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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 **DEC 1, 2010**, and ending **NOV 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 <b>THE C JEAN &amp; MYLES MCDONOUGH CHARITABLE FOUNDATION</b>		A Employer identification number <b>04-2947391</b>
Number and street (or P O box number if mail is not delivered to street address) <b>8 WESTWOOD DRIVE</b>		B Telephone number <b>508-791-0901</b>
City or town, state, and ZIP code <b>WORCESTER, MA 01609</b>		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) \$ <b>656,305.</b> (Part I, column (d) must be on cash basis.)	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					
4 Dividends and interest from securities		30,180.	30,180.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-10,368.			STATEMENT 1
b Gross sales price for all assets on line 6a <b>698,194.</b>					
7 Capital gain net income (from Part IV, line 2)			62,180.		
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		19,812.	92,360.		
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 <b>STMT 3</b>		2,184.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses <b>STMT 4</b>		3,315.	3,315.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		5,499.	3,315.		0.
25 Contributions, gifts, grants paid		477,150.			477,150.
26 Total expenses and disbursements. Add lines 24 and 25		482,649.	3,315.		477,150.
27 Subtract line 26 from line 12		-462,837.			
a Excess of revenue over expenses and disbursements			89,045.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	6,325.	43,744.	43,744.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 5	299,814.	202,655.	211,389.
	b Investments - corporate stock STMT 6	5,987,645.	5,618,141.	90,083.
	c Investments - corporate bonds STMT 7	202,708.	136,221.	137,043.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	141,008.	170,902.	171,046.
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
15 Other assets (describe ▶ <b>REFUND RECEIVABLE</b> )	0.	3,000.	3,000.	
<b>16 Total assets (to be completed by all filers)</b>	<b>6,637,500.</b>	<b>6,174,663.</b>	<b>656,305.</b>	
<b>Liabilities</b>	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 ▶ )				
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
<b>Net Assets or Fund Balances</b>	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"/>			
	27 Capital stock, trust principal, or current funds	6,637,500.	6,174,663.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
<b>30 Total net assets or fund balances</b>	<b>6,637,500.</b>	<b>6,174,663.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>6,637,500.</b>	<b>6,174,663.</b>		

**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	6,637,500.
2 Enter amount from Part I, line 27a	2	-462,837.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,174,663.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,174,663.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a MSSB SEE STATEMENT A FOR DETAILS	P	VARIOUS	VARIOUS
b MSSB SEE STATEMENT A FOR DETAILS	D	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 564,895.		570,300.	-5,405.
b 132,541.		65,714.	66,827.
c 758.			758.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-5,405.
b			66,827.
c			758.
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	62,180.
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	321,382.	1,170,007.	.274684
2008	88,200.	981,837.	.089832
2007	372,615.	1,502,282.	.248033
2006	375,675.	9,317,211.	.040321
2005	386,592.	8,000,232.	.048323

2 Total of line 1, column (d)	2	.701193
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	.140239
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	797,714.
5 Multiply line 4 by line 3	5	111,871.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	890.
7 Add lines 5 and 6	7	112,761.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	477,150.

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**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	890.
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	890.
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	890.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,400.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	1,400.
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	510.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 510. Refunded <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

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

N/A

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**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	X		
14	The books are in care of ► TRUSTEE Telephone no ► 508-791-0901 Located at ► 306 MAIN ST., SUITE 400, WORCESTER, MA ZIP+4 ► 01615-0034			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►		Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(i)(3) or 4942(i)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

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

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

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

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

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

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

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
C. JEAN MCDONOUGH 8 WESTWOOD DRIVE WORCESTER, MA 01609	TRUSTEE 1.00	0.	0.	0.
MYLES MCDONOUGH 8 WESTWOOD DRIVE WORCESTER, MA 01609	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

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

**3** Five highest-paid independent contractors for professional services. 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	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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**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	741,947.
b	Average of monthly cash balances	1b	67,915.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	809,862.
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	809,862.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,148.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	797,714.
6	Minimum investment return. Enter 5% of line 5	6	39,886.

**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	39,886.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	890.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	890.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	38,996.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	38,996.
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	38,996.

**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	477,150.
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	477,150.
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	890.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	476,260.

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

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**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				38,996.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007			288,998.	
d From 2008			39,524.	
e From 2009			265,618.	
f Total of lines 3a through e	594,140.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 477,150.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				38,996.
e Remaining amount distributed out of corpus	438,154.			
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:	1,032,294.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				0.
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	1,032,294.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007			288,998.	
c Excess from 2008			39,524.	
d Excess from 2009			265,618.	
e Excess from 2010			438,154.	

THE C JEAN & MYLES MCDONOUGH CHARITABLE FOUNDATION

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

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

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

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

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

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

**SEE STATEMENT 9**

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

**NONE**

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number of the person to whom applications should be addressed

**b** The form in which applications should be submitted and information and materials they should include

**c** Any submission deadlines

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

THE C JEAN & MYLES MCDONOUGH CHARITABLE  
FOUNDATION

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**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
SEE STATEMENT 10				
<b>Total</b>				<b>▶ 3a 477,150.</b>
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>				<b>▶ 3b 0.</b>





**C. JEAN & MYLES MCDONOUGH CHARITABLE FOUNDATION**  
**EIN: 04-2947391**  
**FORM 990-PF - RETURN OF PRIVATE FOUNDATION**  
**NOVEMBER 30, 2011**

**Page 3, Part IV - Capital gains and losses for tax on investment income**

<b>Security</b>	<b>Shares</b>	<b>Bought</b>	<b>Sold</b>	<b>Gross Proceeds</b>	<b>Book Basis Basis</b>	<b>Gain</b>	<b>Excise Tax Basis Basis</b>	<b>Tax Basis Gain/(Loss)</b>
U S Treasury Note Ser AD 1% 10/31/11	2,000	11/16/2009	12/7/2010	2,013	2,007	6	2,007	6
US Treasury Inflation Index Nts 3 875% 4/15/20	1,000	9/1/2009	12/14/2010	1,767	1,650	117	1,650	117
U.S. Treasury Note Ser B 2.75% 2/15/19	1,000	40,242	12/14/2010	980	937	43	937	43
US Treasury Bonds 6.25% 8/15/23	1,000	40,057	12/15/2010	1,241	1,237	4	1,237	4
U.S. Treasury Note Ser B 2.75% 2/15/19	1,000	40,242	12/15/2010	978	937	41	937	41
U S Treasury Note Ser B 2 75% 2/15/19	4,000	40,242	1/13/2011	3,940	3,748	192	3,748	192
U S. Treasury Note Ser B 2 75% 2/15/19	5,000	40,288	1/13/2011	4,928	4,680	268	4,680	268
U.S. Treasury Note Ser B 2 75% 2/15/19	2,000	40,337	1/13/2011	1,970	1,953	17	1,953	17
U.S. Treasury Note Ser B 2.75% 2/15/19	1,000	40,450	1/13/2011	985	1,041	(56)	1,041	(56)
U S. Treasury Note Ser B 2 75% 2/15/19	7,000	40,487	1/13/2011	6,896	7,329	(433)	7,329	(433)
Federal Home Ln Mtg Corp Global 5% 7/15/14	2,000	40,043	2/1/2011	2,233	2,198	35	2,198	35
Federal Home Ln Mtg Corp Global 5% 7/15/14	2,000	40,043	2/18/2011	2,213	2,198	15	2,198	15
Federal Natl Mtg Assoc 2 375% 7/28/15	2,000	40,343	2/18/2011	2,007	1,993	14	1,993	14
US Treasury Bonds 6.25% 8/15/23	2,000	40,057	2/18/2011	2,449	2,473	(24)	2,473	(24)
Bank of America Corp 3.125% 6/15/12	2,000	40,084	2/18/2011	2,067	2,081	(14)	2,081	(14)
U.S. Treasury Note Ser AD 1% 10/31/11	1,000	40,133	2/24/2011	1,005	1,004	1	1,004	1
Directv Holdings 3 125% 2/15/16	3,000	40,478	3/8/2011	2,952	3,063	(111)	3,063	(111)
Kinder Morgan Energy 5 85% 9/15/12	2,000	40,043	3/10/2011	2,132	2,142	(10)	2,142	(10)
U S. Treasury Note Ser AD 1% 10/31/11	1,000	40,133	3/29/2011	1,005	1,004	1	1,004	1
U S Treasury Note Ser AD 1% 10/31/11	2,000	40,325	3/29/2011	2,009	2,009	-	2,009	-
Federal Home Ln Mtg Corp Global 5% 7/15/14	14,000	40,043	4/8/2011	15,502	15,387	115	15,387	115
Exelon Corporation 4.9% 6/15/15	2,000	40,120	4/8/2011	2,098	2,081	17	2,081	17
U S Treasury Note Ser P 1 75% 7/1/15	19,000	40,423	5/8/2011	19,135	19,324	(189)	19,324	(189)
U S Treasury Note Ser B 4 625% 2/15/17	1,000	40,050	5/25/2011	1,141	1,095	46	1,095	46
Caterpillar Financial 5 45% 4/15/18	2,000	40,043	5/25/2011	2,263	2,117	146	2,117	146
American Express Co 7 25% 5/20/14	2,000	40,078	5/27/2011	2,299	2,262	37	2,262	37
U.S. Treasury Note Ser B 4.625% 2/15/17	6,000	40,050	6/3/2011	6,907	6,570	337	6,570	337
U S Treasury Note Ser B 4.625% 2/15/17	8,000	40,085	6/3/2011	9,209	8,838	371	8,838	371
US Treasury Inflation Index Nts 1 625% 1/15/18	1,000	40,046	6/3/2011	1,177	1,032	145	1,032	145
U S Treasury Note Ser AD 1% 10/31/11	3,000	40,325	6/3/2011	3,011	3,013	(2)	3,013	(2)
U S Treasury Note Ser F 2 625% 11/15/20	4,000	40,556	6/3/2011	3,900	3,756	144	3,756	144
U S Treasury Note Ser B 4 625% 2/15/17	12,000	40,085	6/10/2011	13,842	13,256	586	13,256	586
Telefonica SA 5 877% 7/15/19	1,000	40,500	6/16/2011	1,061	1,109	(48)	1,109	(48)
Merrill Lynch & Co 6 4% 8/28/17	1,000	40,043	6/16/2011	1,094	986	108	986	108
Comcast Corp 5 15% 3/1/20	1,000	40,234	7/12/2011	1,098	1,005	93	1,005	93
Merrill Lynch & Co 6 4% 8/28/17	2,000	40,043	7/13/2011	2,198	1,972	226	1,972	226
Credit Suisse 5.4% 1/14/20	1,000	40,190	7/14/2011	1,032	998	34	998	34
Directv Holdings 5% 3/1/21	1,000	40,610	7/14/2011	1,059	997	62	997	62
McKesson Corp 3 25% 3/1/16	1,000	40,598	7/15/2011	1,047	1,004	43	1,004	43
Midamerican Energy 6 125% 4/1/36	1,000	9/23/2009	7/18/2011	1,101	1,072	29	1,072	29
U S. Treasury Note Ser AD 1% 10/31/11	1,000	40,325	7/19/2011	1,003	1,004	(1)	1,004	(1)
U S. Treasury Note Ser AD 1% 10/31/11	9,000	40,450	7/19/2011	9,024	9,069	(45)	9,069	(45)
U S Treasury Note Ser AD 1% 10/31/11	1,000	40,480	7/19/2011	1,003	1,008	(5)	1,008	(5)
U S Treasury Note Ser AD 1% 10/31/11	2,000	6/30/2011	7/19/2011	2,005	2,006	(1)	2,006	(1)
US Treasury Inflation Index Bds 1 75% 1/15/28	1,000	12/14/2010	8/11/2011	1,257	1,055	202	1,055	202
Bank of Amenca Corp 3 125% 6/15/12	2,000	9/28/2009	8/24/2011	2,048	2,081	(35)	2,081	(35)
Caterpillar Inc 3 9% 5/27/21	1,000	5/25/2011	8/24/2011	1,077	995	82	995	82
Kimberly Clark Notes 6 125% 8/1/17	2,000	10/28/2010	8/24/2011	2,422	2,423	(1)	2,423	(1)
Bank of Amenca Corp 3 125% 6/15/12	3,000	9/28/2009	10/4/2011	3,061	3,121	(60)	3,121	(60)
U S Treasury Note Ser X 2% 4/30/16	1,000	40,669	10/11/2011	1,044	1,004	40	1,004	40
U S Treasury Note Ser F 2 625% 11/15/20	2,000	40,556	10/18/2011	2,102	1,878	224	1,878	224
U S Treasury Note Ser F 2 625% 11/15/20	2,000	40,556	10/19/2011	2,097	1,878	219	1,878	219
Autozone Inc 5 75% 1/15/15	2,000	40,113	10/27/2011	2,204	2,132	72	2,132	72
US Treasury Bonds 6.25% 8/15/23	1,000	40,057	10/31/2011	1,391	1,237	154	1,237	154
Jeffnes Group Senior Notes 7.75% 3/15/12	1,000	40,456	11/1/2011	1,010	1,080	(70)	1,080	(70)
Jeffnes Group Senior Notes 7 75% 3/15/12	1,000	40,479	11/1/2011	1,010	1,078	(68)	1,078	(68)
US Treasury Bonds 6 25% 8/15/23	6,000	9/1/2009	11/2/2011	8,457	7,420	1,037	7,420	1,037
US Treasury Bonds 6 25% 8/15/23	1,000	12/18/2009	11/2/2011	1,410	1,231	179	1,231	179
US Treasury Bonds 6 25% 8/15/23	2,000	11/30/2010	11/2/2011	2,819	2,635	184	2,635	184
US Treasury Bonds 6 25% 8/15/23	1,000	12/7/2010	11/2/2011	1,410	1,269	141	1,269	141
US Treasury Bonds 6 25% 8/15/23	1,000	12/30/2010	11/2/2011	1,410	1,245	165	1,245	165
US Treasury Bonds 6 25% 8/15/23	2,000	3/29/2011	11/2/2011	2,819	2,478	341	2,478	341
US Treasury Bonds 6 25% 8/15/23	1,000	4/29/2011	11/2/2011	1,410	1,255	155	1,255	155

**STATEMENT A**

**C. JEAN & MYLES MCDONOUGH CHARITABLE FOUNDATION**  
**EIN: 04-2947391**  
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**NOVEMBER 30, 2011**

**Page 3. Part IV - Capital gains and losses for tax on investment income**

Security	Shares	Bought	Sold	Gross Proceeds	Book Basis		Excise Tax Basis	
					Basis	Gain	Basis	Gain/(Loss)
U S Treasury Note Ser F 2 625% 11/15/20	8,000	1/13/2011	11/2/2011	8,488	7,512	974	7,512	974
U.S. Treasury Note Ser F 2 625% 11/15/20	1,000	1/26/2011	11/2/2011	1,061	936	125	936	125
U S Treasury Note Ser F 2 625% 11/15/20	1,000	5/3/2011	11/2/2011	1,061	948	113	948	113
U S Treasury Note Ser F 2 625% 11/15/20	1,000	6/16/2011	11/2/2011	1,061	980	81	980	81
U S Treasury Note Ser F 2 625% 11/15/20	1,000	7/28/2011	11/2/2011	1,061	980	81	980	81
U S Treasury Note Ser F 2 625% 11/15/20	2,000	10/4/2011	11/2/2011	2,121	2,173	(52)	2,173	(52)
U S Treasury Note Ser E 2 125% 8/15/21	1,000	11/2/2011	11/7/2011	1,014	1,008	6	1,008	6
US Treasury Bonds 4.375% 2/15/38	1,000	7/19/2011	11/22/2011	1,287	1,021	266	1,021	266
U S Treasury Note Ser C 5% 8/15/11	5,000	7/31/2009	12/15/2010	5,158	5,402	(246)	5,402	(246)
U.S. Treasury Note Ser B 4 875% 2/15/12	4,000	7/31/2009	12/15/2010	4,208	4,360	(152)	4,360	(152)
U S Treasury Note Ser E 4 5% 2/28/11	10,000	7/31/2009	12/15/2010	10,088	10,588	(500)	10,588	(500)
U S Treasury Note Ser E 4.5% 2/28/11	2,000	9/29/2009	12/15/2010	2,018	2,109	(91)	2,109	(91)
Allstate Corp 6 2% 5/16/14	10,000	8/5/2009	2/17/2011	11,230	11,028	202	11,028	202
Bank of America Corp 4 875% 9/15/12	5,000	9/1/2009	2/17/2011	5,241	5,135	106	5,135	106
Federal Home Ln Mtg Crp Global 5 125% 7/15/12	7,000	7/31/2009	2/17/2011	7,435	7,702	(267)	7,702	(267)
Federal Home Ln Mtg Corp Global 4 5% 7/15/13	2,000	7/31/2009	2/17/2011	2,154	2,174	(20)	2,174	(20)
U S Treasury Note Ser B 4 875% 2/15/12	6,000	7/31/2009	2/17/2011	6,259	6,540	(281)	6,540	(281)
U.S. Treasury Note Ser F 2 625% 11/15/20	3,000	12/15/2010	6/3/2011	2,922	2,803	119	2,803	119
Berkshire Hathaway Inc 4 625% 10/15/13	5,000	11/23/2009	6/3/2011	5,411	5,398	13	5,398	13
General Electric Capital Corp 4.8% 5/1/13	5,000	8/5/2009	6/3/2011	5,335	5,175	160	5,175	160
U S Treasury Note Ser AK 1% 4/30/12	5,000	5/20/2010	6/3/2011	5,033	5,030	3	5,030	3
U.S. Treasury Note Ser Y 1 375% 5/15/13	5,000	8/4/2010	6/3/2011	5,089	5,083	6	5,083	6
U.S. Treasury Note Ser F 2 625% 11/15/20	6,000	12/15/2010	8/9/2011	6,140	5,605	535	5,605	535
Bank of America Corp 4.875% 9/15/12	5,000	9/1/2009	8/10/2011	5,045	5,135	(90)	5,135	(90)
Federal Home Ln Mtg Corp Global 4 5% 7/15/13	2,000	7/31/2009	9/26/2011	2,141	2,174	(33)	2,174	(33)
Federal Natl Mtg Assoc 4 625% 10/15/14	4,000	7/31/2009	9/26/2011	4,464	4,349	115	4,349	115
U.S. Treasury Note Ser M 2.25% 5/31/14	2,000	7/31/2009	9/26/2011	2,097	1,981	116	1,981	116
U S Treasury Note Ser AK 1% 4/30/12	5,000	5/20/2010	9/26/2011	5,019	5,030	(11)	5,030	(11)
U S Treasury Note Ser Y 1 375% 5/15/13	4,000	8/4/2010	9/26/2011	4,070	4,066	4	4,066	4
Federal Home Ln Mtg Corp Global 4 5% 7/15/13	3,000	7/31/2009	9/27/2011	3,221	3,262	(41)	3,262	(41)
Federal Natl Mtg Assoc 4 625% 10/15/14	2,000	7/31/2009	9/27/2011	2,236	2,174	62	2,174	62
U S Treasury Note Ser E 4% 11/15/12	4,000	7/31/2009	9/27/2011	4,166	4,295	(129)	4,295	(129)
U.S. Treasury Note Ser M 2 25% 5/31/14	2,000	7/31/2009	9/27/2011	2,099	1,981	118	1,981	118
U.S. Treasury Note Ser AK 1% 4/30/12	4,000	5/20/2010	9/27/2011	4,015	4,024	(9)	4,024	(9)
U.S. Treasury Note Ser F 2 625% 11/15/20	2,000	12/15/2010	9/27/2011	2,125	1,868	257	1,868	257
Abbott Laboratories 5.6% 11/30/17	3,000	8/5/2009	9/27/2011	3,568	3,270	298	3,270	298
Bank of New York Mellon 4 3% 5/15/14	3,000	9/15/2009	9/27/2011	3,212	3,168	44	3,168	44
US Bancorp 4 2% 5/15/14	3,000	8/5/2009	9/27/2011	3,225	3,122	103	3,122	103
Walgreen Co 5 25% 1/15/18	3,000	9/1/2009	9/27/2011	3,548	3,221	327	3,221	327
Abbott Laboratories 5 6% 11/30/17	2,000	8/5/2009	9/27/2011	2,371	2,180	191	2,180	191
BP Capital Markets 3 875% 3/10/15	3,000	8/5/2009	9/27/2011	3,180	3,129	51	3,129	51
Bank of New York Mellon 4 3% 5/15/14	3,000	9/15/2009	9/27/2011	3,227	3,168	59	3,168	59
3M Company 4 375% 8/15/13	4,000	9/10/2009	9/27/2011	4,289	4,349	(60)	4,349	(60)
US Bancorp 4 2% 5/15/14	3,000	8/5/2009	9/27/2011	3,227	3,122	105	3,122	105
U S Treasury Note Ser Y 1 375% 5/15/13	4,000	8/4/2010	9/29/2011	4,065	4,066	(1)	4,066	(1)
Berkshire Hathaway Inc 4 625% 10/15/13	2,000	11/23/2009	9/29/2011	2,139	2,159	(20)	2,159	(20)
Walgreen Co 5 25% 1/15/19	2,000	9/1/2009	9/29/2011	2,355	2,148	207	2,148	207
U.S. Treasury Note Ser AK 1% 4/30/12	4,000	5/20/2010	10/14/2011	4,019	4,024	(5)	4,024	(5)
AT & T Inc	528	11/27/1998	1/27/2011	14,433	22,902	(8,469)	22,902	(8,469)
JP Morgan Chase	130	6/27/1994	1/27/2011	5,816	2,210	3,606	2,210	3,606
JP Morgan Chase	370	2/6/1996	1/27/2011	16,554	8,128	8,426	8,128	8,426
Pimco Total Return Fund Cl A	3,857	10/20/2009	1/27/2011	41,890	43,587	(1,697)	43,587	(1,697)
Pimco Total Return Fund Cl A	17	11/2/2009	1/27/2011	185	188	(1)	188	(1)
Pimco Total Return Fund Cl A	47	12/1/2009	1/27/2011	509	518	(9)	518	(9)
Pimco Total Return Fund Cl A	35	12/9/2009	1/27/2011	375	376	(1)	376	(1)
Pimco Total Return Fund Cl A	124	12/9/2009	1/27/2011	1,347	1,351	(4)	1,351	(4)
Pimco Total Return Fund Cl A	44	1/4/2010	1/27/2011	478	475	3	475	3
Pimco Total Return Fund Cl A	33	2/1/2010	1/27/2011	356	360	(4)	360	(4)
Pimco Total Return Fund Cl A	32	3/1/2010	1/27/2011	350	354	(4)	354	(4)
Pimco Total Return Fund Cl A	33	4/1/2010	1/27/2011	363	369	(6)	369	(6)
Pimco Total Return Fund Cl A	34	5/3/2010	1/27/2011	371	380	(9)	380	(9)
Pimco Total Return Fund Cl A	31	6/1/2010	1/27/2011	341	348	(7)	348	(7)
Pimco Total Return Fund Cl A	35	7/1/2010	1/27/2011	381	395	(14)	395	(14)

**STATEMENT A**

C. JEAN & MYLES MCDONOUGH CHARITABLE FOUNDATION  
 EIN: 04-2947391  
 FORM 990-PF - RETURN OF PRIVATE FOUNDATION  
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Page 3, Part IV - Capital gains and losses for tax on investment income

Security	Shares	Bought	Sold	Gross Proceeds	Book Basis		Excise Tax Basis	
					Basis	Gain	Basis	Gain/(Loss)
Pimco Total Return Fund CI A	37	8/2/2010	1/27/2011	403	423	(20)	423	(20)
Pimco Total Return Fund CI A	34	9/1/2010	1/27/2011	369	392	(23)	392	(23)
Pimco Total Return Fund CI A	35	10/1/2010	1/27/2011	379	405	(26)	405	(26)
Pimco Total Return Fund CI A	32	11/1/2010	1/27/2011	349	376	(27)	376	(27)
Pimco Total Return Fund CI A	19	12/1/2010	1/27/2011	202	213	(11)	213	(11)
Pimco Total Return Fund CI A	153	12/8/2010	1/27/2011	1,667	1,658	9	1,658	9
Pimco Total Return Fund CI A	70	12/8/2010	1/27/2011	762	758	4	758	4
Pimco Total Return Fund CI A	13	1/3/2011	1/27/2011	144	144	-	144	-
Pfizer	600	2/4/1999	2/17/2011	11,339	26,365	(15,026)	26,365	(15,026)
Pfizer	400	2/20/2002	2/17/2011	7,559	16,515	(8,956)	16,515	(8,956)
Pfizer	300	8/9/2010	2/17/2011	5,869	4,966	703	4,966	703
Blackrock Global Allocation Fund	668	12/15/2009	6/3/2011	12,500	11,291	1,209	11,291	1,209
National Australia Bank	200	3/13/1998	6/7/2011	5,033	3,302	1,731	3,302	1,731
Altra Group Inc	300	3/7/2008	9/26/2011	7,567	6,847	720	6,847	720
Blackrock Global Allocation Fund	1,194	12/15/2009	9/26/2011	20,000	20,179	(179)	20,179	(179)
National Australia Bank	1,070	3/13/1998	9/26/2011	21,769	17,664	4,105	17,664	4,105
Pfizer	700	8/9/2010	9/26/2011	12,008	11,588	420	11,588	420
				-	-	-	-	-
Total purchased securities				564,895	570,300	(5,405)	570,300	(5,405)
New Perspective Fund Class A - Donated	1,714	12/29/2009	1/27/2011	50,000	44,240	5,760	18,721	31,279
New Perspective Fund Class A - Donated	52	12/29/2009	1/28/2011	1,500	1,352	148	568	932
General Electric - Donated	1,013	12/15/2006	2/17/2011	21,541	38,261	(16,720)	22,956	(1,415)
New Perspective Fund Class A - Donated	901	12/29/2009	2/17/2011	27,000	23,260	3,740	9,841	17,159
New Perspective Fund Class A - Donated	421	12/29/2009	6/3/2011	12,500	10,859	1,641	4,598	7,902
New Perspective Fund Class A - Donated	757	12/29/2009	9/26/2011	19,240	19,528	(288)	8,268	10,972
New Perspective Fund Donated	30	2/19/2004	9/26/2011	760	762	(2)	762	(2)
Total donated securities				132,541	138,262	(5,721)	65,714	66,827

STATEMENT A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	(G) DATE SOLD VARIOUS
MSSB SEE STATEMENT A FOR DETAILS	564,895.	570,300.	0.			
						-5,405.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DONATED	(F) DATE ACQUIRED VARIOUS	(G) DATE SOLD VARIOUS
MSSB SEE STATEMENT A FOR DETAILS	132,541.	138,262.	0.			
						-5,721.

CAPITAL GAINS DIVIDENDS FROM PART IV 758.

TOTAL TO FORM 990-PF, PART I, LINE 6A -10,368.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MSSB INVESTMENTS	30,180.	0.	30,180.
MSSB INVESTMENTS	758.	758.	0.
TOTAL TO FM 990-PF, PART I, LN 4	30,938.	758.	30,180.

FORM 990-PF	TAXES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL	2,184.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,184.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	3,028.	3,028.		0.
FILING FEES	125.	125.		0.
BANK CHARGES	162.	162.		0.
TO FORM 990-PF, PG 1, LN 23	3,315.	3,315.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 5
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOV'T OBLIGATIONS	X		202,655.	211,389.
TOTAL U.S. GOVERNMENT OBLIGATIONS			202,655.	211,389.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			202,655.	211,389.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCK	73,143.	90,083.	
MADOFF INVESTMENTS	5,544,998.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,618,141.	90,083.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS	136,221.	137,043.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	136,221.	137,043.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	170,902.	171,046.
MADOFF S & P 100 INDEX OPTIONS	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		170,902.	171,046.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 9

NAME OF MANAGER  
 C. JEAN MCDONOUGH  
 MYLES MCDONOUGH

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ABBY'S HOUSE 1075 PLEASANT STREET WORCESTER, MA 01613	NONE GENERAL	OTHER PUBLIC CHARITY	15,000.
ARTHRITIS FOUNDATION 47 ELM STREET WALPOLE, MA 02081	NONE GENERAL	OTHER PUBLIC CHARITY	25,000.
AMERICAN ANTIQUARIAN SOCIETY 185 SALISBURY STREET WORCESTER, MA 01609	NONE GENERAL	OTHER PUBLIC CHARITY	5,000.
BANCROFT SCHOOL, WORCESTER, MA 110 SHORE DRIVE WORCESTER, MA 01605	NONE GENERAL	OTHER PUBLIC CHARITY	5,000.
NEWPORT MUSIC FESTIVAL PO BOX 3300 NEWPORT, RI 02840	NONE GENERAL	OTHER PUBLIC CHARITY	100.
ECOTARIUM, WORCESTER, MA 222 HARRINGTON WAY WORCESTER, MA 01604	NONE GENERAL	OTHER PUBLIC CHARITY	100,000.
FIRST UNITARIAN CHURCH, WORCESTER, MA 90 MAIN STREET WORCESTER, MA 01608	NONE GENERAL	OTHER PUBLIC CHARITY	11,000.
GREATER WORCESTER COMMUNITY FOUNDATION, WORCESTER, MA 370 MAIN ST #650 WORCESTER, MA 01608	NONE GENERAL	OTHER PUBLIC CHARITY	1,250.

HANOVER THEATER FOR THE PERFORMING ARTS 554 MAIN STREET WORCESTER, MA 01604	NONE GENERAL	OTHER PUBLIC CHARITY	1,000.
HUDSON HOAGLAND SOCIETY 333 SOUTH STREET SHREWSBURY, MA 01545	NONE GENERAL	OTHER PUBLIC CHARITY	2,500.
MECHANICS HALL, WORCESTER, MA 321 MAIN ST #1 WORCESTER, MA 01608	NONE GENERAL	OTHER PUBLIC CHARITY	250.
MUSIC WORCESTER 323 ,MAIN STREET WORCESTER, MA 01608	NONE GENERAL	OTHER PUBLIC CHARITY	3,000.
SALVATION ARMY 640 MAIN STREET WORCESTER, MA 01608	NONE GENERAL	OTHER PUBLIC CHARITY	100.
TOWER HILL BOTANICAL 11 FRENCH DRIVE BOYLSTON, MA 015050598	NONE GENERAL	OTHER PUBLIC CHARITY	1,250.
U MASS MEMORIAL RHEUMATOLOGY, WORCESTER, MA 365 PLANTATION STREET WORCESTER, MA 01605	NONE GENERAL	OTHER PUBLIC CHARITY	20,000.
UNITED WAY 484 MAIN ST #300 WORCESTER, MA 01608	NONE GENERAL	OTHER PUBLIC CHARITY	2,000.
WGBH EDUCATIONAL FOUNDATION 125 WESTERN AVENUE BOSTON, MA 02134	NONE GENERAL	OTHER PUBLIC CHARITY	2,500.
WORCESTER ART MUSEUM 55 SALISBURY ST WORCESTER, MA 01609	NONE GENERAL	OTHER PUBLIC CHARITY	260,000.

WORCESTER COUNTY FOOD BANK 474 BOSTON TURNPIKE ROAD SHREWSBURY, MA 01545	NONE GENERAL	OTHER PUBLIC CHARITY	250.
WORCESTER CRAFT CENTER 365 PLANTATION STREET WORCESTER, MA 01605	NONE GENERAL	OTHER PUBLIC CHARITY	200.
WORCESTER HISTORICAL MUSEUM 30 ELM STREET WORCESTER, MA 01609	NONE GENERAL	OTHER PUBLIC CHARITY	1,500.
WPI 100 INSTITUTE ROAD WORCESTER, MA 016092280	NONE GENERAL	OTHER PUBLIC CHARITY	20,000.
VISITING NURSES ASSOCIATION 37 BIRCH ST MILFORD, MA 01757	NONE GENERAL	OTHER PUBLIC CHARITY	250.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

477,150.