099.26	87.94
30	Conagra Foods, Inc	11/11/2010	P	08/25/2011	Short	712.32	660.00	52.32
1	CSCO Call \$20.000 07/16/11	03/16/2011	C	06/06/2011	Short	-3.00	-29.00	26.00
55	Dell Inc	01/20/2011	P	09/20/2011	Short	817.83	749.65	68.18
10	Forest Laboratories, Inc	01/20/2011	P	08/25/2011	Short	331.34	318.20	13.14

Tax Worksheet

(10/01/2010 To 09/30/2011)

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 Account Name Bunchberry Foundation
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 Administrator Leslie Amann
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 Attn: Connie Estopinal
 Houston TX 77027

40	Freeport-McMoran Copper & Gold, Inc	06/22/2010	P 02/07/2011 Short	2,279 16	1,313.54	965 62
24	Frontier Communications Corp	10/06/2009	S 10/05/2010 Short	149 76	186.67	-36 91
1	HOTT CALL \$6.500 11/20/10	06/22/2010	C 11/19/2010 Short	0.00	-36 25	36 25
1	HOTT CALL \$6.500 11/20/10	07/02/2010	C 11/19/2010 Short	0.00	-17.33	17 33
1	HOTT CALL \$6.500 11/20/10	07/09/2010	C 11/19/2010 Short	0.00	-25.92	25 92
5	Hott Topic Inc.	01/14/2010	P 12/01/2010 Short	30.52	29.93	0.59
45	Hott Topic Inc.	06/22/2010	P 12/01/2010 Short	274 64	238.82	35 82
100	Hott Topic Inc	06/22/2010	P 12/02/2010 Short	607 12	529 77	77 35
50	Hott Topic Inc.	06/22/2010	P 12/02/2010 Short	303 56	265 36	38 20
100	Hott Topic Inc	07/02/2010	P 12/02/2010 Short	607 12	493 92	113.20
2	IDTI Call \$8.000 08/20/11	02/15/2011	C 08/19/2011 Short	0 00	-138.00	138 00
55	Ingersoll-Rand PLC	08/25/2011	P 09/20/2011 Short	1,825.54	1,647 00	178 54
1	INTC Call \$23.000 08/20/11	06/10/2011	C 08/19/2011 Short	-2.43	-30 02	27 59
1	INTC Call \$23 000 08/20/11	06/10/2011	C 08/19/2011 Short	0.00	-30 02	30.02
2	INTC Call \$23 000 06/18/11	03/16/2011	C 06/10/2011 Short	-4.00	-34 00	30.00
40	Integrated Device Tech	03/14/2011	P 05/20/2011 Short	279.59	269 11	10.48
713	IShares Barclays 1-3 Year Credit	05/06/2010	P 10/08/2010 Short	74,925 41	74,254 10	671 31
137	IShares Barclays Aggregate Bond Fund	10/08/2010	P 03/17/2011 Short	19,913.71	20,344 97	-531 26
2	KR CALL \$22.000 10/16/10	07/07/2010	C 10/15/2010 Short	-65 00	-98 00	33 00
2	KR CALL \$22 500 01/22/11	10/15/2010	C 01/24/2011 Short	0 00	-172 00	172 00
1	KR Call \$25 000 04/16/11	03/07/2011	C 04/15/2011 Short	0 00	-14.00	14 00
55	Lowe's Companies, Inc	10/25/2010	P 02/02/2011 Short	1,339.26	1,210.55	128 71
30	Lowe's Companies, Inc	11/12/2010	P 02/02/2011 Short	730.51	660 23	70.28
1	LUV Call \$14 000 09/17/11	03/14/2011	C 06/06/2011 Short	-11.00	-54.00	43 00
20	Merck & Co Inc New	01/25/2011	P 08/25/2011 Short	636 80	671.80	-35.00
5	Merck & Co Inc New	03/14/2011	P 08/25/2011 Short	159 20	161.68	-2 48
1	MRK CALL \$40 000 01/22/11	07/09/2010	C 11/10/2010 Short	-12 00	-118.00	106.00
1	MRK Call \$40 000 10/22/11	05/05/2011	C 08/19/2011 Short	-3.00	-45.00	42 00
1	MRO CALL \$35 000 10/16/10	06/15/2010	C 10/15/2010 Short	-66 63	-144 25	77 62
1	MRO CALL \$40.000 01/21/12	10/15/2010	C 11/12/2010 Short	-148 71	-225.28	76 57
100	Oracle Corp	05/07/2010	P 12/17/2010 Short	2,498.96	2,269.75	229 21
2	PFE CALL \$18 000 12/18/10	10/12/2010	C 12/17/2010 Short	0.00	-74.00	74.00
2	PFE CALL \$19.000 12/18/10	05/10/2010	C 10/12/2010 Short	-36.00	-118.00	82.00
52	Powershares Build America ETF	08/11/2010	P 07/20/2011 Short	1,382 65	1,367.39	15.26
93	Powershares Build America ETF	08/12/2010	P 07/20/2011 Short	2,472 82	2,445 60	27.22

Tax Worksheet

(10/01/2010 To 09/30/2011)

Tax ID . 26-4391734
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 State of Domicile Texas

Generation Skipping N/A
 Administrator Leslie Amann
 Accountant Mohle Adams L L.P.
 Attn: Connie Estopinal
 Houston TX 77027

935	Powershares Build America ETF	10/08/2010	P 07/20/2011	Short	24,861.18	24,986.01	-124.83
5	Regal Beloit	08/19/2011	P 09/20/2011	Short	281.26	256.14	25.12
5	Regal Beloit	08/19/2011	P 09/21/2011	Short	274.16	256.14	18.02
326	SPDR Barclays Cap International Treasury Bd	12/21/2009	P 10/08/2010	Short	20,027.41	18,682.86	1,344.55
10	Steel Dynamics Inc	11/11/2010	P 02/15/2011	Short	194.30	159.00	35.30
1	STX CALL \$15.000 03/19/11	10/12/2010	C 03/17/2011	Short	-3.00	-62.40	59.40
1	STX Call \$15.000 06/18/11	03/17/2011	C 06/17/2011	Short	0.00	-42.00	42.00
1	STX Call \$16.000 09/17/11	06/20/2011	C 08/29/2011	Short	-3.89	-56.00	52.11
20	Travelers Cos Inc	12/16/2010	P 08/25/2011	Short	959.85	1,109.12	-149.27
10	Travelers Cos Inc	02/02/2011	P 08/25/2011	Short	479.93	566.80	-86.87
60	Trinity Industries, Inc	06/22/2010	P 02/02/2011	Short	1,727.97	1,223.18	504.79
43	Vanguard MSCI Emerging Markets ETF	11/12/2009	P 10/08/2010	Short	2,014.95	1,751.28	263.67
100	Verizon Communications	10/06/2009	P 10/05/2010	Short	3,098.95	2,765.86	333.09
100	Verizon Communications	10/06/2009	P 10/05/2010	Short	2,648.95	2,759.17	89.78
1	WFC Call \$23 000 02/19/11	01/20/2011	C 02/18/2011	Short	0.00	-44.25	44.25
1	WFC Call \$34.000 07/16/11	03/14/2011	C 05/20/2011	Short	-5.00	-139.00	134.00
1	WMT CALL \$55 000 01/22/11	08/10/2010	C 01/21/2011	Short	-46.00	-96.00	50.00
1	WMT Call \$60 000 01/21/12	01/21/2011	C 03/14/2011	Short	-66.00	-147.00	81.00
1	YHOO Call \$18.000 07/16/11	04/07/2011	C 07/15/2011	Short	0.00	-77.00	77.00
100	Chevron Corp	05/25/2004	P 01/21/2011	Long	8,995.83	3,288.65	5,707.18
20	Amgen Inc	10/06/2009	P 09/20/2011	Long	1,147.18	1,182.72	-35.54
60	Cephalon Inc	10/06/2009	P 03/30/2011	Long	4,501.11	3,390.44	1,110.67
464	Cohen & Steers REIT & PFD Income	01/05/2010	P 03/17/2011	Long	6,969.89	4,847.64	2,122.25
345	Cohen & Steers REIT & PFD Income	01/06/2010	P 03/17/2011	Long	5,182.35	3,630.33	1,552.02
100	Comcast Corp Cl A	10/06/2009	P 11/19/2010	Long	1,898.97	1,510.99	387.98
5	Electronics For Imaging, Inc	10/06/2009	P 10/20/2010	Long	66.69	58.52	8.17
15	Electronics For Imaging, Inc	10/06/2009	P 10/22/2010	Long	210.92	175.57	35.35
5	Electronics For Imaging, Inc	10/06/2009	P 10/18/2010	Long	67.33	58.52	8.81
5	Electronics For Imaging, Inc	10/07/2009	P 10/25/2010	Long	70.19	58.49	11.70
85	Electronics For Imaging, Inc	06/22/2010	P 06/30/2011	Long	1,460.14	867.76	592.38
79	Frontier Communications Corp	10/06/2009	S 04/07/2011	Long	638.69	592.47	46.22
540	Integrated Device Tech	10/06/2009	P 05/20/2011	Long	3,774.54	3,290.91	483.63
120	Integrated Device Tech	11/03/2009	P 05/20/2011	Long	838.78	642.37	196.41
221	iShares MSCI EAFE Index Fund	10/05/2009	P 05/20/2011	Long	13,257.54	11,450.12	1,807.42
128	iShares MSCI EAFE Index Fund	11/12/2009	P 04/28/2011	Long	8,109.92	7,194.56	915.36
405	iShares MSCI EAFE Index Fund	11/12/2009	P 05/20/2011	Long	24,295.48	22,375.25	1,920.23
274	iShares MSCI EAFE Index Fund	12/21/2009	P 05/20/2011	Long	16,436.94	14,848.02	1,588.92
40	Johnson & Johnson	10/06/2009	P 10/12/2010	Long	2,525.97	2,403.20	122.77
100	Kroger Co	10/06/2009	P 10/15/2010	Long	2,198.96	2,076.75	122.21
200	Kroger Co	10/06/2009	P 07/15/2011	Long	4,797.91	4,162.71	635.20
30	Kroger Co	10/06/2009	P 03/14/2011	Long	710.42	637.72	72.70
55	Loews Corp	10/06/2009	P 01/21/2011	Long	2,208.99	1,919.13	289.86
15	Loews Corp	10/06/2009	P 02/02/2011	Long	618.85	523.40	95.45
15	Loews Corp	10/06/2009	P 02/15/2011	Long	645.77	523.40	122.37

Tax Worksheet

(10/01/2010 To 09/30/2011)

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 Account Name Bunchberry Foundation
 Account Number 08-31050
 State of Domicile . Texas

Generation Skipping . N/A
 Administrator Leslie Amann
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70	Lowe's Companies, Inc	10/06/2009	P 02/02/2011 Long	1,704.52	1,441.83	262.69
100	Marathon Oil Corp	10/06/2009	P 03/18/2011 Long	4,898.91	3,088.28	1,810.63
0 500	Marathon Petroleum Corp	05/07/2010	S 07/12/2011 Long	20.26	12.05	8.21
200	Norfolk Southern Corp	10/06/2009	P 06/17/2011 Long	13,997.73	8,504.01	5,493.72
50	Norfolk Southern Corp	10/06/2009	P 03/14/2011 Long	3,267.44	2,223.00	1,044.44
25	Partnerre Ltd	10/06/2009	P 04/07/2011 Long	2,058.59	1,979.15	79.44
10	Partnerre Ltd	10/06/2009	P 04/11/2011 Long	819.68	791.66	28.02
5	Partnerre Ltd	10/06/2009	P 04/08/2011 Long	411.19	395.83	15.36
200	Pfizer Inc	10/06/2009	P 03/18/2011 Long	3,597.93	3,342.00	255.93
20	Qualcomm Inc	01/14/2010	P 02/02/2011 Long	1,079.99	969.81	110.18
20	Seacor Holdings, Inc	10/06/2009	P 11/22/2010 Long	2,158.77	1,651.89	506.88
15	Seacor Holdings, Inc	10/06/2009	P 12/16/2010 Long	1,514.09	1,238.92	275.17
40	Seacor Holdings, Inc	10/06/2009	P 11/11/2010 Long	4,066.67	3,303.78	762.89
155	Silicon Image, Inc	10/06/2009	P 12/17/2010 Long	773.82	341.77	432.05
45	Silicon Image, Inc	11/03/2009	P 12/17/2010 Long	224.66	81.18	143.48
60	Steel Dynamics Inc	12/04/2009	P 02/15/2011 Long	1,165.78	1,045.47	120.31
100	Time Warner Cable	10/06/2009	P 04/15/2011 Long	6,498.87	4,081.74	2,417.13
90	UnitedHealth Group Inc	10/06/2009	P 01/21/2011 Long	3,624.99	2,175.97	1,449.02
100	UnumProvident Corp	10/06/2009	P 01/21/2011 Long	2,498.95	2,117.00	381.95
20	Vanguard MSCI Emerging Markets ETF	11/12/2009	P 04/28/2011 Long	1,003.19	814.55	188.64
100	Verizon Communications	10/06/2009	P 02/18/2011 Long	3,598.93	2,787.86	811.07
5	Verizon Communications	10/06/2009	P 08/25/2011 Long	178.96	140.84	38.12
15	Verizon Communications	10/06/2009	P 04/07/2011 Long	565.37	422.53	142.84
100	Verizon Communications	10/06/2009	P 04/07/2011 Long	3,769.14	2,816.86	952.28
				359,620.53		45,560.33
					314,060.20	

TRUST AGREEMENT
(as Amended and Restated)

THIS TRUST AGREEMENT represents an amendment and restatement in its entirety of that certain Trust Agreement creating The Bunchberry Charitable Foundation ("Foundation"), pursuant to Trust Agreement dated March 27, 2008 ("Original Trust Agreement") by and between BARBARA F. BRISTOL, as donor ("Settlor") and BARBARA F. BRISTOL, DAVID A. BRISTOL and DIANE R. McGARVEY, as Trustees ("Trustees").

WHEREAS, The Original Trust Agreement created the Foundation, and the Trustees continue to serve as the only Trustees of the Foundation; and

WHEREAS, the Internal Revenue Service has issued a ruling recognizing the status of the Foundation as a private foundation qualifying under Section 501(c)(3) of the Code; and

WHEREAS, Paragraph 3.2 of the Trust Agreement permits the Co-Trustees thereof to amend the Foundation in their discretion, so long as the amendment does not jeopardize the qualification of the Foundation as a charity under Section 501(c)(3) of the Code, and otherwise complies with such Paragraph 3.2; and

WHEREAS, the Trustees wish to amend and restate the Original Trust Agreement in its entirety.

NOW, THEREFORE, in consideration of the premises and pursuant to the authority given to them under the Original Trust Agreement, the Trustees hereby amend and restate the Original Trust Agreement in its entirety by adoption of this Amended and Restated Trust Agreement ("Trust Agreement"), which shall henceforward govern the Foundation.

ARTICLE I
IDENTIFICATION OF CHARITABLE TRUST

The Trustee shall hold all property held in the Foundation as of the date hereof, together with any other property which the Settlor, or any other person or persons, may hereafter assign, convey, deliver or pay over to the Trustee in a single separate trust known as "**BUNCHBERRY FOUNDATION**," also referred to herein as the Foundation. Such trust shall be subject to the provisions of this Trust Agreement, and shall be held for the uses and purposes and subject to all of the terms and conditions hereinafter set forth. All property held at any time in the trust created hereby may be herein called the "Foundation Estate."

ARTICLE II
CHARITABLE PROVISIONS

A. Charitable Purpose and Distributions

(1) Charitable Trust. The Trustee shall hold and administer the Foundation Estate and shall make distributions exclusively for religious, charitable, scientific, literary or educational purposes (collectively, "charitable purposes" as used herein), all within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Code. The Foundation is organized and will be operated exclusively for such charitable purposes. In rendering the charitable purposes of the Foundation, the Trustee shall not discriminate on the basis of race, color, creed or national origin.

(2) Primary Charitable Purpose. Within and subject to such foregoing standard set forth in subparagraph (1), the Foundation Estate shall be utilized to support its Primary Charitable Purpose, as opposed to other qualifying purposes. The term Primary Charitable Purpose shall mean the support of charitable purposes which further conservative, Christian values and teachings, including but not limited to, religious affiliated missionary work, education and health care.

(3) Amended Charitable Purpose. The Trustee may amend the charitable purposes of the Foundation, as long as the amended charitable purpose or purposes are charitable purposes within the meaning of Section 501(c)(3) of the Code; provided, however, that an amendment which would broaden (rather than narrow) the Primary Charitable Purpose may not broaden such Primary Charitable Purpose with respect to more than fifty percent (50%) of the value of the Foundation Estate as of the death of the survivor of the Settlor and Settlor's spouse.

(4) Required Distributions. The Trustee shall make distributions from the Foundation at such time and in such manner as not to subject it to tax under Section 4942 of the Code.

B. Termination of the Foundation. Unless terminated in accordance with this Paragraph, the Foundation shall be perpetual. However, the Trustee may terminate the Foundation at any time by giving written notice to the Attorney General of the State of Texas.

C. Distributions on Termination. Upon the termination of the Foundation, the Trustee shall, after the payment of any obligations and liabilities of the Foundation, distribute the remaining Foundation Estate to one or more organizations organized and operated exclusively for charitable, educational, scientific, literary or educational purposes, all within the meaning of Section 501(c)(3) of the Code, and to the extent

possible complying with the Primary Charitable Purpose. By way of example, the Trustee is authorized and may elect to terminate the Foundation and transfer the assets thereof to a non-profit corporation which is a qualified Section 501(c)(3) organization under the Code, of which the Trustee is a founder, officer or director, whether or not such organization is a private foundation, to the extent permitted by applicable law. Any such assets not so disposed of by the Trustee shall be distributed as required by applicable law governing charitable trusts in Texas upon termination, but in all respects to one or more organizations for charitable purposes as required by Section 501(c)(3) of the Code.

D. Trustee Provisions.

(1) Trustees. There shall initially be three (3) Co-Trustees of the Foundation, namely BARBARA F. BRISTOL, DAVID A. BRISTOL and DIANE R. McGARVEY. Should any of such Co-Trustees fail or cease to serve as a Co-Trustee of the Foundation, then the successor to any such Co-Trustee shall be such person or entity (otherwise qualified to serve as a trustee) as may be appointed by the remaining Co-Trustees; provided, however, that so long as Settlor or Settlor's spouse, DAVID A. BRISTOL (whether or not Settlor is living), is serving as a Trustee or Co-Trustee, such Settlor or Settlor' spouse shall not be required to fill a vacancy. Any such designation of successor Trustees shall be in writing, shall be maintained with the Foundation records and may be revoked or amended at any time before it becomes effective. Notwithstanding the above, if he is not already serving, Settlor's son DAVID A. BRISTOL, JR. shall serve as a successor Co-Trustee to Settlor on Settlor's death, incapacity, or other failure to serve.

(2) Additional Trustees. The Trustee may expand the number of Trustees by appointing one or more Co-Trustees of the Foundation to serve with such Trustee by giving written notice to all Trustees of the Foundation then serving. While the Settlor or Settlor's spouse is serving as Co-Trustee, this power is reserved solely in such persons or the survivor of them. It is the Settlor's general intent that her descendants be given the opportunity at some point to serve as Co-Trustee of the Foundation.

(3) Removal of Trustee. The Settlor and the Settlor's spouse, or the survivor of them, may remove one or more acting Co-Trustees by giving at least 30 days' prior written notice to the Trustee or Co-Trustee being removed; provided, however, that no child of Settlor may be so removed by anyone other than Settlor. Should a Trustee or Co-Trustee be so removed, the Settlor and/or Settlor' spouse, as applicable, may but shall not be required (unless there is no other Trustee serving) to appoint a successor Trustee or Co-Trustee. After the death or incapacity of the Settlor and Settlor's spouse, the power to remove shall be vested in Settlor's descendants who are then serving as a Co-Trustee(s) (acting through a majority of them if more than

one); provided, however, that in the event of removal, a successor must be appointed if the number of Co-Trustees would otherwise be less than three.

(4) Resignation.

(a) Any Trustee or Co-Trustee acting hereunder may resign as Trustee or Co-Trustee of the Foundation created herein, without obtaining the order of any court, by giving at least 30 days' prior written notice to any Co-Trustees then serving or, if none, to the Attorney General of the State of Texas. Except as otherwise specifically provided herein, any successor Trustee appointed under the provisions of this Trust Agreement shall have all of the same rights, powers, privileges, immunities and authority with respect to the management and distribution of the assets of the Foundation as are granted herein to the original Trustee.

(b) An individual Trustee shall be deemed to resign if such individual becomes incapacitated. A Trustee's incapacity may be evidenced by any reasonable means, but shall specifically include (i) a certificate signed by two licensed physicians and delivered to the Trustee being removed and the remaining Trustees, or if no Trustees are then remaining, to the succeeding Trustees, stating that the Trustee is not capable of managing the financial affairs of the Foundation, or (ii) the appointment of a permanent guardian or conservator for such Trustee.

(5) Vacancy. If there is ever a vacancy in the trusteeship, the Co-Trustee shall be Sentinel Trust Company, LBA. If either or both fail or cease to serve, and there at any time is no person or entity appointed under the provisions hereof serving as Trustee of the Foundation, then the Attorney General of the State of Texas shall have the power to appoint a successor Trustee of the Foundation. In the absence of such an appointment, a successor Trustee of the Foundation may be appointed pursuant to applicable law.

(6) Multiple Trustees.

(a) Should there at any time be two persons or entities serving as Co-Trustees of the Foundation, then (except as otherwise specifically provided herein) all decisions of the Trustee concerning the management and distribution of assets of the Foundation shall be made by such Co-Trustees acting jointly.

(b) Should there at any time be three or more persons or entities serving as Co-Trustees of the Foundation, then (except as otherwise specifically provided herein) all decisions of the Trustee concerning the management and distribution of the assets of the Foundation shall be made by a majority of such Co-Trustees.

(c) Notwithstanding the above, at any time when Settlor or Settlor's spouse is serving as a Trustee or Co-Trustee, no decision can be made without the agreement of such persons, except in the case where both Settlor and Settlor's spouse are serving and they do not agree among themselves. In that case, the decision of Settlor governs.

(d) Although a decision of the Co-Trustees may require more than one, the Co-Trustees can by majority consent agree to open up one or more bank or brokerage accounts in the name of the Foundation, and authorize that less than a majority of the Co-Trustees (or even an agent for the Trustee) have the ability to sign on such account. The purpose of this is administrative convenience, and the extent of this power and authority shall be construed accordingly. However, in all events any third party may rely without liability on the signatures of at least a majority of the Trustees in authorizing less than a majority (or an agent) to sign on behalf of the Foundation with respect to any bank or brokerage account.

(7) Liability of Trustee. To the maximum extent permitted under the laws governing charitable trusts (and no further), and to the extent it does not jeopardize the status of the Foundation under Section 501(c)(3) of the Code, the Trustee shall be liable only for actual fraud, misapplication, gross negligence, bad faith or willful disregard of the provisions hereof. No Trustee appointed under the provisions of this Trust Agreement shall have any duty to examine, verify, question or audit the books, records, accounts or transactions of any previous Trustee and shall not be liable for any mistake, error, default or other act committed by any such previous Trustee.

ARTICLE III TRUSTEE POWERS

A. Powers of the Trustee. In the administration of the Foundation, the Trustee shall have all powers, privileges and authority conferred upon trustees by the Texas Trust Code as the same is constituted on the date of execution hereof, and as the same may be hereafter amended to enlarge the powers, privileges and authority conferred upon trustees, it being the intention to confer upon the Trustee any and all powers (whether or not specifically stated or referred to herein) consistent with fiduciary conduct which the Trustee deems necessary or advisable to exercise in order to administer the Foundation to carry out the charitable purpose of the Foundation, subject to the limitations contained herein. The Trustee shall have the authority to delegate to agents and employees any matter, whether ministerial or discretionary, to act through such agents and employees and to register and carry any property in the name of the Trustee or in the name of any nominee of the Trustee or to hold it unregistered, but without thereby increasing or decreasing the liability or duty of the Trustee as a fiduciary. Notwithstanding any other provision contained herein to the contrary, the Trustee shall not conduct or carry on any activities, and shall not exercise any powers, not permitted to be conducted or carried on by an entity, or exercisable by a trustee for

an entity, exempt from taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code. It is the intention that the Foundation qualify for such tax-exempt status and the Trustee of the Foundation shall take all steps necessary to qualify the Foundation as tax-exempt. Any provision of this Trust Agreement which is inconsistent with this intention shall be of no effect. In furtherance of this intention, the Trustee of the Foundation is hereby specifically empowered to amend the terms of the Foundation for the purpose of complying with the tax law for obtaining and maintaining tax-exempt status, and such amendments shall apply retroactively to the date of the creation of the Foundation.

B. Restrictions on Administration.

(1) No Private Inurement. No part of the net earnings of the Foundation shall inure to the benefit of the Trustee or any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation affecting one or more of its purposes), and the Trustee shall not be entitled to share in the distribution of any of the assets of the Foundation upon the termination of the Foundation. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Foundation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(2) No Self-Dealing. No individual involved in the creation or administration of the Foundation, or otherwise subject to Section 4941 of the Code, shall engage in any act of self-dealing which would subject the Foundation to tax under Section 4941 of the Code.

(3) No Excess Business Holdings. The Trustee shall not retain in the Foundation any excess business holdings which would subject the Foundation to tax under Section 4943 of the Code.

(4) No Jeopardy Investments. The Trustee shall not make any investments which would subject the Foundation to tax under Section 4944 of the Code.

(5) No Taxable Expenditures. The Trustee shall not make any taxable expenditures which would subject the Foundation to tax under Section 4945 of the Code.

(6) Conflict of Interest Policy. To the extent required by the Internal Revenue Service, the Trustees shall from time to time adopt a conflict of interest policy designed to identify (and if necessary address) conflicts of interest of its Trustees, employees or agents.

ARTICLE IV
COMPENSATION AND BOND

Any individual Trustee (other than Settlor or other donor) may receive reasonable compensation for acting as a Trustee hereunder. Any corporate Trustee shall receive reasonable compensation for acting as Trustee hereunder, not to exceed the amount then being charged for like services by corporate fiduciaries in the geographical area in which the office of the corporate Trustee which is administering such trust is located. Any compensation paid to any Trustee may not exceed the amount which is reasonable and in accordance with applicable rules and regulations of the Internal Revenue Service. The Trustee shall not be required to furnish any bond.

ARTICLE V
MISCELLANEOUS PROVISIONS

A. Definitions.

(1) "Trustee" wherever used in this Trust Agreement includes co-trustees, as well as any successor or additional trustee appointed under the provisions of this Trust Agreement or by law.

(2) "Code or Internal Revenue Code" means the Internal Revenue Code of 1986, as amended or restated from time to time, and all Treasury Regulations and rulings promulgated thereunder, and references to a section of the Internal Revenue Code shall include any successor provision of like import.

(3) "Settlor" shall mean BARBARA F. BRISTOL.

(4) "Settlor's spouse" or "spouse of Settlor" shall mean DAVID A. BRISTOL.

B. Acceptance by Trustee. The Trustee, by joining in the execution of this instrument, signifies its acceptance of the trust herein created and agrees that it will hold and administer the assets of such trust and use and dispose of the same upon and subject to all and singular the terms and provisions set forth in this instrument.

C. Counterparts. This instrument may be executed in several identical counterparts, each of which shall be taken and treated as an original, but the same together shall constitute but one and the same instrument.

D. Governing Law. This instrument and the trust created hereunder shall be governed by the laws of the State of Texas.

E. Interpretation. The article and section headings contained in this Trust Agreement are solely for the purpose of reference and shall not in any way affect the meaning or interpretation of this Trust Agreement.

ARTICLE VI
TRUST IRREVOCABLE AND AMENDMENTS

A. No Revocation. This Trust Agreement and the trust created hereunder are expressly made irrevocable.

B. Trust Amendment. This Trust Agreement may be amended from time to time by action of the Trustees, subject to the following:

(1) No amendment can be made which would operate to give or have the effect of giving any benefit to any person, organization or corporation that has given property to the Foundation, and no amendment shall authorize or allow the Trustee to conduct the affairs of the Foundation other than for charitable purposes or jeopardize or change the status of the Foundation as an organization within the meaning of Section 501(c)(3) of the Code. An amendment of the provisions of this Paragraph B of Article VI shall be valid only if and to the extent it restricts the Trustee from amending powers to the extent that such amending power is restricted hereunder.

(2) No amendment can be made without the agreement of Settlor if Settlor is then serving as a Trustee or Co-Trustee.

(3) No amendment can be made to broaden the Primary Charitable Purpose, except as provided in Article II(A)(3) of this Trust Agreement.

(4) No amendment can be made after the death or failure to serve of Settlor as Trustee which would make a descendant of Settlor ineligible to serve as a Trustee or Co-Trustee.

IN WITNESS WHEREOF, the Co-Trustees have executed this instrument, effective this 15th day of July, 2010.

Barbara F. Bristol
BARBARA F. BRISTOL, Trustee

David A. Bristol
DAVID A. BRISTOL, Trustee

STATE OF MASSACHUSETTS §
COUNTY OF ESSEX §

This document was acknowledged before me on this 15th day of July, 2010 by DIANE R. MCGARVEY.

Diane Hammerbeck
Notary Public in and for
the State of Massachusetts
My Commission Expires: **MY COMMISSION EXPIRES**
AUGUST 6, 2015

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization BUNCHBERRY FOUNDATION	Employer identification number 26-6487615
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions. C/O SENTINEL TRUST COMPANY, 2001 KIRBY DRIVE, NO. 1200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77019	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

SENTINEL TRUST COMPANY

- The books are in the care of ▶ **2001 KIRBY DRIVE, SUITE 1200 - HOUSTON, TX 77019**
Telephone No ▶ **713-529-3729** FAX No ▶ **713-529-8166**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **MAY 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year _____ or
- ▶ tax year beginning **OCT 1, 2010**, and ending **SEP 30, 2011**

2 If the tax year entered in line 1 is for less than 12 months, check reason. Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	805.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	3,023.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 1-2011)