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NR

Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

, and ending

Name of foundation

THE GORDON E. AND MAY R. CADWGAN
CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

7731 BLUE HERON WAY IBIS GOLF & COUNTRY

A Employer identification number

04-3426100

B Telephone number

617-624-0800

City or town, state, and ZIP code

WEST PALM BEACH, FL 33412

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change 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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

J Accounting method: Cash Accrual

(Part I, column (d) must be on cash basis.)

► \$ 1636240.

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ►
Foreign organizations meeting the 85% test,
2. check here and attach computation ► E If private foundation status was terminated
under section 507(b)(1)(A), check here ► 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)
Revenue	1 Contributions, gifts, grants, etc., received	85000.		N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
	3	26519.	26519.		Statement 1
	4 Dividends and interest from securities	22335.	22335.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	-41550.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a RECEIVED b Less Cost of goods sold				
	c Gross profit (loss)				
	11 Other income	2290.	2290.		Statement 3
	12 Total. Add lines 1 through 11	94594.	51144.		
	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 4	13954.	6977.		6977.
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 5	961.	961.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	14915.	7938.		6977.
	25 Contributions, gifts, grants paid	86000.			86000.
	26 Total expenses and disbursements. Add lines 24 and 25	100915.	7938.		92977.
	27 Subtract line 26 from line 12:	-6321.			
Operating and Administrative Expenses	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		43206.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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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
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments		15145.	60006.	60006.
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 7	957028.	935096.	1118501.
c	Investments - corporate bonds	Stmt 8	424852.	424852.	457733.
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other	Stmt 9	27619.	0.	0.
14	Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers)		1424644.	1419954.	1636240.
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.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		1424644.	1419954.	
30	Total net assets or fund balances		1424644.	1419954.	
31	Total liabilities and net assets/fund balances		1424644.	1419954.	

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	1424644.
2	Enter amount from Part I, line 27a	2	-6321.
3	Other increases not included in line 2 (itemize) ►	3	1631.
4	Add lines 1, 2, and 3	4	1419954.
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	1419954.

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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

b See Attached Statement

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 77007.		118557.	-41550.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-41550.
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	-41550.
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	82558.	1537433.	.053699
2009	75176.	1336858.	.056233
2008	90915.	1532994.	.059306
2007	96007.	1779365.	.053956
2006	80271.	1569469.	.051145

2 Total of line 1, column (d) 2 .274339

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 .054868

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 1681382.

5 Multiply line 4 by line 3 5 92254.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 432.

7 Add lines 5 and 6 7 92686.

8 Enter qualifying distributions from Part XII, line 4 8 92977.

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.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	(attach copy of letter if necessary-see instructions)	1	432.
b	Date of ruling or determination letter: _____			
c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
d	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	432.
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	432.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	800.	
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	800.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	368.	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ►	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?	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b	X
	<i>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</i>		
c	Did the foundation file Form 1120-POL for this year?	1c	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? <i>If "Yes," attach a detailed description of the activities</i>	2	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	4b	
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?	5	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	6	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____ MA	7	X
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 <i>General Instruction G?</i> If "No," attach explanation	8b	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	9	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VII-A Statements Regarding Activities (continued)

11		
12		X
13	X	
Website address ► <u>N/A</u>		
14 The books are in care of ► <u>BOSTON FAMILY OFFICE</u> Located at ► <u>88 BROAD STREET, BOSTON, MA</u>		Telephone no. ► <u>617 624 0800</u> ZIP+4 ► <u>02110</u>
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 ► <u>15</u> <u>N/A</u>		
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 ►		

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ►	
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?	1b	
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)):	1c X	
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes X No	
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A 2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes X 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

Yes No

7b

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
GORDON E. CADWGAN 347 HIATT DRIVE PALM BEACH GARDENS, FL 33418	TRUSTEE 0.00	0.	0.	0.
GORDON E. CADWGAN, JR. 7731 BLUE HERON DRIVE WEST PALM BEACH, FL 33412	TRUSTEE 0.00	0.	0.	0.
CAROL C. LAVELL 2863 PRAIRIE VIEW DRIVE LOXAHATCHEE, FL 33470	TRUSTEE 0.00	0.	0.	0.

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

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

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



0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
N. A.		0.

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

► 0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
3		

All other program-related investments. See instructions.

Total. Add lines 1 through 3 ► 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	1176006.
b Average of monthly cash balances	1b	70218.
c Fair market value of all other assets	1c	460763.
d Total (add lines 1a, b, and c)	1d	1706987.
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	1706987.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25605.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1681382.
6 Minimum investment return. Enter 5% of line 5	6	84069.

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	84069.
2a Tax on investment income for 2011 from Part VI, line 5	2a	432.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	432.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	83637.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	83637.
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	83637.

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	92977.
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	92977.
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	432.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	92545.

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				83637.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	3670.			
b From 2007	8619.			
c From 2008	15435.			
d From 2009	9615.			
e From 2010	6448.			
f Total of lines 3a through e	43787.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 92977.			0.	
a Applied to 2010, but not more than line 2a				
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				83637.
e Remaining amount distributed out of corpus	9340.			
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:	53127.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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	3670.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	49457.			
10 Analysis of line 9:				
a Excess from 2007	8619.			
b Excess from 2008	15435.			
c Excess from 2009	9615.			
d Excess from 2010	6448.			
e Excess from 2011	9340.			

THE GORDON E. AND MAY R. CADWGAN
CHARITABLE FOUNDATION

Form 990-PF (2011)

04-3426100 Page 11

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
			PRIMARY PURPOSE OF THE FOUNDATION.	86000.
SEE LIST ATTACHED		APPROVED BY I. R. S.	TO MEET IRS MINIMUM DISTRIBUTION	
Total			► 3a	86000.
<i>b Approved for future payment</i>				
None				
Total			► 3b	0.

Form 990-PF (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

RENTAL RATES - **Call or Write 64-8711**

Relationship of Activities to the Accomplishment of Exempt Purposes

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).
1	LONG TERM CAPITAL GAINS

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 SYSCO			P	11/29/01	05/11/11
b BANK OF AMERICA			P	11/20/07	09/08/11
c BANK OF AMERICA			P	04/28/08	09/08/11
d CELGENE CORP			P	10/25/07	10/13/11
e CREE			P	09/29/10	11/29/11
f Capital Gains Dividends					
g					
h					
i					
j					
k					
l					
m					
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 24822.		19898.	4924.		
b 3324.		26787.	-23463.		
c 3990.		17548.	-13558.		
d 32938.		32285.	653.		
e 9620.		22039.	-12419.		
f 2313.			2313.		
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(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			4924.		
b			-23463.		
c			-13558.		
d			653.		
e			-12419.		
f			2313.		
g					
h					
i					
j					
k					
l					
m					
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	-41550.	
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 Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
BOSTON FAMILY OFFICE	26446.
KINDER MORGAN	73.
Total to Form 990-PF, Part I, line 3, Column A	26519.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BOSTON FAMILY OFFICE	24616.	2281.	22335.
KINDER MORGAN	32.	32.	0.
Total to Fm 990-PF, Part I, ln 4	24648.	2313.	22335.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
KINDER MORGAN	2290.	2290.	
Total to Form 990-PF, Part I, line 11	2290.	2290.	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PAUL K HENNESEY TAX SERVICES	5500.	2750.		2750.
BOSTON FAMILY OFFICE	8454.	4227.		4227.
To Form 990-PF, Pg 1, ln 16b	13954.	6977.		6977.

Form 990-PF	Taxes	Statement	5
-------------	-------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ADR FEE	44.	44.		0.
MASSACHUSETTS FILING FEE	35.	35.		0.
U S TREASURY BAL DUE 2010				
RETURN	82.	82.		0.
U S TREASURY ESTIMATED TAX	800.	800.		0.
To Form 990-PF, Pg 1, ln 18	961.	961.		0.

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	6
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Description	Amount
KINDER MORGAN CASH DISTRIBUTION AND BASIS ADJUSTMENT	1631.
Total to Form 990-PF, Part III, line 3	1631.

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
BFO EQUITIES	935096.	1118501.
Total to Form 990-PF, Part II, line 10b	935096.	1118501.

Form 990-PF	Corporate Bonds	Statement	8
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Description	Book Value	Fair Market Value
BFO FIXED INCOME	424852.	457733.
Total to Form 990-PF, Part II, line 10c	424852.	457733.

Form 990-PF	Other Investments	Statement	9
Description	Valuation Method	Book Value	Fair Market Value
KINDER MORGAN	COST	0.	0.
Total to Form 990-PF, Part II, line 13		0.	0.

**GORDON E. & MAY R. CADWGAN FOUNDATION
2011 CHARITABLE CONTRIBUTIONS
#04-3426100
FEDERAL FORM 990 PF**

Dana Hall School – Riding Center Improvement Fund Wellesley, MA 02482	\$3,440.00
Dana Hall School – Annual Fund Wellesley, MA 02482	\$6,450.00
New England Dressage Association Scholarship Fund South Hamilton, MA 01952	\$2,150.00
The Dressage Foundation – Carol Lavell Advanced Dressage Prize Lincoln, NE 65805	\$4,300.00
The Dressage Foundation – Dressage Judges Endowment Fund Lincoln, NE 65805	\$3,440.00
The Dressage Foundation – Gifted Fund Lincoln, NE 65805	\$3,440.00
The Dressage Foundation – Michael Poulin Foundation Lincoln, NE 65805	\$3,440.00
Vassar College- Alumnae Fund Poughkeepsie, NY 12604	\$3,440.00
Friends of Western N. Carolina Ashville, NC 28805	\$3,440.00
Fairview Volunteer Fire Department Fairview, NC	\$1,290.00

**GORDON E. & MAY R. CADWGAN FOUNDATION
2011 CHARITABLE CONTRIBUTIONS
#04-3426100
FEDERAL FORM 990PF**

A Buddy for Life Jupiter, FL	\$ 500.00
Alpha 1 Foundation Miami, FL 33133	\$16,000.00
American Red Cross Disaster Relief Fund Des Moines, IA	\$2,000.00
IBIS Cancer Research Unit West Palm Beach, FL 33412	\$1,000.00
Animal Rescue League of the Palm Beaches West Palm Beach, FL 33409	\$4,730.00
Atonement Methodist Church Claymont, DE 19703	\$3,000.00
University of Massachusetts – Annual Fund Amherst, MA 01003	\$5,000.00
University of North Carolina Chapel Hill, NC 27514	\$5,000.00
Williston Northampton School – Annual Fund Easthampton, MA 01027	\$5,000.00
Vinceremos Therapeutic Riding Loxahatchee, FL 33470	\$3,440.00
COPD Foundation Miami, FL 33133	\$3,000.00

**GORDON E. & MAY R. CADWGAN FOUNDATION
2011 CHARITABLE CONTRIBUTIONS
#04-3426100
FEDERAL FORM 990PF**

Light House Baptist Church Harrisburg, PA 17111	\$2,000.00
Safe Harbor Animal Hospital & Sanctuary Jupiter, FL 33468	\$500.00
Total 2011 Contributions	\$86,000.00

GORDON E. & MAY R. CADWGAN FOUNDATION

2011 MINIMUM INVESTMENT RETURN



Account summary
December 1, 2011 - December 31, 2011

Account activity

Market value

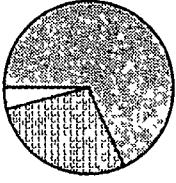
Market value as of December 1, 2011:	\$ 1,614,043.74
Additions	0.00
Withdrawals	0.00
Change in investment value (Net of fees, includes income)	22,196.26
Market value as of December 31, 2011:	\$ 1,636,240.00
Accrued income as of December 31, 2011:	0.415.11
Total market value plus accrued income	\$ 1,644,655.11

Account activity

Market value

Market value as of December 1, 2011:	\$ 42,338.95
Income	8,047.57
Receipts	0.00
Sales/Maturities	9,619.85
Purchases	0.00
Cash/money market balance as of December 31, 2011:	\$ 60,006.37

Asset allocation



Account profile

Cash and cash equivalents

Market value	\$ 60,006.37
Cash and cash equivalents	
(Includes income cash of \$ 18,028.82)	
Fixed income	457,732.70
Equities	1,118,500.93
Alternatives investments	0.00
Other assets	0.00
Liabilities	0.00
Total assets	\$ 1,636,240.00

Fixed income

Market value	\$ 60,006.37
Cash and cash equivalents	
(Includes income cash of \$ 18,028.82)	
Fixed income	457,732.70
Equities	1,118,500.93
Alternatives investments	0.00
Other assets	0.00
Liabilities	0.00
Total assets	\$ 1,636,240.00

Equities

Market value	\$ 60,006.37
Cash and cash equivalents	
(Includes income cash of \$ 18,028.82)	
Fixed income	457,732.70
Equities	1,118,500.93
Alternatives investments	0.00
Other assets	0.00
Liabilities	0.00
Total assets	\$ 1,636,240.00

Alternatives investments

Market value	\$ 60,006.37
Cash and cash equivalents	
(Includes income cash of \$ 18,028.82)	
Fixed income	457,732.70
Equities	1,118,500.93
Alternatives investments	0.00
Other assets	0.00
Liabilities	0.00
Total assets	\$ 1,636,240.00

Other assets

Market value	\$ 60,006.37
Cash and cash equivalents	
(Includes income cash of \$ 18,028.82)	
Fixed income	457,732.70
Equities	1,118,500.93
Alternatives investments	0.00
Other assets	0.00
Liabilities	0.00
Total assets	\$ 1,636,240.00

Liabilities

Market value	\$ 60,006.37
Cash and cash equivalents	
(Includes income cash of \$ 18,028.82)	
Fixed income	457,732.70
Equities	1,118,500.93
Alternatives investments	0.00
Other assets	0.00
Liabilities	0.00
Total assets	\$ 1,636,240.00

Income summary

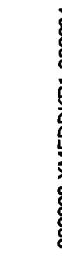
Interest tax exempt	\$ 0.00	Year to date	\$ 0.00	Bond maturities
Interest taxable	5,497.62	Less than 1 year	26,448.38	✓
Dividends	2,549.95	26,209.73	✓	
Other asset income	0.00	2,290.00	✓	
Total income	\$ 8,047.57			\$ 54,948.11

Year to date realized net gain/loss

\$ 0.00
(For annual tax preparation please refer to your annual tax letter)

Short term
Long term
\$43,861.47

Estimated annual income
\$ 55,188.77



December 1 - December 31, 2011

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Gordon E Cadwgan & May R Cadwgan Fdn
Account number 10639254000

THE
BOSTON
FAMILY
OFFICE



December 1 - December 31, 2011
Gordon E Cadwgan & May R Cadwgan Fdn
Account number 10639254000

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Asset detail

Cash and cash equivalents

Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct. of holdings
41,977.55 BNY Mellon Money Market Fund Cl M (Principal Holding)	\$ 41,977.55			\$ 0.00	0.0%	2.6%
18,028.82 BNY Mellon Money Market Fund Cl M (Income Holding)	18,028.82	18,028.82		0.00	0.0	1.1
Principal Cash						
Income Cash						
Total cash and cash equivalents	\$ 60,006.37	\$ 60,006.37	\$ 0.00	\$ 0.00	3.7%	

Fixed income

Taxable

Individual securities

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct. of holdings
50,000	Reynolds American Inc DTD 5/20/2002 7.25% 8/1/2012 Moody's: BAA3 S&P: BBB-	\$ 102.4270	\$ 51,213.50	\$ 52,625.00	\$ -1,411.50	\$ 3,625.00	7.1%	3.1%
63,000	GMAC Inc DTD 12/31/2008 6.875% 8/28/2012 Moody's: B1 S&P: B+	101.2500	63,787.50	52,716.62	11,070.88	4,331.25	6.8	3.9
50,000	Verizon Communications DTD 6/5/03 4.375% 6/1/13 Moody's: A3 S&P: A-	104.7780	52,389.00	51,374.00	1,015.00	2,187.50	4.2	3.2



THE
BOSTON
FAMILY
OFFICE
10639254000

Gordon E Cadwgan & May R Cadwgan Fdn
Account number 10639254000

Fixed income

Taxable

Individual securities continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
100,000	Rite Aid Corp Deb DTD 8/15/1993 6.875% 8/15/2013 Moody's: CA S&P: CCC	97.7500	97,750.00	91,500.00	6,250.00	6,875.00	7.0	6.0
50,000	Pittsburgh PA DTD 3/1/1998 6.5% 3/1/2014 Taxable-Pension-Ser A Moody's: A1 S&P: BBB	107.3740	53,687.00	53,061.50	625.50	3,250.00	6.1	3.3
55,000	JP Morgan Chase & Co DTD 5/18/2009 4.65% 6/1/2014 Moody's: AA3 S&P: A	105.5890	58,073.95	55,000.00	3,073.95	2,557.50	4.4	3.6
25,000	Morgan Stanley DTD 7/26/2010 4% 7/24/2015 Moody's: A2 S&P: A-	93.7750	23,443.75	24,962.50	-1,518.75	1,000.00	4.3	1.4
50,000	General Electric Co DTD 12/6/2007 5.25% 12/6/2017 Moody's: AA2 S&P: AA+	114.7760	57,388.00	43,612.00	13,776.00	2,625.00	4.6	3.5
Total taxable individual securities								
		\$ 457,732.70	\$ 424,851.62	\$ 32,881.08	\$ 26,451.25		28.0%	
Total taxable fixed income								
		\$ 457,732.70 ✓	\$ 424,851.62 ✓	\$ 32,881.08	\$ 26,451.25		28.0%	
Total fixed income								
		\$ 457,732.70 ✓	\$ 424,851.62 ✓	\$ 32,881.08	\$ 26,451.25		28.0%	

THE
BOSTON
FAMILY
OFFICE

December 1 - December 31, 2011

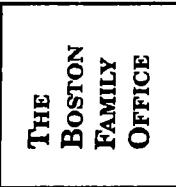
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Gordon E Cadwgan & May R Cadwgan Fdn
Account number 10639254000

Equities
U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Estimated annual income	Yield	Pct of holdings
200	Anadarko Petroleum Corp (APC)	\$ 76.3300	\$ 15,266.00	\$ 9,602.40	\$ 5,663.60	\$ 72.00	\$ 72.00	0.5%	0.9%
75	Apple Inc (AAPL)	405.0000	30,375.00	18,813.72	11,561.28	0.00	0.0	0.0	1.9
450	Berkshire Hathaway Inc Cl B (BRKB)	76.3000	34,335.00	27,040.50	7,294.50	0.00	0.0	0.0	2.1
500	Calgene Corp (CELG)	67.6000	33,800.00	26,754.95	7,045.05	0.00	0.0	0.0	2.1
2,000	Cisco Systems Inc (CSCO)	18.0800	36,160.00	36,852.40	-692.40	480.00	1.3	2.2	
1,100	Dominion Res Inc VA New (D)	53.0800	58,388.00	36,705.84	21,682.16	2,167.00	3.7	3.6	
250	Express Scripts Inc Cl A (ESRX)	44.6900	11,172.50	13,726.59	-2,554.09	0.00	0.0	0.0	0.7
5,000	General Electric Company (GE)	17.9100	89,550.00	100,120.22	-10,570.22	3,400.00	3.8	5.5	
800	Gilead Sciences Inc (GILD)	40.9300	32,744.00	33,664.64	-920.64	0.00	0.0	0.0	2.0
500	Kinder Morgan Energy Partners LP (KMP)	84.9500	42,475.00	27,619.75	14,855.25	2,320.00	5.5	2.6	
	Unit Ltd Partnership INT								
600	Lowe's Companies Inc (LOW)	25.3800	15,228.00	15,103.50	124.50	336.00	2.2	0.9	
1,000	Microsoft Corporation (MSFT)	25.9600	25,960.00	29,270.00	-3,310.00	800.00	3.1	1.6	
400	Monsanto Co New (MON)	70.0700	28,028.00	19,155.96	8,872.04	480.00	1.7	1.7	
800	Nextera Energy Inc (NEE)	60.8800	48,704.00	48,003.68	700.32	1,760.00	3.6	3.0	
1,250	Oracle Corp (ORCL)	25.6500	32,062.50	25,812.50	6,250.00	300.00	0.9	2.0	
400	Qualcomm Inc (QCOM)	54.7000	21,880.00	19,265.00	2,615.00	344.00	1.6	1.3	
500	Schlumberger Ltd (SLB)	68.3100	34,155.00	28,834.95	5,320.05	500.00	1.5	2.1	
600	Stryker Corp (SYK)	49.7100	29,826.00	26,363.08	3,462.92	510.00	1.7	1.8	
500	Teradata Corporation (TDC)	48.5100	24,255.00	24,345.80	-90.80	0.00	0.0	0.0	1.5
400	3m Co (MMM)	81.7300	32,692.00	31,214.60	1,477.40	880.00	2.7	2.0	
300	United Technologies Corp (UTX)	73.0900	21,927.00	24,504.63	-2,577.63	576.00	2.6	1.3	





December 1 - December 31, 2011

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Gordon E Cadwgan & May R Cadwgan Fdn
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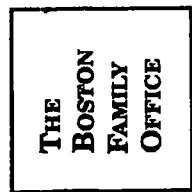
Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Estimated annual income	Pct of holdings
1,500	Verizon Communications Inc (VZ)	40.1200	60,180.00	49,114.97	11,065.03	3,000.00	5.0	3.7
Total U.S. large cap		\$ 759,163.00	\$ 671,889.68	\$ 87,273.32	\$ 17,925.00			46.4%
U.S. mid cap								
Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Estimated annual income	Pct of holdings
1,000	Akamai Technologies Inc (AKAM)	\$ 32.2800	\$ 32,280.00	\$ 22,704.25	\$ 9,575.75	\$ 0.00	0.0%	2.0%
450	Ansys Inc (ANSS)	57.2800	25,776.00	18,802.44	6,973.56	0.00	0.0	1.6
400	Stericycle Inc (SRCL)	77.9200	31,168.00	20,024.28	11,143.72	0.00	0.0	1.9
Total U.S. mid cap		\$ 89,224.00	\$ 61,530.97	\$ 27,693.03	\$ 0.00			5.5%
U.S. small cap								
Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Estimated annual income	Pct of holdings
1,400	Meridian Bioscience Inc (VIVO)	\$ 18.8400	\$ 26,376.00	\$ 20,717.17	\$ 5,658.83	\$ 1,064.00	4.0%	1.6%
Total U.S. small cap		\$ 26,376.00	\$ 20,717.17	\$ 5,658.83	\$ 1,064.00			1.6%

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Estimated annual income	Pct of holdings
300	BHP Ltd (BHP) Sponsored ADR	\$ 70.6300	\$ 21,189.00	\$ 22,144.20	\$ -955.20	\$ 606.00	2.9%	1.3%
300	Diageo PLC Sponsored ADR New (DEO)	87.4200	26,226.00	25,135.38	1,090.62	778.50	3.0	1.6
800	Nestle S A Sponsored ADR Repstg Reg (NSRGY) Sh	57.7100	46,168.00	17,459.20	28,708.80	1,413.60	3.1	2.8
600	Novartis AG (NVS)	57.1700	34,302.00	22,991.86	11,310.14	1,203.00	3.5	2.1



December 1 - December 31, 2011

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Gordon E Cadwgan & May R Cadwgan Fdn
Account number 10639254000

Developed international
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,312	Vodafone Group PLC (VOD) Sponsored ADR	28.0300	36,775.36	31,607.95	5,167.41	1,893.22	5.2	2.3
Total developed international		\$ 164,660.36	\$ 119,338.53	\$ 45,321.77	\$ 5,894.32			10.1%

Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
700	Vanguard Emerging Markets ETF (VWO)	\$ 38.2100	\$ 26,747.00	\$ 22,855.42	\$ 3,891.58	\$ 634.20	2.4%	1.6%
Total emerging markets		\$ 26,747.00	\$ 22,855.42	\$ 3,891.58	\$ 634.20			1.6%

Equity reits

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,000	Plum Creek Timber Co Inc (PCL)	\$ 36.5600	\$ 36,560.00	\$ 30,998.10	\$ 5,561.90	\$ 1,680.00	4.6%	2.2%
Total equity reits		\$ 36,560.00	\$ 30,998.10	\$ 5,561.90	\$ 1,680.00			2.2%

Other equity

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
22	GMAC Inc 3C7/Reg S Preferred Series G	\$ 716.8440	\$ 15,770.57	\$ 7,765.63	\$ 8,004.94	\$ 1,540.00	9.8%	1.0%
Total other equity		\$ 15,770.57	\$ 7,765.63		\$ 8,004.94	\$ 1,540.00		1.0%
Total equities		\$ 118,500.93		\$ 935,095.56		\$ 183,405.37	\$ 28,737.52	68.4%
Total assets		\$ 1,636,240.00		\$ 1,419,933.55		\$ 216,286.45	\$ 55,188.77	100.0%

