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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE BARRON FAMILY CHARITABLE FOUNDATION C/O DELOITTE TAX LLP		A Employer identification number 04-2981078
Number and street (or P O box number if mail is not delivered to street address) 200 BERKELEY STREET		B Telephone number 617-672-8320
City or town, state, and ZIP code BOSTON, MA 02116		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,364,085.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	150,000.		N/A	
	2 Check <input 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	65,149.	65,061.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-14,607.			
	b Gross sales price for all assets on line 6a	381,683.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	1,834.	1,834.			
12 Total. Add lines 1 through 11	202,376.	66,895.		STATEMENT 2	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	4,800.	0.		4,800.
	c Other professional fees STMT 4	13,740.	13,740.		0.
	17 Interest				
	18 Taxes STMT 5	1,449.	1,449.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses STMT 6	5,400.	0.		5,400.	
24 Total operating and administrative expenses. Add lines 13 through 23	25,389.	15,189.		10,200.	
25 Contributions, gifts, grants paid	38,190.			38,190.	
26 Total expenses and disbursements. Add lines 24 and 25	63,579.	15,189.		48,390.	
27 Subtract line 26 from line 12	138,797.				
a Excess of revenue over expenses and disbursements		51,706.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

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	0.	511.	511.
	2 Savings and temporary cash investments	214,560.	102,805.	103,210.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 7	643,883.	819,751.	862,048.
	b Investments - corporate stock STMT 8	886,602.	965,661.	1,297,586.
	c Investments - corporate bonds STMT 9	104,613.	99,727.	100,730.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,849,658.	1,988,455.	2,364,085.	
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"/>			
	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	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	1,849,658.	1,988,455.	
	30 Total net assets or fund balances	1,849,658.	1,988,455.	
31 Total liabilities and net assets/fund balances	1,849,658.	1,988,455.		

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	1,849,658.
2 Enter amount from Part I, line 27a	2	138,797.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,988,455.
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	1,988,455.

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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 STATE STREET BANK & TRUST CO. - SEE ATTACHED	P	VARIOUS	12/31/11
b ALLY BANK CD 1.45%	P	11/10/09	05/13/11
c STATE STREET BANK & TRUST CO. - SEE ATTACHED	P	VARIOUS	12/31/11
d CAPITAL GAINS DIVIDENDS			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 42,358.		49,543.	-7,185.
b 50,000.		50,000.	0.
c 288,070.		296,747.	-8,677.
d 1,255.			1,255.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any	
a			-7,185.
b			0.
c			-8,677.
d			1,255.
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	-14,607.
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))
2010	63,813.	1,925,365.	.033143
2009	84,688.	1,613,334.	.052493
2008	412,816.	1,719,043.	.240143
2007	337,076.	1,805,793.	.186664
2006	336,498.	1,635,085.	.205798

2 Total of line 1, column (d)	2	.718241
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	.143648
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,202,777.
5 Multiply line 4 by line 3	5	316,425.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	517.
7 Add lines 5 and 6	7	316,942.
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	48,390.

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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 type="checkbox"/> and enter 1% of Part I, line 27b	1	1,034.
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	1,034.
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	1,034.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,000.
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	4,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	2,966.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 2,966. Refunded <input 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
1b 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
1c 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 type="checkbox"/> \$ 0. (2) On foundation managers <input 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 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 type="checkbox"/> MA		
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 2011 or the taxable year beginning in 2011 (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

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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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13		X
14	The books are in care of ► F.W. SHAW, EATON VANCE Telephone no ► 617-672-8320 Located at ► TWO INTERNATIONAL PL., 14TH FL., BOSTON, MA ZIP+4 ► 02110			
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 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 2011 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 2011.) 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 2011?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

If "Yes" to 6b, file Form 8870.

X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**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
ADELE L. BARRON C/O DELOITTE TAX 200 BERKELEY STREET BOSTON, MA 02116	TRUSTEE 1.00	0.	0.	0.
SCOTT V. BARRON C/O DELOITTE TAX 200 BERKELEY STREET BOSTON, MA 02116	TRUSTEE 1.00	0.	0.	0.
DOUGLAS S. BARRON C/O DELOITTE TAX 200 BERKELEY STREET BOSTON, MA 02116	TRUSTEE 1.00	0.	0.	0.
FREDERICK W. SHAW C/O EATON VANCE TWO INTERNATIONAL PL., 14TH FL. BOSTON, MA 02110	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 NOT APPLICABLE	
	0.
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 NOT APPLICABLE	
	0.
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	2,110,282.
b	Average of monthly cash balances	1b	126,040.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,236,322.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,236,322.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,545.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,202,777.
6	Minimum investment return. Enter 5% of line 5	6	110,139.

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	110,139.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,034.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,034.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	109,105.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	109,105.
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	109,105.

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	48,390.
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	48,390.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	48,390.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				109,105.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	257,072.			
b From 2007	248,134.			
c From 2008	327,932.			
d From 2009	4,984.			
e From 2010				
f Total of lines 3a through e	838,122.			
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ \$	48,390.			
a Applied to 2010, 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 2011 distributable amount				48,390.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	60,715.			60,715.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	777,407.			
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	196,357.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	581,050.			
10 Analysis of line 9				
a Excess from 2007	248,134.			
b Excess from 2008	327,932.			
c Excess from 2009	4,984.			
d Excess from 2010				
e Excess from 2011				

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

ADELE BARRON, TRUSTEE C/O DELOITTE TAX, LLP, 617-437-2000
200 BERKELEY STREET, BOSTON, MA 02116

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

LETTER

c. Any submission deadlines

NONE

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

NONE

THE BARRON FAMILY CHARITABLE FOUNDATION

Form 990-PF (2011)

C/O DELOITTE TAX LLP

04-2981078 Page 11

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN TECHNION SOCIETY 1 GATEWAY CENTER, STE. 515 NEWTON, MA 02458	NONE	501(C) 3	EDUCATION	1,250.
ANTI DEFAMATION LEAGUE 4400 NORTHCORP PKWY. PALM BEACH, FL 33410	NONE	501(C) 3	EDUCATION	10,000.
PALM BEACH PBA 2100 N. FLORIDA MANGO ROAD WEST PALM BEACH, FL 33409	NONE	501(C) 3	COMMUNITY	65.
PALMOUTH JEWISH CONGREGATION 7 HATCHVILLE ROAD EAST PALMOUTH, MA 02536	NONE	501(C) 3	COMMUNITY	9,500.
HOUSING ASSISTANCE CORP. 460 WEST MAIN STREET HYANNIS, MA 02601	NONE	501(C) 3	HOUSING	500.
Total	SEE CONTINUATION SHEET(S)			38,190.
b Approved for future payment				
NONE				
Total				0.

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	65,149.	
		14	1,834.	
		18	-14,607.	
	0.		52,376.	0.

13
52,376

Part XVII

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

- (1) Cash

- (2) Other assets**

- b Other transactions**

- (1) Sales of assets to a noncharitable exempt organization**

- (2) Purchases of assets from a noncharitable exempt organization**

- (3) Rental of facilities, equipment, or other assets**

- #### (4) Reimbursement arrangements

- (5) Loans or loan guarantees**

- (6) Performance of services or membership or fundraising solicitations**

- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees

- d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

- ☐ Yes ☒ No

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee <i>Frederick W. Shauf</i>		Date <i>5-8-12</i>		Title TRUSTEE	
Paid Preparer Use Only	Print/Type preparer's name MICHELLE O'CONNELL		Preparer's signature <i>[Signature]</i>		Date MAY 08 2012	
	Check <input type="checkbox"/> if self-employed		PTIN P00449872		Firm's EIN ▶ 86-1065772	
	Firm's name ▶ DELOITTE TAX LLP				Firm's address ▶ 200 BERKELEY STREET BOSTON, MA 02116	
Firm's address ▶ 200 BERKELEY STREET BOSTON, MA 02116				Phone no 617-437-2000		

Form **990-PF** (2011)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

THE BARRON FAMILY CHARITABLE FOUNDATION
C/O DELOITTE TAX LLP

Employer identification number

04-2981078

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

THE BARRON FAMILY CHARITABLE FOUNDATION
C/O DELOITTE TAX LLP

Employer identification number

04-2981078

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ADELE L. BARRON C/O DELOITTE TAX, 200 BERKELEY STREET BOSTON, MA 02116	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
JEWISH FEDERATION CAPE COD PO BOX 2568 HYANNIS, MA 02601	NONE	501(C) 3	COMMUNITY	500.
LIGHTHOUSE CHARTER SCHOOL 225 ROUTE 6A ORLEANS, MA 02653	NONE	501(C) 3	EDUCATION	1,000.
JEWISH FEDERATION OF SOUTH PALM BEACH 9901 DONNA KLEIN BOULEVARD BOCA RATON, FL 33428	NONE	501(C) 3	COMMUNITY	10,000.
LOWER CAPE OUTREACH 19 BREWSTER CROSS ROAD ORLEANS, MA 02653	NONE	501(C) 3	EDUCATION	1,000.
MAZON-JEWISH RESPONSE TO HUNGER 10495 SANTA MONICA BLVD., SUITE 100 LOS ANGELES, CA 90025	NONE	501(C) 3	HUNGER	500.
OHIO WESLEYAN ANNUAL FUND 61 S. SANDUSKY STREET DELAWARE, OH 43015	NONE	501(C) 3	EDUCATION	500.
SUSAN G KOMEN'S CANCER CURE 5005 LBJ FREEWAY, SUITE 250 DALLAS, TX 75244	NONE	501(C) 3	MEDICAL	2,000.
TEMPLE B'NAI 1685 S. BELCHER ROAD CLEARWATER, FL 33764	NONE	501(C) 3	RELIGIOUS	1,350.
TBA SISTERHOOD 5950 N. KENDALL DRIVE PINECREST, FL 33156	NONE	501(C) 3	RELIGIOUS	25.
Total from continuation sheets				16,875.

2011 Tax Information Statement

Page 7 of 31

Account Number: 2114550
 Recipient's Tax ID Number: 04-2981078
 Payer's Federal ID Number: 20-8007203
 Questions? (800)392-9244
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
 THE BARRON FAMILY CHARITABLE FND
 C/O FREDERICK W SHAW, JR
 TWO INTERNATIONAL PLACE, 14TH FLOOR
 BOSTON, MA 02110

Payer's Name and Address:
 STATE STREET BANK & TRUST COMPANY
 WMS TAX DEPARTMENT
 PO BOX 5300
 BOSTON, MA 02206-5300

2011 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS as Sales Price less commissions and option premiums.

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition (Box 1b)	Sales Price of Stocks Bonds, etc. (Box 2)	Cost or Other Basis (Box 3)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Covered (Box 6 is not checked)							
Short Term Sales Reported on 1099-B							
17275R102	400.0000 CISCO SYSTEMS INC	06/17/2011	01/24/2011	5,971.88	8,474.00	-2,502.12	0.00
92933H101	400.0000 WPP PLC-SPONSORED ADR	11/17/2011	02/03/2011	20,377.60	25,042.08	-4,664.48	0.00
Total Short Term Sales Reported on 1099-B					33,516.08	-7,166.60	0.00
Report on Form 8949, Part 1, with Box A checked							

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.



2011 Tax Information Statement

Page 8 of 31

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 Payer's Federal ID Number: 20-8007203
 Questions? (800)392-9244
☐ Corrected ☐ 2nd TIN notice

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 WMS TAX DEPARTMENT
 PO BOX 5300
 BOSTON, MA 02206-5300

2011 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price less commissions and option premiums
 For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service.

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition (Box 2)	Sales Price of Stocks Bonds, etc. (Box 4)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Noncovered (Box 6 is checked)							
Short Term Sales Reported on 1099-B							
277911129	535 9060 EATON VANCE FLOATING RATE FUND-A	07/22/2011	05/20/2011	5,000.00	5,037.52	-37.52	0.00
565849AG1	5000.0000 MARATHON OIL CO 6.5% 2/15/14	02/09/2011	09/15/2010	5,687.15	5,724.05	-36.90	0.00
902118BM9	5000.0000 TYCO INTL FIN 4.125% 10/15/14	05/17/2011	05/25/2010	5,321.60	5,264.90	56.70	0.00
Total Short Term Sales Reported on 1099-B					16,026.47	-17.72	0.00
Report on Form 8949, Part I, with Box B checked							
Long Term 15% Sales Reported on 1099-B							
17275R102	775 0000 CISCO SYSTEMS INC	06/17/2011	04/24/2008	11,570.53	19,929.05	-8,358.52	0.00
277911129	4264.3920 EATON VANCE FLOATING RATE FUND-A	03/25/2011	12/30/2009	40,000.00	37,611.94	2,388.06	0.00
277911129	531 9150 EATON VANCE FLOATING RATE FUND-A	04/19/2011	12/30/2009	5,000.00	4,691.49	308.51	0.00
369550108	400.0000 GENERAL DYNAMICS CORP COM	09/16/2011	Various	24,357.26	16,213.00	8,144.26	0.00
428236103	550.0000 HEWLETT PACKARD CO COM (**)	07/28/2011	06/09/2009	20,027.70	20,297.69	-269.99	0.00
452308109	400.0000 ILLINOIS TOOL WORKS	11/17/2011	Various	17,753.42	14,963.00	2,790.42	0.00
49455U100	.6267 KINDER MORGAN MANAGEMENT LLC	02/15/2011	10/26/2009	40.59	27.55	13.04	0.00
49455U100	.6185 KINDER MORGAN MANAGEMENT LLC	05/16/2011	10/26/2009	39.01	26.74	12.27	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2011 Tax Information Statement

Page 9 of 31

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 BOSTON, MA 02110

Payer's Name and Address:
 STATE STREET BANK & TRUST COMPANY
 WMS TAX DEPARTMENT
 PO BOX 5300
 BOSTON, MA 02206-5300

Cusip Number	Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered (Box 6 is checked)							
49455U100	0327 KINDER MORGAN MANAGEMENT LLC	08/15/2011	10/26/2009	1.99	1.39	0.60	0.00
49455U100	0316 KINDER MORGAN MANAGEMENT LLC	11/15/2011	10/26/2009	2.13	1.32	0.81	0.00
58933Y105	575 0000 MERCK & CO INC	06/17/2011	06/15/2010	20,269.28	20,437.92	-168.64	0.00
65339F101...	100.0000 NEXTERA ENERGY INC	07/28/2011	11/24/2003	5,622.39	3,184.00	2,438.39	0.00
78010XAC5	5000 0000 ROYAL BK SCOTLAND 4.875% 3/16/15	11/30/2011	05/25/2010	4,847.55	4,935.10	-87.55	0.00
955030102	800.0000 STAPLES INC COM	02/03/2011	02/06/2007	17,628.30	21,011.92	-3,383.62	0.00
87927VAQ1	5000 0000 TELECOM ITALIA CAP 5.25% 10/01/15	12/01/2011	05/25/2010	4,562.85	5,012.30	-449.45	0.00
881624209	400.0000 TEVA PHARMACEUTICAL INDS LTD ADR	09/16/2011	09/22/2009	15,544.22	20,822.00	-5,277.78	0.00
912828EX4	75000.0000 US TREASURY NOTES 4.5% 2/28/11	02/28/2011	02/14/2008	75,000.00	80,124.02	-5,124.02	0.00
912828GQ7	25000.0000 US TREASURY NOTES 4.5% 4/30/12	08/04/2011	11/18/2008	25,802.73	27,457.03	-1,654.30	0.00
Total Long Term 15% Sales Reported on 1099-B				288,069.95	296,747.46	-8,677.51	0.00

Report on Form 8949, Part II, with Box B checked

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
STATE STREET BANK & TRUST CO.	66,404.	1,255.	65,149.		
TOTAL TO FM 990-PF, PART I, LN 4	66,404.	1,255.	65,149.		

FORM 990-PF		OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
OTHER INCOME	1,333.	1,333.			
PROCEEDS FROM SETTLEMENT	501.	501.			
TOTAL TO FORM 990-PF, PART I, LINE 11	1,834.	1,834.			

FORM 990-PF		ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DELOITTE TAX LLP- TAX PREPARATION FEE	4,800.	0.		4,800.	
TO FORM 990-PF, PG 1, LN 16B	4,800.	0.		4,800.	

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE STREET BANK & TRUST	13,740.	13,740.		0.	
TO FORM 990-PF, PG 1, LN 16C	13,740.	13,740.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID	1,449.	1,449.			0.
TO FORM 990-PF, PG 1, LN 18	1,449.	1,449.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MA FORM PC FILING FEE	70.	0.			70.
TAXES	5,330.	0.			5,330.
TO FORM 990-PF, PG 1, LN 23	5,400.	0.			5,400.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
STATE STREET BANK & TRUST COMPANY - SEE ATTACHED	X		819,751.	862,048.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			819,751.	862,048.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			819,751.	862,048.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATE STREET BANK & TRUST COMPANY - SEE ATTACHED	965,661.	1,297,586.
TOTAL TO FORM 990-PF, PART II, LINE 10B	965,661.	1,297,586.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATE STREET BANK & TRUST COMPANY - SEE ATTACHED	99,727.	100,730.
TOTAL TO FORM 990-PF, PART II, LINE 10C	99,727.	100,730.

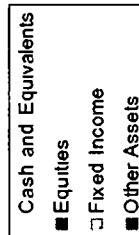
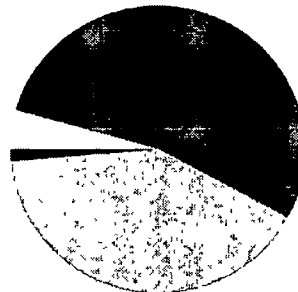
THE BARRON FAMILY CHARITABLE FOUNDATION
Account # 2114550

Portfolio Summary
December 30, 2011

PORTFOLIO SUMMARY

	Market Value	Percentage of Portfolio	Estimated Annual Income	Current Yield
Cash and Equivalents	103,721	4.39%	2,250	2.2%
Equities	1,265,628	53.54%	33,423	2.6%
Fixed Income	962,778	40.73%	43,515	4.5%
Other Assets	31,958	1.35%	0	0.0%
PORTFOLIO VALUE	\$ 2,364,085	100.00%	\$ 79,188	3.4 %

ASSET MIX



THE BARRON FAMILY CHARITABLE FOUNDATION
Account # 2114550

Statement of Holdings
December 30, 2011

	Latest Acquisition Date	Units	Price	% Of Class	Market Value	Total Cost	Unrealised Gain / Loss	Estimated Annual Income	Current Yield
Cash and Equivalents									
CASH									
CASH		511	1 00		511	511	0		
Total CASH					511	511	0		
CDS AND TIME DEPOSITS									
BANK OF AMERICA CD 2 5% 9/23/16	03/16/11	50,000	1 00	48.7	50,216	50,033	183	1,250	2.5
CIT BK CD 2% 11/25/15	05/25/11	50,000	1 00	48.7	50,222	50,000	222	1,000	2.0
Total CDS AND TIME DEPOSITS				97.3	100,438	100,033	405	2,250	2.2
MON MKT FED GOVT ST EXEMPT									
SSGA INST GOV MONEY MARKET INV CL	12/27/11	2,772	1 00	2.7	2,772	2,772	0		
Total MON MKT FED GOVT ST EXEMPT				2.7	2,772	2,772	0		
Total Cash and Equivalents				100.0	103,721	103,316	405	2,250	2.2
Bonds - Government and Agency									
US GOVT AGENCY -STATE TAXABLE									
FNMA (FED NAT MTG) 4 125% 4/15/14	05/14/08	50,000	108 20	8.6	54,103	50,075	4,028	2,063	3.8
FNMA (FED NAT MTG) 4 875% 12/15/16	05/14/08	50,000	117 79	9.4	58,894	51,362	7,532	2,438	4.1
Total US GOVT AGENCY -STATE TAXABLE				18.0	112,997	101,437	11,560	4,501	4.0
US TREASURY NOTES & BONDS									
US TREASURY NOTES 4 5% 4/30/12	11/18/08	50,000	101 44	8.1	50,721	54,914	(4,193)	2,250	4.4
US TSY NTS 4 25% 11/15/13	05/01/07	50,000	107 40	8.6	53,699	49,080	4,619	2,125	4.0
US TREASURY NOTES 4 125% 5/15/15	10/04/05	75,000	112 18	13.4	84,135	73,386	10,749	3,094	3.7

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	Latest Acquisition Date	Units	Price	% Of Class	Market Value	Total Cost	Unrealised Gain / Loss	Estimated Annual Income	Current Yield
Bonds - Government and Agency (continued)									
US TREASURY NOTES & BONDS (continued)									
US TREASURY BONDS 7 25% 5/15/16	09/22/09	40,000	128.24	8.2	51,297	50,272	1,025	2,900	5.7
US TREASURY NOTES 4 625% 11/15/16	08/17/10	75,000	118.09	14.1	88,571	87,513	1,058	3,469	3.9
US TREASURY NOTES 4 25% 11/15/17	11/15/10	30,000	118.12	5.6	35,435	34,300	1,135	1,275	3.6
US TREASURY NOTES 3 75% 11/15/18	03/17/11	80,000	116.34	14.8	93,069	85,366	7,703	3,000	3.2
US TREASURY NOTES 3 5% 5/15/20	02/03/11	50,000	115.04	9.2	57,520	50,424	7,096	1,750	3.0
Total US TREASURY NOTES & BONDS				82.0	514,447	485,255	29,192	19,863	3.9
Total Bonds - Government and Agency				100.0	627,444	586,692	40,752	24,364	3.9

Bonds - Corporate Bond

CORPORATE BONDS									
HOME DEPOT INC 5 25% 12/16/13	10/12/10	5,000	108.59	5.4	5,430	5,586	(156)	263	4.8
KRAFT FOODS INC 6 75% 2/19/14	06/10/10	5,000	111.13	5.5	5,557	5,694	(137)	338	6.1
AMERICAN EXP CR CO 5 125% 8/25/14	05/26/10	5,000	107.43	5.3	5,372	5,343	29	256	4.8
SOUTHWEST AIRLINES 5 25% 10/01/14	05/25/10	5,000	106.72	5.3	5,336	5,307	29	263	4.9
IBM CORP 0 875% 10/31/14	11/30/11	5,000	100.21	5.0	5,011	4,989	22	44	0.9
AMPHENOL CORP 4 75% 11/15/14	05/25/10	5,000	107.15	5.3	5,357	5,283	74	237	4.4
GOLDMAN SACHS GROUP 5 125% 1/15/15	05/25/10	5,000	102.21	5.1	5,111	5,079	32	256	5.0
ENERGY TRANSFER 5 95% 2/01/15	05/26/10	5,000	108.09	5.4	5,404	5,324	80	298	5.5
BANK OF AMERICA CORP 4 5% 4/01/15	05/25/10	5,000	96.50	4.8	4,825	4,943	(118)	225	4.7
VORNADO REALTY TRUST 4 25% 4/01/15	05/25/10	5,000	103.49	5.1	5,175	4,947	228	213	4.1
CITIGROUP INC 4 875% 5/07/15	05/25/10	5,000	98.77	4.9	4,939	4,882	57	244	4.9
LINCOLN NATIONAL CORP 4 3% 6/15/15	06/15/10	5,000	103.57	5.1	5,178	4,993	185	215	4.2
DOMINION RESOURCES 5 15% 7/15/15	05/26/10	5,000	111.45	5.5	5,573	5,431	142	258	4.6
GEN ELEC CAP CORP 4 375% 9/21/15	05/25/10	5,000	107.57	5.3	5,379	5,172	207	219	4.1

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Statement of Holdings
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	Latest Acquisition Date	Units	Price	% Of Class	Market Value	Total Cost	Unrealised Gain / Loss	Estimated Annual Income	Current Yield
Bonds - Corporate Bond (continued)									
CORPORATE BONDS (continued)									
Total CORPORATE BONDS				73.1	73,647	72,973	674	3,329	4.5
FX DENOM CORPORATE BONDS									
AMERICA MOVIL SA 5 5% 3/01/14	12/01/11	5,000	107 66	5 3	5,383	5,404	(21)	275	5 1
THOMSON REUTERS CORP 5 7% 10/01/14	06/02/10	5,000	110 66	5 5	5,533	5,565	(32)	285	5 2
TOTAL CAPITAL SA 3% 6/24/15	06/18/10	5,000	104 99	5 2	5,250	4,997	253	150	2 9
Total FX DENOM CORPORATE BONDS				16.0	16,166	15,966	200	710	4.4
MEDIUM TERM NOTES									
CATERPILLAR FIN MTN 6 125% 2/17/14	05/20/11	5,000	110 72	5 5	5,536	5,657	(121)	306	5.5
KEY BANK NA 5 45% 3/03/16	06/08/10	5,000	107 62	5 3	5,381	5,131	250	273	5 1
Total MEDIUM TERM NOTES				10.8	10,917	10,788	129	579	5.3
Total Bonds - Corporate Bond				100.0	100,730	99,727	1,003	4,618	4.6
Bonds - Other Fixed Income									
MUTUAL FUNDS-FIXED-TAXABLE									
EATON VANCE FLOATING RATE FUND-A	05/20/11	5,946	9 10	23 1	54,110	53,059	1,051	2,176	4 0
EATON VANCE FLOATING RATE-CL I	12/27/11	6,818	8 81	25 6	60,068	60,000	68	2,570	4 3
EATON VANCE INC FD BOSTON-IN	12/27/11	21,277	5 66	51 3	120,426	120,000	426	9,787	8 1
Total MUTUAL FUNDS-FIXED-TAXABLE				100.0	234,604	233,059	1,545	14,533	6.2
Total Bonds - Other Fixed Income				100.0	234,604	233,059	1,545	14,533	6.2

THE BARRON FAMILY CHARITABLE FOUNDATION
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Statement of Holdings
December 30, 2011

	Latest Acquisition Date	Units	Price	% Of Class	Market Value	Total Cost	Unrealised Gain / Loss	Estimated Annual Income	Current Yield
Equities									
CONSUMER DISCRETIONARY									
MCDONALDS CORP	09/22/09	400	100.33	3.2	40,132	21,459	18,673	1,120	2.8
MCGRAW-HILL COMPANIES INC	06/09/09	650	44.97	2.3	29,231	20,560	8,671	650	2.2
TIME WARNER CABLE INC	03/04/10	425	63.57	2.1	27,017	20,120	6,897	816	3.0
JOHNSON CONTROLS INC	01/24/11	625	31.26	1.5	19,538	24,322	(4,784)	450	2.3
Total CONSUMER DISCRETIONARY				9.2	115,918	86,461	29,457	3,036	2.6
CONSUMER STAPLES									
NESTLE SA SPONSORED ADR	11/24/03	875	57.71	4.0	50,496	19,600	30,896	1,546	3.1
COSTCO WHOLESALE CORP	12/03/09	325	83.32	2.1	27,079	19,281	7,798	312	1.2
PEPSICO INC	09/29/04	400	66.35	2.1	26,540	19,133	7,407	824	3.1
HENKEL KGAA-SPONSORED ADR	11/08/10	400	48.58	1.5	19,432	19,998	(566)	290	1.5
KELLOGG CO	12/30/09	375	50.57	1.5	18,964	20,237	(1,273)	645	3.4
Total CONSUMER STAPLES				11.3	142,511	98,249	44,262	3,617	2.5
ENERGY									
ROYAL DUTCH SHELL PLC ADR A	08/18/10	375	73.09	2.2	27,409	20,976	6,433	1,071	3.9
CHEVRON CORP	03/19/09	250	106.40	2.1	26,600	17,154	9,446	810	3.0
EXXON MOBIL CORP	11/24/03	300	84.76	2.0	25,428	10,674	14,754	564	2.2
TOTAL SA-SPONSORED ADR	11/24/03	400	51.11	1.6	20,444	15,609	4,835	1,078	5.3
SCHLUMBERGER LTD	01/24/11	275	68.31	1.5	18,785	23,171	(4,386)	275	1.5
Total ENERGY				9.4	118,666	87,584	31,082	3,798	3.2
EQUITY-BASED FUNDS									
JP MORGAN ALERIAN MLP INDEX FUND ETN	02/02/10	700	38.97	2.2	27,279	20,558	6,721	1,333	4.9

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	Latest Acquisition Date	Units	Price	% Of Class	Market Value	Total Cost	Unrealised Gain / Loss	Estimated Annual Income	Current Yield
<u>Equities (continued)</u>									
EQUITY-BASED FUNDS (continued)									
Total EQUITY-BASED FUNDS				2.2	27,279	20,558	6,721	1,333	4.9
FINANCIALS									
AVALONBAY COMMUNITIES INC	03/19/09	300	130.60	3.1	39,180	15,263	23,917	1,071	2.7
EQUITY RESIDENTIAL PROPERTIES TR-SBI	11/24/03	600	57.03	2.7	34,218	17,211	17,007	1,362	4.0
WELLS FARGO & CO	02/09/09	1,000	27.56	2.2	27,560	19,305	8,255	480	1.7
TORONTO DOMINION BANK	10/26/09	300	74.81	1.8	22,443	18,138	4,305	801	3.6
FRANKLIN RESOURCES	05/23/06	225	96.06	1.7	21,614	20,857	757	243	1.1
METLIFE INC	12/30/09	600	31.18	1.5	18,708	20,997	(2,289)	444	2.4
Total FINANCIALS				12.9	163,723	111,771	51,952	4,401	2.7
HEALTH CARE									
NOVO-NORDISK AS ADR-B	05/04/10	2501	15.26	2.3	28,815	20,819	7,996	340	1.2
SANOFI-AVENTIS ADR	09/16/11	725	36.54	2.1	26,492	24,325	2,167	959	3.6
HENRY SCHEIN INC	11/05/10	400	64.43	2.0	25,772	22,906	2,866		
FRESENIUS MEDICAL CARE AG ADR	06/17/11	350	67.98	1.9	23,793	25,160	(1,367)	229	1.0
ABBOTT LABORATORIES	10/26/09	375	56.23	1.7	21,086	19,075	2,011	720	3.4
JOHNSON & JOHNSON	11/24/03	300	65.58	1.6	19,674	15,245	4,429	684	3.5
Total HEALTH CARE				11.5	145,632	127,530	18,102	2,932	2.0
INDUSTRIALS									
UNITED TECHNOLOGIES CORP	11/24/03	450	73.09	2.6	32,891	19,061	13,830	864	2.6
BOEING CO	11/17/11	400	73.35	2.3	29,340	26,348	2,992	704	2.4
CATERPILLAR INC	11/09/04	300	90.60	2.1	27,180	13,273	13,907	552	2.0
DANAHER CORP	02/03/11	550	47.04	2.0	25,872	25,928	(56)	55	0.2

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	Latest Acquisition Date	Units	Price	% Of Class	Market Value	Total Cost	Unrealised Gain / Loss	Estimated Annual Income	Current Yield
<u>Equities (continued)</u>									
INDUSTRIALS (continued)									
PACCAR INC	02/17/10	575	37.47	17	21,545	20,743	802	414	19
FEDEX CORP	11/24/03	150	83.51	10	12,527	10,619	1,908	78	06
Total INDUSTRIALS				11.8	149,355	115,972	33,383	2,667	1.8
INFORMATION TECHNOLOGY									
IBM CORP	11/24/03	225	183.88	33	41,373	20,103	21,270	675	16
ACCENTURE PLC IRELAND	12/17/10	675	53.23	28	35,930	31,603	4,327	911	25
INTEL CORP	09/29/04	1,050	24.25	20	25,463	26,499	(1,036)	882	35
ANALOG DEVICES INC	11/12/09	675	35.78	19	24,152	18,526	5,626	675	28
MICROSOFT CORP	09/22/09	825	25.96	17	21,417	21,058	359	660	31
ORACLE CORP	07/28/11	775	25.65	16	19,879	23,788	(3,909)	186	09
CYPRESS SEMI CONDUCTOR CORP	06/17/11	900	16.89	12	15,201	17,423	(2,222)	324	21
Total INFORMATION TECHNOLOGY				14.5	183,415	159,000	24,415	4,313	2.4
MATERIALS									
ECOLAB INC	11/24/03	600	57.81	27	34,686	15,348	19,338	480	14
AIR PRODUCTS & CHEMICALS INC	01/22/04	400	85.19	27	34,076	19,812	14,264	928	27
PPG INDUSTRIES	09/16/11	325	83.49	21	27,134	25,510	1,624	741	27
BHP BILLITON LTD ADR	10/19/05	375	70.63	21	26,486	11,199	15,287	757	29
Total MATERIALS				9.7	122,382	71,869	50,513	2,906	2.4
TELECOMMUNICATION SERVICES									
VODAFONE GROUP PLC ADR	12/30/09	900	28.03	20	25,227	20,615	4,612	1,299	51
Total TELECOMMUNICATION SERVICES				2.0	25,227	20,615	4,612	1,299	5.1

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	Latest Acquisition Date	Units	Price	% Of Class	Market Value	Total Cost	Unrealised Gain / Loss	Estimated Annual Income	Current Yield
Equities (continued)									
UTILITIES									
NEXTERA ENERGY INC	11/24/03	500	60.88	2.4	30,440	15,920	14,520	1,100	3.6
SOUTHERN CO	05/04/10	625	46.29	2.3	28,931	21,536	7,395	1,181	4.1
Total UTILITIES				4.7	59,371	37,456	21,915	2,281	3.8
VARIOUS OTHER HLDGS									
SOURCE CAPITAL INC \$2.40 PFD	11/24/03	350	34.71	1.0	12,149	11,611	538	840	6.9
Total VARIOUS OTHER HLDGS				1.0	12,149	11,611	538	840	6.9
Total Equities				100.0	1,265,628	948,676	316,952	33,423	2.6
Other Assets									
PARTNERSHIPS									
KINDER MORGAN MANAGEMENT LLC	10/26/09	407	78.52	100.0	31,958	16,985	14,973		
Total PARTNERSHIPS				100.0	31,958	16,985	14,973		
Total Other Assets				100.0	31,958	16,985	14,973		0.0
TOTAL PORTFOLIO				100.0%	\$2,364,085	\$1,988,455	\$375,630	\$79,188	3.4 %