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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 BROMLEY CHARITABLE TRUST		A Employer identification number 04-3237138
Number and street (or P.O. box number if mail is not delivered to street address) 299 CLAPBOARDTREE STREET	Room/suite	B Telephone number (617) 523-3588
City or town, state, and ZIP code WESTWOOD, MA 02090		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,594,401.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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)
1 Contributions, gifts, grants, etc., received		890,471.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		143,356.	141,453.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		55,802.			STATEMENT 1
b Gross sales price for all assets on line 6a 2,405,012.					
7 Capital gain net income (from Part IV, line 2)			457,341.		
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		837.	837.		STATEMENT 3
12 Total. Add lines 1 through 11		1,090,466.	599,631.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		16,849.	0.		16,849.
b Accounting fees					
c Other professional fees STMT 5		13,036.	1,060.		11,976.
17 Interest					
18 Taxes STMT 6		889.	889.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		12,773.	12,773.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		43,547.	14,722.		28,825.
25 Contributions, gifts, grants paid		2,721,909.			2,721,909.
26 Total expenses and disbursements. Add lines 24 and 25		2,765,456.	14,722.		2,750,734.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-1,674,990.			
b Net investment income (if negative, enter -0-)			584,909.		
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				
	2	Savings and temporary cash investments		550,096.	119,833.	119,833.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations				
	b	Investments - corporate stock STMT 9		4,110,335.	3,143,625.	2,764,087.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		2,237,500.	1,969,516.	2,710,481.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		6,897,931.	5,232,974.	5,594,401.	
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 ☐ 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 ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		8,251,801.	8,251,801.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		-1,353,870.	-3,018,827.	
	30	Total net assets or fund balances		6,897,931.	5,232,974.	
	31	Total liabilities and net assets/fund balances		6,897,931.	5,232,974.	

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	6,897,931.
2	Enter amount from Part I, line 27a	2	-1,674,990.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	10,033.
4	Add lines 1, 2, and 3	4	5,232,974.
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	5,232,974.

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				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 2,405,012.		1,947,671.	457,341.	
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))
(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				
b				
c				
d				
e			457,341.	
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	457,341.
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	2,284,173.	7,033,549.	.324754
2009	1,685,765.	6,479,353.	.260175
2008	1,934,454.	7,097,643.	.272549
2007	2,583,428.	7,482,958.	.345242
2006	1,725,909.	5,509,363.	.313268

2 Total of line 1, column (d)	2	1.515988
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	.303198
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,981,770.
5 Multiply line 4 by line 3	5	1,813,661.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,849.
7 Add lines 5 and 6	7	1,819,510.
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	2,750,734.

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	5,849.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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	5,849.
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	5,849.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	22,677.	
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	22,677.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	16,828.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☒ 16,828. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 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) ☒ 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

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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 ► DUNCAN MCFARLAND Telephone no ► (617) 523-3588 Located at ► 299 CLAPBOARDTREE STREET, WESTWOOD, MA ZIP+4 ► 02090			
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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ 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 ►	1b	X
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? If "Yes," list the years ►	☐ Yes ☒ No	
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?	☐ Yes ☒ 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
DUNCAN MCFARLAND 299 CLAPBOARDTREE STREET WESTWOOD, MA 02090	TRUSTEE 1.00	0.	0.	0.
ELLEN B. MCFARLAND 299 CLAPBOARDTREE STREET WESTWOOD, MA 02090	TRUSTEE 1.00	0.	0.	0.
NANCY E. DEMPZE HEMENWAY & BARNES - 60 STATE STREET BOSTON, MA 02109	TRUSTEE 1.00	0.	0.	0.
WILLIAM A. OATES, JR. 150 FEDERAL STREET - SUITE 1000 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 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	5,864,849.
b	Average of monthly cash balances	1b	208,014.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,072,863.
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	6,072,863.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	91,093.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,981,770.
6	Minimum investment return. Enter 5% of line 5	6	299,089.

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	299,089.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,849.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,849.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	293,240.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	293,240.
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	293,240.

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	2,750,734.
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	2,750,734.
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	5,849.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,744,885.

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				293,240.
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	1,482,791.			
b From 2007	2,255,937.			
c From 2008	1,587,288.			
d From 2009	1,365,880.			
e From 2010	1,943,562.			
f Total of lines 3a through e	8,635,458.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,750,734.				
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				293,240.
e Remaining amount distributed out of corpus	2,457,494.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,092,952.			
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	1,482,791.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	9,610,161.			
10 Analysis of line 9				
a Excess from 2007	2,255,937.			
b Excess from 2008	1,587,288.			
c Excess from 2009	1,365,880.			
d Excess from 2010	1,943,562.			
e Excess from 2011	2,457,494.			

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				
SEE LIST ATTACHED	NONE	PUBLIC	GENERAL	2,721,909.
Total			3a	2,721,909.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		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		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	143,356.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			14	837.		
8 Gain or (loss) from sales of assets other than inventory			18	55,802.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		199,995.		0.
13 Total. Add line 12, columns (b), (d), and (e)				13		199,995.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

Employer identification number

THE BROMLEY CHARITABLE TRUST

04-3237138

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 foundation

Check 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

Employer identification number

THE BROMLEY CHARITABLE TRUST

04-3237138

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	DUNCAN MCFARLAND 299 CLAPBOARDTREE STREET WESTWOOD, MA 02090	\$ 890,471.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	DUNCAN MCFARLAND 299 CLAPBOARDTREE STREET WESTWOOD, MA 02090	\$	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
3	DUNCAN MCFARLAND 299 CLAPBOARDTREE STREET WESTWOOD, MA 02090	\$	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
4	DUNCAN MCFARLAND 299 CLAPBOARDTREE STREET WESTWOOD, MA 02090	\$	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
5	DUNCAN MCFARLAND 299 CLAPBOARDTREE STREET WESTWOOD, MA 02090	\$	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
6	DUNCAN MCFARLAND 299 CLAPBOARDTREE STREET WESTWOOD, MA 02090	\$	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE BROMLEY CHARITABLE TRUST	04-3237138

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
7	DUNCAN MCFARLAND 299 CLAPBOARDTREE STREET WESTWOOD, MA 02090	\$ _____	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
8	DUNCAN MCFARLAND 299 CLAPBOARDTREE STREET WESTWOOD, MA 02090	\$ _____	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
9	DUNCAN MCFARLAND 299 CLAPBOARDTREE STREET WESTWOOD, MA 02090	\$ _____	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
10	DUNCAN MCFARLAND 299 CLAPBOARDTREE STREET WESTWOOD, MA 02090	\$ _____	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
11	DUNCAN MCFARLAND 299 CLAPBOARDTREE STREET WESTWOOD, MA 02090	\$ _____	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
12	DUNCAN MCFARLAND 299 CLAPBOARDTREE STREET WESTWOOD, MA 02090	\$ _____	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE BROMLEY CHARITABLE TRUST

04-3237138

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,067 SHS DUPONT DE NEMOURS	\$ 47,620.	10/14/11
2	1,334 BRISTOL MYERS SQUIBB	\$ 43,475.	10/14/11
3	1,334 SHS LILLY ELI & CO	\$ 51,019.	10/14/11
4	579 SHS MEDCO HEALTH SOLUTIONS	\$ 28,458.	10/14/11
5	2,400 SHS MERCK	\$ 78,828.	10/14/11
6	547 SHS BP PLC	\$ 21,626.	10/14/11

Name of organization

Employer identification number

THE BROMLEY CHARITABLE TRUST

04-3237138

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	1,408 SHS EXXON MOBIL	\$ 109,331.	10/14/11
8	5,200 SHS GENERAL ELECTRIC	\$ 85,930.	10/14/11
9	500 SHS HONEYWELL INTL	\$ 24,480.	10/14/11
10	7,710 CHINA FUND	\$ 201,385.	11/07/11
11	1,750 SHS T ROWE PRICE GROUP	\$ 100,144.	12/09/11
12	1,750 SHS T ROWE PRICE GROUP	\$ 98,175.	12/12/11

Name of organization

Employer identification number

THE BROMLEY CHARITABLE TRUST**04-3237138**

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once.) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	10,000 BLACKROCK STRATEGIC DVD ACH		05/16/06	09/08/11
b	10,000 BLACKROCK EQUITY DVD TR		03/07/06	09/08/11
c	200 BLACKROCK INC		02/05/07	07/01/11
d	547 BP PLC		01/01/90	10/14/11
e	1,334 BRISTOL MYERS SQUIBB		01/01/90	10/14/11
f	7,710 CHINA FUND		01/23/09	11/07/11
g	200 CITIGROUP		04/18/05	07/01/11
h	200 CITIGROUP		10/01/07	07/01/11
i	1,067 DUPONT		01/01/90	10/14/11
j	168 EXXON MOBIL		11/11/04	07/01/11
k	1,408 EXXON MOBIL		01/01/90	10/14/11
l	233 GENERAL ELECTRIC		11/11/04	07/01/11
m	1,767 GENERAL ELECTRIC		01/19/07	07/01/11
n	5,200 GENERAL ELECTRIC		01/01/90	10/14/11
o	500 HONEYWELL		01/01/90	10/14/11

(a) 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 95,898.		133,400.	-37,502.
b 91,398.		130,100.	-38,702.
c 38,409.		33,917.	4,492.
d 21,679.		19,370.	2,309.
e 43,622.		25,473.	18,149.
f 201,057.		145,615.	55,442.
g 8,340.		92,660.	-84,320.
h 8,340.		94,960.	-86,620.
i 47,609.		38,672.	8,937.
j 13,646.		8,316.	5,330.
k 109,515.		41,085.	68,430.
l 4,387.		8,323.	-3,936.
m 33,272.		65,909.	-32,637.
n 85,856.		58,136.	27,720.
o 24,445.		14,140.	10,305.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-37,502.
b			-38,702.
c			4,492.
d			2,309.
e			18,149.
f			55,442.
g			-84,320.
h			-86,620.
i			8,937.
j			5,330.
k			68,430.
l			-3,936.
m			-32,637.
n			27,720.
o			10,305.

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

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

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	5,000 ISHARES MSCI HONG KONG		11/03/08	09/08/11
b	1,000 ISHARES DJ SEL DVD		04/18/05	08/23/11
c	137 JOHNSON & JOHNSON		11/11/04	07/01/11
d	1,334 LILLY ELI		01/01/90	10/14/11
e	579 MEDCO HLTH SOL		01/01/90	10/14/11
f	2,400 MERCK		01/01/90	10/14/11
g	1,000 MICROSOFT		11/11/04	07/01/11
h	1,750 T ROWE PRICE		02/02/09	12/09/11
i	1,750 T ROWE PRICE		02/02/09	12/12/11
j	44,722.719 PRUDENTIAL HIGH YLD		VARIOUS	01/26/11
k	1,000 VANGUARD DVD APR		07/21/06	08/23/11
l	22986.075 ARCHIPELAGO	P	01/01/08	04/01/11
m	147.3 WELLINGTON MGMT (IGUAZU)	P	01/01/08	04/01/11
n				
o				

(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 85,848.		53,449.	32,399.
b 48,293.		58,390.	-10,097.
c 9,102.		8,309.	793.
d 51,052.		19,198.	31,854.
e 28,460.		8,269.	20,191.
f 79,066.		60,768.	18,298.
g 25,950.		30,494.	-4,544.
h 101,010.		48,020.	52,990.
i 99,066.		48,020.	51,046.
j 250,000.		183,844.	66,156.
k 49,692.		48,350.	1,342.
l 500,000.		323,184.	176,816.
m 250,000.		147,300.	102,700.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			32,399.
b			-10,097.
c			793.
d			31,854.
e			20,191.
f			18,298.
g			-4,544.
h			52,990.
i			51,046.
j			66,156.
k			1,342.
l			176,816.
m			102,700.
n			
o			

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	457,341.
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

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10,000 BLACKROCK STRATEGIC DVD ACH		05/16/06	09/08/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
95,898.	133,400.	0.	0.
			-37,502.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10,000 BLACKROCK EQUITY DVD TR		03/07/06	09/08/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
91,398.	130,100.	0.	0.
			-38,702.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 BLACKROCK INC		02/05/07	07/01/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
38,409.	44,488.	0.	0.
			-6,079.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
547 BP PLC		01/01/90	10/14/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,679.	21,626.	0.	0.	53.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
1,334 BRISTOL MYERS SQUIBB		01/01/90	10/14/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43,622.	43,475.	0.	0.	147.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
7,710 CHINA FUND		01/23/09	11/07/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
201,057.	201,385.	0.	0.	-328.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
200 CITIGROUP		04/18/05	07/01/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,340.	92,660.	0.	0.	-84,320.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 CITIGROUP			10/01/07	07/01/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,340.	94,960.	0.	0.	-86,620.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,067 DUPONT			01/01/90	10/14/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
47,609.	47,620.	0.	0.	-11.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
168 EXXON MOBIL			11/11/04	07/01/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,646.	8,316.	0.	0.	5,330.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,408 EXXON MOBIL			01/01/90	10/14/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
109,515.	109,331.	0.	0.	184.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
233 GENERAL ELECTRIC			11/11/04	07/01/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,387.	8,323.	0.	0.	-3,936.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,767 GENERAL ELECTRIC			01/19/07	07/01/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33,272.	65,909.	0.	0.	-32,637.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5,200 GENERAL ELECTRIC			01/01/90	10/14/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
85,856.	85,930.	0.	0.	-74.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 HONEYWELL			01/01/90	10/14/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
24,445.	24,480.	0.	0.	-35.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
5,000 ISHARES MSCI HONG KONG		11/03/08	09/08/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
85,848.	80,713.	0.	0.	5,135.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
1,000 ISHARES DJ SEL DVD		04/18/05	08/23/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
48,293.	58,390.	0.	0.	-10,097.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
137 JOHNSON & JOHNSON		11/11/04	07/01/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,102.	8,309.	0.	0.	793.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
1,334 LILLY ELI		01/01/90	10/14/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
51,052.	51,018.	0.	0.	34.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
579 MEDCO HLTH SOL			01/01/90	10/14/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
28,460.	28,458.	0.	0.	2.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,400 MERCK			01/01/90	10/14/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
79,066.	78,828.	0.	0.	238.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,000 MICROSOFT			11/11/04	07/01/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,950.	30,494.	0.	0.	-4,544.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,750 T ROWE PRICE			02/02/09	12/09/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
101,010.	100,144.	0.	0.	866.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,750 T ROWE PRICE	99,066.	98,175.	0.	0.	891.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
44,722.719 PRUDENTIAL HIGH YLD	250,000.	183,844.	0.	0.	66,156.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,000 VANGUARD DVD APR	49,692.	48,350.	0.	0.	1,342.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22986.075 ARCHIPELAGO	500,000.	323,184.	0.	0.	176,816.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
147.3 WELLINGTON MGMT (IGUAZU)	PURCHASED	01/01/08	04/01/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250,000.	147,300.	0.	0.	102,700.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				55,802.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HALE RESERVATION	9,500.	0.	9,500.
UBS FINANCIAL	131,953.	0.	131,953.
UBS FINANCIAL - NONTAXABLE DIV	1,903.	0.	1,903.
TOTAL TO FM 990-PF, PART I, LN 4	143,356.	0.	143,356.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UBS FINANCIAL	837.	837.	
TOTAL TO FORM 990-PF, PART I, LINE 11	837.	837.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HEMENWAY & BARNES LEGAL FEE	16,849.	0.		16,849.
TO FM 990-PF, PG 1, LN 16A	16,849.	0.		16,849.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NORTHEAST INVST MGMT - TAX PREP	1,060.	1,060.		0.
W. T. HAIGH	11,976.	0.		11,976.
TO FORM 990-PF, PG 1, LN 16C	13,036.	1,060.		11,976.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	889.	889.		0.
TO FORM 990-PF, PG 1, LN 18	889.	889.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MASS. FORM PC FILING FEE	500.	500.		0.
UBS FINANCIAL RMA SERVICE FEES	11,208.	11,208.		0.
UBS FINANCIAL LOAN INTEREST	1,065.	1,065.		0.
TO FORM 990-PF, PG 1, LN 23	12,773.	12,773.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
ADJUSTMENT FOR JANUARY DIVIDENDS TAXABLE IN PRIOR YEAR	10,033.
TOTAL TO FORM 990-PF, PART III, LINE 3	10,033.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,350 BLACKROCK INC.	0.	0.
1,150 BLACKROCK INC.	255,806.	204,976.
2,000 CITIGROUP	0.	0.
2,000 CITIGROUP	0.	0.
168 EXXONMOBIL	0.	0.
233 GENERAL ELECTRIC	0.	0.
3,000 GENERAL ELECTRIC	0.	0.
1,233 GENERAL ELECTRIC	45,991.	22,083.
3,000 GENERAL ELECTRIC	104,160.	53,730.
137 JOHNSON & JOHNSON	0.	0.
279 MICROSOFT	0.	0.
3,000 MICROSOFT	0.	0.
2,279 MICROSOFT	70,011.	59,163.
8,133 ASIA PACIFIC FUND	234,556.	76,450.
20,000 BLACKROCK STRATEGIC DIVID ACHIEVERS	0.	0.
10,000 BLACKROCK STRATEGIC DIVID ACHIEVERS	134,500.	98,000.
20,000 BLACKROCK EQUITY DIVID TRUST	0.	0.
10,000 BLACKROCK EQUITY DIVID TRUST	134,950.	90,700.
10,000 ISHARES MSCI HONG KONG INDEX	0.	0.
5,000 ISHARES MSCI HONG KONG INDEX	80,737.	77,350.
2,000 ISHARES DJ SELECT DIVIDEND	0.	0.
1,000 ISHARES DJ SELECT DIVIDEND	58,390.	53,770.
3,000 ISHARES DJ SELECT DIVIDEND	183,600.	161,310.
2,000 ISHARES DJ SELECT DIVIDEND	130,740.	107,540.
1,000 KAYNE ANDERSON MLP INVST	25,899.	30,370.
1,500 KAYNE ANDERSON MLP INVST	40,500.	45,555.
KAYNE ANDERSON MLP REINVEST	8,120.	9,263.
1,000 SPDR DJ GLOBAL REAL ESTATE	34,584.	31,830.
1,500 SPDR DJ GLOBAL REAL ESTATE	54,015.	47,745.
1,200 VANGUARD DIVIDEND APPRECIATION ETF	0.	0.
200 VANGUARD DIVIDEND APPRECIATION ETF	9,670.	10,930.
5,000 VANGUARD DIVIDEND APPRECIATION ETF	275,300.	273,250.
1,000 VANGUARD DIVIDEND APPRECIATION ETF	49,720.	54,650.
10,000 INVESCO SELECT REAL ESTATE	119,833.	81,100.
INVESCO SELECT REAL ESTATE REINVEST	95,261.	90,469.
1,291.156 VANGUARD INTL GROWTH	100,000.	67,127.

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1,922.830 VANGUARD INTL GROWTH	150,000.	99,968.
VANGUARD INTL GROWTH REINVEST	53,989.	50,153.
6,041.566 VANGUARD INTL VALUE	250,000.	160,887.
VANGUARD INTL VALUE REINVEST	36,523.	29,248.
20,000 DWS GLOBAL HIGH INCOME FUND	146,490.	151,400.
14,174.822 PRUDENTIAL HIGH YIELD FUND	0.	0.
64,207.589 PRUDENTIAL HIGH YIELD FUND	0.	0.
33,659.692 PRUDENTIAL HIGH YIELD FUND	89,370.	180,416.
6,420.759 PRUDENTIAL HIGH YIELD FUND	17,048.	34,415.
54,833.281 PRUDENTIAL HIGH YIELD FUND	145,588.	293,906.
2,954.061 PRUDENTIAL HIGH YIELD FUND	7,842.	15,834.
PRUDENTIAL HIGH YIELD FUND REINVEST	432.	499.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,143,625.	2,764,087.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ARCHIPELAGO HOLDINGS LTD	FMV	1,176,816.	1,667,039.
WELLINGTON MGMT INVESTORS (IGUAZU)	FMV	352,700.	603,442.
HALE RESERVATION PROMISSORY NOTE	COST	190,000.	190,000.
MUSEUM OF FINE ARTS PROMISSORY NOTE	COST	250,000.	250,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,969,516.	2,710,481.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 11
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NAME OF MANAGER

DUNCAN MCFARLAND
ELLEN B. MCFARLAND

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Part XV

Line 3(a) - Grants Paid

Africa Baobab	Needham, MA	\$ 10,000.
Beacon Academy	Boston, MA	35,000.
Boston Foundation	Boston, MA	1,000.
Cambodian Living Arts	Marion, MA	25,000.
Center for Tropical Forest Science	Washington, DC	50,000.
Citizens Schools	Boston, MA	25,000.
Colby College	Waterville, ME	25,000.
Conservacion Patagonica	Sausalito, CA	400,000.
Dedham Square Circle	Dedham, MA	100.
Elizabeth Stone House	Jamaica Plain, MA	1,000.
Epiphany School	Dorchester, MA	25,000.
Foundation for Metro West	Natick, MA	1,000.
Garden Club of America (Corliss Engle)	New York, NY	1,000.
Home for Little Wanderers	Boston, MA	10,000.
ICSEE	Cambridge, MA	5,000.
Institute for Musical Arts	Goshen, MA	15,000.
Isabella Stuart Gardner Museum	Boston, MA	1,000.
Maine Coast Heritage Trust	Topsham, ME	25,000.
Marion Institute	Marion, MA	157,809.
Mount Grace Land Conservation	Athol, MA	100,000.
Museum of Science	Boston, MA	9,000.
New England Wildflower Society	Framingham, MA	250,000.
New Profit	Cambridge, MA	500,000.
Nobles & Grennough School	Dedham, MA	10,000.
Pan Mass Challenge	Needham, MA	1,000.
Panthera	New York, NY	50,000.
People's Grocery	Oakland, CA	25,000.
Pine Street Inn	Boston, MA	5,000.
Old Sturbridge Village	Sturbridge, MA	5,000.
Saint Anthony Trust Association	Washington, DC	50,000.
Springside School	Philadelphia, PA	10,000.
Supportive Living, Inc	Woburn, MA	10,000.
Vanguard Charitable Endowment	Boston, MA	245,000.
Wellington Management Charitable Fndn	Boston, MA	25,000.
Westwood Community Chest	Westwood, MA	1,000.
Westwood Educational Foundation	Westwood, MA	1,000.

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Part XV

Line 3(a) - Grants Paid (cont.)

Westwood Land Trust	Westwood, MA	445,000.
Westwood Public Library	Westwood, MA	50,000.
Westwood Young Women's Club	Westwood, MA	1,000.
William Penn Charter School	Philadelphia, PA	115,000.
Wolf School	Rumford, RI	1,000.

2,721,909.

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Part VII-B

Line 1(a)(4) The Foundation pays a fee annually for preparation of Form 990-PF and Massachusetts Form PC to Northeast Investment Management, Inc. (Northeast). William A. Oates, Jr., one of the Trustees of the Foundation, is an officer and shareholder of Northeast. The services provided by Northeast are reasonable and necessary to carry out the Foundation's exempt purpose. The fees paid to Northeast are not excessive and are calculated in the same manner as other clients of Northeast. The payment of this compensation is an act excepted from "self dealing" within the meaning of Regulations Section 53.4941(d)-3(c).

The Foundation occasionally pays a fee for legal services to Hemenway & Barnes. Nancy E. Dempze, one of the Trustees of the Foundation, is a partner of Hemenway & Barnes. The services provided by Hemenway & Barnes are reasonable and necessary to carry out the Foundation's exempt purpose. The fees paid to Hemenway & Barnes are not excessive and are calculated in the same manner as other clients of Hemenway & Barnes. The payment of this compensation is an act excepted from "self dealing" within the meaning of Regulations Section 53.4941(d)-3(c).