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

OMB No 1545-0052

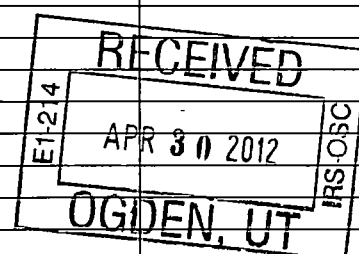
2011

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 , 2011, and ending , 20

Name of foundation SALEM FIVE CHARITABLE FOUNDATION, INC.		A Employer identification number 04-3342405
Number and street (or P O box number if mail is not delivered to street address) 210 ESSEX STREET	Room/suite	B Telephone number (see instructions) (978) 740-5772
City or town, state, and ZIP code SALEM, MA 01970		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
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 667,158.		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	454,039.			
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	23.	23.		ATCH 1
4	Dividends and interest from securities	12,014.	12,014.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	28,510.			
b	Gross sales price for all assets on line 6a	683,107.			
7	Capital gain net income (from Part IV, line 2)		159,334.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	494,586.	171,371.		
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 3.	79.			79.
24	Total operating and administrative expenses. Add lines 13 through 23	79.			79.
25	Contributions, gifts, grants paid	284,376.			284,376.
26	Total expenses and disbursements. Add lines 24 and 25	284,455.			284,455.
27	Subtract line 26 from line 12	210,131.			
a	Excess of revenue over expenses and disbursements		171,371.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)			0	



SCANNED MAY 04 2012 Operating and Administrative Expenses

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	5,096.	13,117.	13,117.
2 Savings and temporary cash investments	5,498.	4,184.	4,184.
3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule) .			
b Investments - corporate stock (attach schedule) ATCH 4	521,546.	704,970.	649,857.
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	532,140.	722,271.	667,158.
Liabilities			
17 Accounts payable and accrued expenses	20,000.		
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons .			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	20,000.		
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			
28 Paid-in or capital surplus, or land, bldg. and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds . .	512,140.	722,271.	
30 Total net assets or fund balances (see instructions)	512,140.	722,271.	
31 Total liabilities and net assets/fund balances (see instructions)	532,140.	722,271.	

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	512,140.
2 Enter amount from Part I, line 27a	2	210,131.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	722,271.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	722,271.

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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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	159,334.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0	

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	266,693.	547,318.	0.487272
2009	165,549.	601,988.	0.275004
2008	321,203.	901,866.	0.356154
2007	291,102.	1,005,174.	0.289604
2006	350,504.	855,281.	0.409812
2 Total of line 1, column (d)			2 1.817846
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 0.363569
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 707,988.
5 Multiply line 4 by line 3			5 257,402.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,714.
7 Add lines 5 and 6			7 259,116.
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			8 284,455.

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	1,714.
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	1,714.
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	1,714.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,897.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,897.	
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	183.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☒ 183. Refunded ☐	11		

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 page 19 of the 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 ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
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?	13	X	
Website address N/A				
14	The books are in care of WILLIAM SMITH Telephone no 978-720-5308			
Located at 210 ESSEX STREET SALEM, MA ZIP + 4 01970				
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		
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)?	1b	
Organizations relying on a current notice regarding disaster assistance check here		☐
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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)	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)	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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

5b

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

6b

If "Yes" to 6b, file Form 8870

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

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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 5		0	0	0

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

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

Total number of other employees paid over \$50,000 ☐

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

Part IX-A Summary of Direct Charitable Activities

Part IX-B Summary of Program-Related Investments (see instructions)Form **990-PF** (2011)

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	1 a	698,000.
b	Average of monthly cash balances	1 b	20,770.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	718,770.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	718,770.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,782.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	707,988.
6	Minimum investment return. Enter 5% of line 5	6	35,399.

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	35,399.
2a	Tax on investment income for 2011 from Part VI, line 5	2 a	1,714.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	1,714.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	33,685.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	33,685.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	33,685.

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	1 a	284,455.
b	Program-related investments - total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	284,455.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,714.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	282,741.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				33,685.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 20 08 20 07				
3 Excess distributions carryover, if any, to 2011:				
a From 2006 310,068.				
b From 2007 247,835.				
c From 2008 278,684.				
d From 2009 135,917.				
e From 2010 240,359.				
f Total of lines 3a through e	1,212,863.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 284,455.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				33,685.
e Remaining amount distributed out of corpus	250,770.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,463,633.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	310,068.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,153,565.			
10 Analysis of line 9				
a Excess from 2007 247,835.				
b Excess from 2008 278,684.				
c Excess from 2009 135,917.				
d Excess from 2010 240,359.				
e Excess from 2011 250,770.				

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

NOT APPLICABLE

1 a. If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii).					
(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))

NOT APPLICABLE

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

NOT APPLICABLE

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

ATTACHMENT 6

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

APPLICATIONS AVAILABLE AT ABOVE ADDRESS

c Any submission deadlines

SEE APPLICATIONS FOR VARIOUS DEADLINES

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

ATTACHMENT 7

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 ATTACHMENT 8				
Total ▶ 3a				284,376.
b Approved for future payment				
Total ▶ 3b				

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 (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion 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			14	23.	
4 Dividends and interest from securities			14	12,014.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	28,510.	
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)				40,547.	
13 Total. Add line 12, columns (b), (d), and (e)				13	40,547.

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
▼	

[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

SALEM FIVE CHARITABLE FOUNDATION, INC.

Employer identification number

04-3342405

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).

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 SALEM FIVE CHARITABLE FOUNDATION, INC.

Employer identification number
04-3342405**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	SALEM FIVE CENTS SAVINGS BANK 210 ESSEX STREET SALEM, MA 01970	\$ 16,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	SALEM FIVE CENTS SAVINGS BANK 210 ESSEX STREET SALEM, MA 01970	\$ 436,600.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number

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

[illegible]

Name of organization SALEM FIVE CHARITABLE FOUNDATION, INC.

Employer identification number

04-3342405

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 See instructions.) ► \$

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

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INTEREST ON SAVINGS	23.	23.	
TOTAL	<u>23.</u>	<u>23.</u>	

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS	12,014.	12,014.	
TOTAL	<u>12,014.</u>	<u>12,014.</u>	

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION OTHER EXPENSES	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
	79.			79.
TOTALS	79.			79.

ATTACHMENT 4FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
STOCKS & ETFS	240,403.	454,843.	436,280.
MUTUAL FUNDS	281,143.	250,127.	213,577.
TOTALS	<u>521,546.</u>	<u>704,970.</u>	<u>649,857.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 5

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
WILLIAM H MITCHELSON 210 ESSEX STREET SALEM, MA 01970	DIRECTOR 1.00	0	0	0
JOSEPH M GIBBONS 210 ESSEX STREET SALEM, MA 01970	PRESIDENT 1.00	0	0	0
PING YIN CHAI 210 ESSEX STREET SALEM, MA 01970	TREASURER 1.00	0	0	0
DAVID H CALDWELL 210 ESSEX STREET SALEM, MA 01970	DIRECTOR 1.00	0	0	0
RICHARD GOURDEAU 210 ESSEX STREET SALEM, MA 01970	DIRECTOR 1.00	0	0	0
WILLIAM J LUNDGREN III 210 ESSEX STREET SALEM, MA 01970	DIRECTOR 1.00	0	0	0

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

ATTACHMENT 5 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
NICHOLAS A CAPORALE 210 ESSEX STREET SALEM, MA 01970	CLERK 1.00	0	0	0
TIMOTHY J HUNT 210 ESSEX STREET SALEM, MA 01970	DIRECTOR 1.00	0	0	0
GRAND TOTALS		0	0	0

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

NICHOLAS A CAPORALE
210 ESSEX STREET
SALEM, MA 01970
978-740-5772

ATTACHMENT 7

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GRANTS WILL BE GIVEN TO SOCIAL SERVICE AGENCIES, CULTURAL, EDUCATIONAL ART, COMMUNITY ECONOMIC DEVELOPMENT AND OTHER PROGRAMS THAT IMPACT THE NEEDS OF THE SALEM FIVE COMMUNITIES.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

PLEASE REFER TO ATTACHMENT

NOT RELATED
501(C)(3)

CHARITY EXEMPT PURPOSE

284,376.

TOTAL CONTRIBUTIONS PAID

284,376.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					813.	
23,121.		ISHARES TR RUSSELL MID CAP PROPERTY TYPE: SECURITIES 23,043.				P	08/04/2011	11/08/2011
							78.	
14,672.		SPDR SERIES SMALL CAP PROPERTY TYPE: SECURITIES 12,132.				P	07/27/2007	05/02/2011
							2,540.	
20,842.		SPDR SERIES SMALL CAP PROPERTY TYPE: SECURITIES 18,195.				P	07/27/2007	03/29/2011
							2,647.	
69,626.		SPDR SERIES GROWTH PROPERTY TYPE: SECURITIES 69,265.				P	07/27/2007	01/13/2011
							361.	
36,638.		SPDR SERIES GROWTH PROPERTY TYPE: SECURITIES 35,205.				P	07/27/2007	02/16/2011
							1,433.	
14,803.		SPDR SERIES GROWTH PROPERTY TYPE: SECURITIES 14,025.				P	07/27/2007	05/03/2011
							778.	
254,380.		DANVERS BANCORP PROPERTY TYPE: SECURITIES 169,094.				D	02/11/2011	07/15/2011
							85,286.	
1,906.		MADISON SQUARE GARDEN PROPERTY TYPE: SECURITIES 1,879.				P	02/10/2010	01/13/2011
							27.	
194,844.		PEOPLES UNITED (SEE DANVERS BANCORP) PROPERTY TYPE: SECURITIES 136,682.				D	07/15/2011	07/20/2011
							58,162.	
12,174.		TIME WARNER PROPERTY TYPE: SECURITIES 13,238.				P	01/19/2005	02/16/2011
							-1,064.	
19,980.		GROWTH FUND AMERICA PROPERTY TYPE: SECURITIES 16,649.				P	01/15/2004	03/29/2011
							3,331.	
		MUTUAL SERIES DISCOVERY				P	06/26/2001	03/29/2011

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,030.		PROPERTY TYPE: SECURITIES 673.				357.	
2,811.		MUTUAL SERIES DISCOVERY PROPERTY TYPE: SECURITIES 1,640.				12/18/2001	03/29/2011
517.		MUTUAL SERIES DISCOVERY PROPERTY TYPE: SECURITIES 317.				06/18/2002	03/29/2011
1,090.		MUTUAL SERIES DISCOVERY PROPERTY TYPE: SECURITIES 582.				12/24/2002	03/29/2011
487.		MUTUAL SERIES DISCOVERY PROPERTY TYPE: SECURITIES 287.				06/17/2003	03/29/2011
1,090.		MUTUAL SERIES DISCOVERY PROPERTY TYPE: SECURITIES 735.				12/23/2003	03/29/2011
464.		MUTUAL SERIES DISCOVERY PROPERTY TYPE: SECURITIES 327.				06/22/2004	03/29/2011
1,230.		MUTUAL SERIES DISCOVERY PROPERTY TYPE: SECURITIES 958.				12/21/2004	03/29/2011
35.		MUTUAL SERIES DISCOVERY PROPERTY TYPE: SECURITIES 28.				12/28/2004	03/29/2011
579.		MUTUAL SERIES DISCOVERY PROPERTY TYPE: SECURITIES 486.				06/21/2005	03/29/2011
647.		MUTUAL SERIES DISCOVERY PROPERTY TYPE: SECURITIES 560.				12/28/2005	03/29/2011
3,353.		PIONEER EMERGING MARKETS CLASS A PROPERTY TYPE: SECURITIES 3,197.				11/30/2006	03/29/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
79.		PIONEER EMERGING MARKETS CLASS A PROPERTY TYPE: SECURITIES 81.				P	01/02/2007	03/29/2011
							-2.	
2,365.		PIONEER EMERGING MARKETS CLASS A PROPERTY TYPE: SECURITIES 2,918.				P	11/29/2007	03/29/2011
							-553.	
3,531.		PIONEER EMERGING MARKETS CLASS A PROPERTY TYPE: SECURITIES 1,577.				P	06/05/1998	03/29/2011
							1,954.	
TOTAL GAIN (LOSS)							<u>159,334.</u>	

**SALEM FIVE CHARITABLE FOUNDATION INC.
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011**

<u>RECIPIENT NAME</u>	<u>RECIPIENT ADDRESS</u>	<u>RELATIONSHIP & FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Slate Office of Minority & Women Business Assistance (Return of 2010 Contribution)	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	(1,000)
"e" inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
4 Paws for Ability	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Acord Food Pantry	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Alice Petinge Memorial Fund	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
All Care VNA & Hospice	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	7,500
American Cancer Society	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
American Red Cross of Northeast Massachusetts	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Andrew K. Farrar Memorial Fund	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	200
Anti-Defamation League	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,100
Bates Elementary School	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	150
Bates Elementary School	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	168
Beverly Bootstraps	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	300
Beverly Bootstraps	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Beverly Chamber of Commerce -scholarships	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	750
Beverly Chamber of Commerce -community service projects	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,300
Beverly Chamber of Commerce -community event	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Beverly Farms	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	5,000
Beverly High School	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Beverly High School	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	75
Beverly High School	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	175
Beverly Homecoming	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	750
Beverly Main Streets	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	10,000
Beverly Main Streets	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Beverly Rotary Club Foundation	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,500
Beverly Rotary Club Foundation	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Beverly Rotary Club Foundation	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	375
Beverly Youth Hockey Association	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Big Sister Association of Greater Boston	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Bishop Fenwick High School	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	600
Boston Center for the Arts	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	175
Boston Marathon Jimmy Fund Walk	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	200
Boston Medical Center	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,000
Boys & Girls Club of Greater Salem	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	10,000
Boys & Girls Club of Lynn	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Boys & Girls Club of Lynn	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Boys & Girls Club of Stoneham	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	750
Bread of Life	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Breathe New Hampshire	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Bridgewell	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Bridgewell	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000

SALEM FIVE CHARITABLE FOUNDATION INC.
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP & FOUNDATION STATUS OF RECIPIENT	PURPOSE	AMOUNT
Britney Gengel's Poorest of the Poor Fund, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Brockton Area Multi Services, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	375
Buddy Dog Humane Society, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Building Impact	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Catholic Charities North	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	4,600
Central Catholic High School	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Cerebral Palsy of Eastern Massachusetts	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,750
Cerebral Palsy of Massachusetts	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,280
Children's Law Center of Massachusetts	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Citizens for Adequate Housing, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Citizens Housing & Planning Association, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	750
City of Beverly Council on Aging	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
City of Beverly Council on Aging	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Cling	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Commonwealth of Massachusetts	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Community Action Program Inter-City, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Community Service of Hamilton-Wenham, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Community Service of Hamilton-Wenham, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	150
Consumer Credit Counseling Service of Southern New England	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,250
Dana-Farber Cancer Institute	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Danvers Babe Ruth League, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	300
Danvers Community YMCA	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Danvers Community YMCA	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Danvers Community YMCA	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	350
Danvers Educational Enrichment Partnership	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Danvers Educational Enrichment Partnership	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Danvers Historical Society	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Danvers National Little League, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Danvers People to People Food Pantry	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Danvers Polish Club -community service projects	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Danvers Rotary Club -community service projects	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	300
DEEP	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
District 15 Challenger Program	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
East Lynn Pop Warner, Inc,	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
EMARC	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	850
Enterprise Center at Salem State University	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,500
Essex County Trail Association	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	200
Essex National Heritage Commission	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,500
Essex National Heritage Commission	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Evergreen Community Services	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Families Helping Families	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Family and Children's Service of Greater Lynn, Inc,	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500

**SALEM FIVE CHARITABLE FOUNDATION INC.
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011**

<u>RECIPIENT NAME</u>	<u>RECIPIENT ADDRESS</u>	<u>RELATIONSHIP & FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Family and Children's Service of Greater Lynn, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Fitness For You Invitational to Cure Scleroderma	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	300
For Kids Only Afterschool, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	440
Friends Danvers Dog Park	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Friends of Beverly Animals	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	200
Friends of Beverly Sports	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	10,000
Friends of Danvers Recreation, Inc,	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Friends of Middleton Council on Aging	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Friends of Northshore Education Consortium	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Friends of Northshore Education Consortium	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Friends of the Peabody Institute Libraries	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	300
Gathering Change, Inc,	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	200
Girl Scouts of Eastern Massachusetts	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	4,500
Girls Incorporated of Lynn	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	7,500
Girls Incorporated of Lynn	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Greater Medford Visiting Nurses Association	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Hamilton Hall	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Hamilton-Wenham Garden Club	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	200
Hamilton-Wenham Generals Youth Football	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Hamilton-Wenham Little League	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	750
Harborlight Community Partner	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Haven From Hunger	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Healing Abuse Working for Change	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,500
Healing Abuse Working for Change	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Helping Our Troops	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Historic Salem, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,500
HomeStart, Inc,	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Horace Mann Laboratory School	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	168
Horizons For Homeless Children	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	5,000
Hospice of the North Shore	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Housing Families, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Junior Achievement of Northern New England	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
League of Women Voters of Hamilton-Wenham	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	95
Lifebridge	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Lifebridge	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Lincoln Sudbury High School	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	365
Lynn Chargers Youth Football, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Lynn Community Health Center	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	900
Lynn Economic Opportunity, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,500
Lynn Hispanic Scholarship Fund, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Lynn Housing Authority & Neighborhood Development	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Lynn Shelter Association	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500

SALEM FIVE CHARITABLE FOUNDATION INC.
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP & FOUNDATION STATUS OF RECIPIENT	PURPOSE	AMOUNT
LynnArts, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Lynnfield Little League	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	200
Malden High School	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	150
Malden Kiwanis	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Malden Kiwanis	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Malden Public Schools Athletic Program	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Malden Rotary Club	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Malden YMCA	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Marblehead Arts Association	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Marblehead Museum & Historical Society	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Marblehead Museum & Historical Society	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	200
Massachusetts Bankers Association Charitable Foundation, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	300
Massachusetts Bankers Association Charitable Foundation, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	3,000
Massachusetts Coalition for the Homeless	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Massachusetts Taxpayers Foundation	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	7,000
Metro North Children's Learning Center	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Middleton Board of Trade Scholarships	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	200
Mishawum Choral Society	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	50
My Brother's Table	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
My Brother's Table	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
My Brother's Table	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
New England Hemophilia Association	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
North Andover Booster Club	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	5,000
North Shore Alliance for Economic Development	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
North Shore Community College Foundation, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
North Shore Community College Foundation, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
North Shore Community Development Coalition	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	240
North Shore Community Health Center	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
North Shore Elder Services	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
North Shore Medical Center	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	5,000
North Shore Technical High School	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,500
North Shore YMCA	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	10,000
North Shore Youth Symphony Orchestra, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	225
Northeast Massachusetts Youth Orchestra, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Northshore Catholic Charities	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Nupath, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Operation Bootstrap, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Peabody Essex Museum	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	15,000
Peabody Learning Academy	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Plymouth Taskforce for the Homeless	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	580
R Wade Johnson Memorial Fund	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Raw Art Works	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000

**SALEM FIVE CHARITABLE FOUNDATION INC.
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011**

<u>RECIPIENT NAME</u>	<u>RECIPIENT ADDRESS</u>	<u>RELATIONSHIP & FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Reading Fall Street Fair	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	150
Reading Fall Street Fair	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Rebuilding Together Boston	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,320
Renewed Hope Project, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	200
Rotary Club of Marblehead and VNA Care Network & Hospice	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Rotary International Foundation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Sage Crossing Foundation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	700
Sail Salem	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	750
Salem CyberSpace	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Salem Education Foundation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Salem Jazz and Soul Festival	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,800
Salem Little League	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	850
Salem Main Streets	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Salem Main Streets	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Salem Main Streets - Winter Market	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,050
Salem Maritime Festival	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,500
Salem Philharmonic Orchestra, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,500
Salem Rotary Club Scholarship	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Salem Theatre Company	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	750
Senior Care, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Serving People in Need, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Shriners Hospitals for Children	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	200
Social Capital, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
South Shore Savings Charitable Foundation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,500
Spaulding North Shore	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,500
St John the Evangelist School	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
St John's Preparatory School	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	900
St John's Preparatory School	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,375
St Joseph's Food Pantry	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
St Joseph's Food Pantry	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
St Mary of the Annunciation School	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
St Peter's Kitchen	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	200
Stephen M O'Grady Scholarship Foundation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Stoneham Business & Community Educational Foundation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Stoneham Public Schools Foundation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Stoneham Youth Hockey	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	300
Straight Ahead Ministries, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Sudbury Valley Trustees	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Sudbury Valley Trustees	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Swampscott Rotary Club Scholarships	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	125
The Angel Fund	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500

SALEM FIVE CHARITABLE FOUNDATION INC.
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP & FOUNDATION STATUS OF RECIPIENT	PURPOSE	AMOUNT
The Bethany House Ministries	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
The Beverly Education Foundation, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,000
The Beverly Historical Society and Museum	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
The Beverly Historical Society and Museum	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
The Boston Globe Santa Fund	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
The Caleb Group, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
The House of the Seven Gables	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,500
The John Bertram House, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
The Mastocytosis Society	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
The Open Road Theatre, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
The Pan-Massachusetts Challenge	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
The Pan-Massachusetts Challenge	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
The Pan-Massachusetts Challenge	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
The Paul Madore Chorale	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	4,000
The Plummer Home for Boys	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
The Plummer Home for Boys	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
The Salem Athenaeum	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	300
The Salem Pantry	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	6,000
The Salem Partnership	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,500
The Thomas E Smith Foundation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,500
The Womens Fund of Essex County	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Town of North Andover Youth & Recreation Council	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Travis Roy Foundation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Triangle, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Trinity Boston Foundation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
VNA Hospice Care	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,850
VNA of Middlesex-East & Visting Nurse Hospice	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	450
VNA of Middlesex-East & Visting Nurse Hospice	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Wenham Fire Company	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Wenham Museum	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,500
Wenham Museum	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Wenham Museum	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	350
World Series Park	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,500
Yankee Clipper Council, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
YMCA of Greater Boston	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	5,000
YMCA of the North Shore	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	150
Youth Baseball of Reading, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,400
YWCA Boston	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	320
YWCA of Greater Lawrence	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	600
Zoo New England	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	284,376

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust

SALEM FIVE CHARITABLE FOUNDATION, INC.

Employer identification number

04-3342405

Note: Form 5227 filers need to complete **only** Parts I and II.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	143,553.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	143,553.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	14,968.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	813.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	15,781.

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Schedule D (Form 1041) 2011

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		143,553.
14	Net long-term gain or (loss):			
a	Total for year	14a		15,781.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		159,334.

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

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
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Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

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

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box ☐ No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2011

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

2011

Name of estate or trust

SALEM FIVE CHARITABLE FOUNDATION, INC.

Employer identification number

04-3342405

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

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	143,553.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SPDR SERIES SMALL CAP	07/27/2007	05/02/2011	14,672.	12,132.	2,540.
SPDR SERIES SMALL CAP	07/27/2007	03/29/2011	20,842.	18,195.	2,647.
SPDR SERIES GROWTH	07/27/2007	01/13/2011	69,626.	69,265.	361.
SPDR SERIES GROWTH	07/27/2007	02/16/2011	36,638.	35,205.	1,433.
SPDR SERIES GROWTH	07/27/2007	05/03/2011	14,803.	14,025.	778.
TIME WARNER	01/19/2005	02/16/2011	12,174.	13,238.	-1,064.
GROWTH FUND AMERICA	01/15/2004	03/29/2011	19,980.	16,649.	3,331.
MUTUAL SERIES DISCOVERY	06/26/2001	03/29/2011	1,030.	673.	357.
MUTUAL SERIES DISCOVERY	12/18/2001	03/29/2011	2,811.	1,640.	1,171.
MUTUAL SERIES DISCOVERY	06/18/2002	03/29/2011	517.	317.	200.
MUTUAL SERIES DISCOVERY	12/24/2002	03/29/2011	1,090.	582.	508.
MUTUAL SERIES DISCOVERY	06/17/2003	03/29/2011	487.	287.	200.
MUTUAL SERIES DISCOVERY	12/23/2003	03/29/2011	1,090.	735.	355.
MUTUAL SERIES DISCOVERY	06/22/2004	03/29/2011	464.	327.	137.
MUTUAL SERIES DISCOVERY	12/21/2004	03/29/2011	1,230.	958.	272.
MUTUAL SERIES DISCOVERY	12/28/2004	03/29/2011	35.	28.	7.
MUTUAL SERIES DISCOVERY	06/21/2005	03/29/2011	579.	486.	93.
MUTUAL SERIES DISCOVERY	12/28/2005	03/29/2011	647.	560.	87.
PIONEER EMERGING MARKETS CLASS A	11/30/2006	03/29/2011	3,353.	3,197.	156.
PIONEER EMERGING MARKETS CLASS A	01/02/2007	03/29/2011	79.	81.	-2.
PIONEER EMERGING MARKETS CLASS A	11/29/2007	03/29/2011	2,365.	2,918.	-553.
PIONEER EMERGING MARKETS CLASS A	06/05/1998	03/29/2011	3,531.	1,577.	1,954.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 14,968.

Schedule D-1 (Form 1041) 2011