Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , **and ending**

Name of foundation
THE ALPHONSE M. AND JOYCE L. LUCCHESE CHARITABLE FOUNDATION

A Employer identification number 04-3492751

Number and street (or P O box number if mail is not delivered to street address): 1268 LAUREL COURT | Room/suite

B Telephone number 239-642-8145

City or town, state, and ZIP code: MARCO ISLAND, FL 34145

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☐ Section 501(c)(3) exempt private foundation
☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 227,243.

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))

	Line	(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	1,535.			
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	4,491.	4,491.	4,491.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,301.			
	b Gross sales price for all assets on line 6a 73,028.				
	7 Capital gain net income (from Part IV, line 2)		7,301.		
	8 Net short-term capital gain			7,301.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	13,327.	11,792.	11,792.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	1,500.	1,500.	0.	0.
	c Other professional fees STMT 3	2,167.	2,167.	0.	0.
	17 Interest				
	18 Taxes STMT 4	11.	11.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	35.	35.	0.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,713.	3,713.	0.	0.
	25 Contributions, gifts, grants paid	33,425.			33,425.
	26 **Total expenses and disbursements** Add lines 24 and 25	37,138.	3,713.	0.	33,425.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-23,811.			
	b **Net investment income** (if negative, enter -0-)		8,079.		
	c **Adjusted net income** (if negative, enter -0-)			11,792.	

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14380502 101239 2009A 2011.03050 THE ALPHONSE M. AND JOYCE L 2009A 10

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	9,331.	7,156.	7,156.
	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	10,349.		
	b Investments - corporate stock STMT 6	165,441.	142,536.	187,594.
	c Investments - corporate bonds STMT 7	20,168.	31,786.	32,493.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	205,289.	181,478.	227,243.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] 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	205,289.	181,478.	
	30 **Total net assets or fund balances**	205,289.	181,478.	
	31 **Total liabilities and net assets/fund balances**	205,289.	181,478.	

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	205,289.
2	Enter amount from Part I, line 27a	2	-23,811.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	181,478.
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	181,478.

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	PUBLICLY TRADED SECURITIES	P		
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	73,028.		65,727.	7,301.
b				
c				
d				
e				

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				7,301.
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** 7,301.

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** 7,301.

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	35,359.	262,053.	.134931
2009	27,726.	243,716.	.113764
2008	30,034.	326,523.	.091981
2007	31,879.	383,750.	.083072
2006	33,943.	374,363.	.090669

2	**Total** of line 1, column (d)	2	.514417
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	.102883
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	271,849.
5	Multiply line 4 by line 3	5	27,969.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	81.
7	Add lines 5 and 6	7	28,050.
8	Enter qualifying distributions from Part XII, line 4	8	33,425.

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

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	81.
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	81.
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	81.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a		
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	0.
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	81.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ **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?	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
	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.			
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? *If "Yes," attach a detailed description of the activities.*	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? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	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*	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

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

			Yes	No
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 ▶ BARNEKE AND ANDERSON, LLP Telephone no ▶617-542-8155
Located at ▶211 CONGRESS STREET, BOSTON, MA ZIP+4 ▶02110-2432

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16		X
	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

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)?	N/A	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?	☐ Yes ☒ 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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
SEE STATEMENT 8		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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	267,776.
b	Average of monthly cash balances	1b	8,213.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	275,989.
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	275,989.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,140.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	271,849.
6	**Minimum investment return.** Enter 5% of line 5	6	13,592.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a:		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	33,425.
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	33,425.
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	81.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	33,344.

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)

N/A

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years ______ , ______ , ______				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $				
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				
e Remaining amount distributed out of corpus				
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				
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 instr.				
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)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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 ▶ 12/08/99

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

	Tax year (a) 2011	Prior 3 years (b) 2010	(c) 2009	(d) 2008	(e) Total
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	11,792.	7,312.	5,075.	8,438.	32,617.
b 85% of line 2a	10,023.	6,215.	4,314.	7,172.	27,724.
c Qualifying distributions from Part XII, line 4 for each year listed	33,425.	35,390.	27,750.	30,075.	126,640.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	33,425.	35,390.	27,750.	30,075.	126,640.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0.
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)	1,535.	1,585.	1,576.	1,656.	6,352.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	0.	0.	0.	0.	0.
(3) Largest amount of support from an exempt organization	0.	0.	0.	0.	0.
(4) Gross investment income					0.

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

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				
BENTLEY COLLEGE 175 FOREST STREET WALTHAM, MA 02154	NONE	QUALIFIED CHARITY	SCHOLARSHIPS	25,000.
CAPE COD HEATHCARE FOUNDATION P.O. BOX 370 HYANNIS, MA 02601	NONE	QUALIFIED CHARITY	UNRESTRICTED	5,000.
COTUIT ATHLETIC ASSOCIATION P.O. BOX 411 COTUIT, MA 02635	NONE	QUALIFIED CHARITY	UNRESTRICTED	1,000.
HABITAT FOR HUMANITY 11145 TAMIAMI TRAIL EAST NAPLES, FL 34113	NONE	QUALIFIED CHARITY	UNRESTRICTED	500.
HOPE FOR HAITI 1021 5TH AVENUE NORTH NAPLES, FL 34102	NONE	QUALIFIED CHARITY	UNRESTRICTED	300.
Total SEE CONTINUATION SHEET(S)			▶ 3a	33,425.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	4,491.	
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	7,301.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		11,792.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 11,792.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B **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)

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Alphonse M Lucchese | 5/5/12 | TRUSTEE

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
MICHAEL PROVOST, CPA		5/2/12		P00207857

Firm's name ▶ BARNEKE AND ANDERSON, LLP — Firm's EIN ▶ 04-2266782

Firm's address ▶ 211 CONGRESS STREET BOSTON, MA 02110-2432 — Phone no 617-542-8155

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ICC CHARITABLE FOUNDATION 1 COLLEGE DRIVE EAST PEORIA, IL 61635	NONE	QUALIFIED CHARITY	UNRESTRICTED	475.
SHELTER FOR ABUSED WOMEN AND CHILDREN P.O. BOX 10102 NAPLES, FL 34101	NONE	QUALIFIED CHARITY	UNRESTRICTED	200.
THE JIMMY FUND P.O. BOX 849168 BOSTON, MA 02284	NONE	QUALIFIED CHARITY	UNRESTRICTED	150.
THE SALVATION ARMY C/O HYANNIS CORPS, P.O. BOX 5587 BOSTON, MA 02205	NONE	QUALIFIED CHARITY	UNRESTRICTED	500.
PRESENTATION ACADEMY 861 SOUTH 4TH STREET LOUISVILLE, KY 40203	NONE	QUALIFIED CHARITY	UNRESTRICTED	100.
THE PAN MASS CHALLENGE 77 4TH AVENUE NEEDHAM, MA 02494	NONE	QUALIFIED CHARITY	UNRESTRICTED	100.
THE CHARLES RIVER CENTER 59 EAST MILITIA HEIGHTS RD NEEDHAM, MA 02492	NONE	QUALIFIED CHARITY	UNRESTRICTED	50.
MAKE A WISH FOUNDATION OF SOUTHERN FL 4491 S. STATE ROAD 7, STE 201 FT LAUDERDALE, FL 33314	NONE	QUALIFIED CHARITY	UNRESTRICTED	50.
Total from continuation sheets				1,625.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAMBRIDGE APPLETON TRUST, N.A.	4,491.	0.	4,491.
TOTAL TO FM 990-PF, PART I, LN 4	4,491.	0.	4,491.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CPA FEES	1,500.	1,500.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	1,500.	1,500.	0.	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	1,967.	1,967.	0.	0.
ACCOUNT FEES	200.	200.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	2,167.	2,167.	0.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOERIGN TAX PAID	11.	11.	0.	0.
TO FORM 990-PF, PG 1, LN 18	11.	11.	0.	0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MA ANNUAL REPORT FEE	35.	35.	0.	0.
TO FORM 990-PF, PG 1, LN 23	35.	35.	0.	0.

FORM 990-PF — CORPORATE STOCK — STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULES	142,536.	187,594.
TOTAL TO FORM 990-PF, PART II, LINE 10B	142,536.	187,594.

FORM 990-PF — CORPORATE BONDS — STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULES	31,786.	32,493.
TOTAL TO FORM 990-PF, PART II, LINE 10C	31,786.	32,493.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALPHONSE M. LUCCHESE 1268 LAUREL COURT MARCO ISLAND, FL 34145	TRUSTEE 1.00	0.	0.	0.
JOYCE L. LUCCHESE 1268 LAUREL COURT MARCO ISLAND, FL 34145	TRUSTEE 1.00	0.	0.	0.
PAUL R. LUCCHESE 15 BOWEN CIRCLE SUDBURY, MA 01776	TRUSTEE 1.00	0.	0.	0.
ALPHONSE M. LUCCHESE, JR. 49 CUTLER FARM ROAD SUDBURY, MA 01776	TRUSTEE 1.00	0.	0.	0.
JAMES LUCCHESE 12001 PINEY GLEN LANE POTOMAC, MD 20854	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Appleton Partners, Inc

PORTFOLIO APPRAISAL

A1251 - THE ALPHONSE M. & JOYCE L. LUCCHESE CHARITABLE FOUNDATION

December 31, 2011

Quantity	Security	Purchase Date	Original Unit Cost	Adjusted Unit Cost	Total Adjusted Cost	Current Price	Market Value	Percent Assets	Unrealized Gain/Loss	Estimated Annual Income	Curr. Yield
CASH AND EQUIVALENTS											
	CASH				7,155 81		7,155 81	3.1		0 72	0 0
CORPORATE BONDS											
10,000	WALGREEN CO 5 250% Due 01-15-19	01-15-09	102 58	101 94	10,194 17	118 88	11,888 42	5 2	1,694 25	525 00	4 4
10,000	STANFORD LELAND JR UNIV BOARD 4 750% Due 05-01-19	12-08-11	116 47	116 37	11,636 64	116 21	11,620 70	5 1	-15 94	475 00	4 1
10,000	MORGAN STANLEY D W DISC SRMTNS 4 000% Due 09-22-20	09-22-10	99 50	99 55	9,955 27	89 84	8,983 52	4 0	-971 75	400 00	4 5
	Accrued Interest						431 25	0 2			
					31,786 08		32,923 89	14 5	706 56	1,400 00	4 3
COMMON STOCK											
CONSUMER DISCRETIONARY											
30 000	AMAZON COM INC COM	08-07-09	85 16	85 16	2,554 91	173 10	5,193 00	2 3	2,638 09	0 00	0 0
100 000	MCDONALDS CORP COM	12-21-07	60 04	60 04	6,004 31	100 33	10,033 00	4 4	4,028 69	220 00	2 2
Total					8,559 22		15,226 00	6 7	6,666 78	220 00	1 4
CONSUMER STAPLES											
150 000	PEPSICO INC COM	01-13-03	46 93	46 93	7,038 80	66 35	9,952 50	4 4	2,913 70	270 00	2 7
100 000	PROCTER & GAMBLE CO COM	06-23-04	54 26	54 26	5,425 74	66 71	6,671 00	2 9	1,245 26	176 00	2 6
Total					12,464 54		16,623 50	7 3	4,158 96	446 00	2 7
ENERGY											
100 000	EXXON MOBIL CORP COM	11-14-00	45 41	45 41	4,540 62	84 76	8,476 00	3 7	3,935 37	168 00	2 0
75 000	PEABODY ENERGY CORP COM	01-28-11	61 61	61 61	4,620 70	33 11	2,483 25	1 1	-2,137 45	21 00	0 8

Appleton Partners, Inc.

PORTFOLIO APPRAISAL

A1251 - THE ALPHONSE M. & JOYCE L. LUCCHESE CHARITABLE FOUNDATION

December 31, 2011

Quantity	Security	Purchase Date	Original Unit Cost	Adjusted Unit Cost	Total Adjusted Cost	Current Price	Market Value	Percent Assets	Unrealized Gain/Loss	Estimated Annual Income	Curr. Yield
125 000	SCHLUMBERGER LTD COM	03-13-09	39 41	39 41	4,925 79	68 31	8,538 75	3 8	3,612 96	105 00	1 2
Total					14,087 11		19,498 00	8 6	5,410 88	294 00	1 5
FINANCIAL											
125 000	AMERICAN TOWER REIT, INC	12-10-09	40 18	40 18	5,022 25	60 01	7,501 25	3 3	2,479 00	0 00	0 0
75 000	BANK N S HALIFAX COM	10-22-10	53 85	53 85	4,038 49	49 81	3,735 75	1 6	-302 74	138 00	3 7
25 000	GOLDMAN SACHS GROUP COM	01-17-08	194 64	194 64	4,866 06	90 43	2,260 75	1 0	-2,605 31	35 00	1 5
125 000	J P MORGAN CHASE & CO COM	01-04-11	44 19	44 19	5,523 79	33 25	4,156 25	1 8	-1,367 54	25 00	0 6
Total					19,450 59		17,654 00	7 8	-1,796 59	198 00	1 1
HEALTH											
100 000	CERNER CORP COM	02-10-10	41 14	41 14	4,113 51	61 25	6,125 00	2 7	2,011 49	0 00	0 0
75 000	EDWARDS LIFESCIENCES COM	05-18-11	81 26	81 26	6,094 66	70 70	5,302 50	2 3	-792 16	0 00	0 0
100 000	EXPRESS SCRIPTS INC COM	12-10-08	26 93	26 93	2,692 96	44 69	4,469 00	2 0	1,776 04	0 00	0 0
125 000	JOHNSON & JOHNSON COM	03-16-09	50 98	50 98	6,372 50	65 58	8,197 50	3 6	1,825 00	245 00	3 0
50 000	PERRIGO CO COM	08-19-11	86 63	86 63	4,331 64	97 30	4,865 00	2 1	533 36	12 50	0 3
Total					23,605 27		28,959 00	12 7	5,353 73	257 50	0 9
INDUSTRIALS											
75 000	CATERPILLAR INC DEL COM	10-27-05	49 96	49 96	3,747 27	90 60	6,795 00	3 0	3,047 73	126 00	1 9
200 000	GENERAL ELEC CO COM	02-07-05	36 31	36 31	7,261 26	17 91	3,582 00	1 6	-3,679 26	80 00	2 2
100 000	ROPER INDS INC NEW COM	05-15-07	56 42	56 42	5,642 13	86 87	8,687 00	3 8	3,044 87	38 00	0 4
75 000	WABTEC CORP COM	12-16-08	34 36	34 36	2,576 75	69 95	5,246 25	2 3	2,669 50	3 00	0 1
Total					19,227 41		24,310 25	10 7	5,082 84	247 00	1 0

Appleton Partners, Inc

PORTFOLIO APPRAISAL

A1251 - THE ALPHONSE M. & JOYCE L. LUCCHESE CHARITABLE FOUNDATION

December 31, 2011

Quantity	Security	Purchase Date	Original Unit Cost	Adjusted Unit Cost	Total Adjusted Cost	Current Price	Market Value	Percent Assets	Unrealized Gain/Loss	Estimated Annual Income	Curr. Yield
MATERIALS											
50 000	AGRIUM INC COM	02-16-07	38 71	38 71	1,935 59	67 11	3,355 50	1 5	1,419 90	5 50	0 2
50 000	BHP BILLITON LTD SPONSORED ADR	08-04-09	65 56	65 56	3,278 05	70 63	3,531 50	1 6	253 45	83 00	2 4
50 000	DU PONT E I DE NEMOURS COM	09-03-10	42 77	42 77	2,138 38	45 78	2,289 00	1 0	150 62	82 00	3 6
25 000	PRAXAIR INC COM	08-22-03	32 86	32 86	821 42	106 90	2,672 50	1 2	1,851 07	45 00	1 7
Total					8,173 45		11,848 50	5 2	3,675 05	215 50	1 8
TECHNOLOGY											
125 000	AKAMAI TECHNOLOGIES COM	05-20-09	22 31	22 31	2,789 20	32 28	4,035 00	1 8	1,245 80	0 00	0 0
75 000	ANSYS INC COM	01-29-08	35 86	35 86	2,689 39	57 28	4,296 00	1 9	1,606 61	0 00	0 0
35 000	APPLE, INC	05-07-08	181 03	181 03	6,336 01	405 00	14,175 00	6 2	7,838 99	0 00	0 0
50 000	COGNIZANT TECH SOLUTNS CL A	02-23-11	74 77	74 77	3,738 61	64 31	3,215 50	1 4	-523 11	0 00	0 0
25 000	INTERNATIONAL BUS MACH COM	03-11-05	91 72	91 72	2,293 04	183 88	4,597 00	2 0	2,303 96	55 00	1 2
1,000 000	KOPIN CORP COM	01-01-85	4 83	4 83	4,830 25	3 88	3,880 00	1 7	-950 25	0 00	0 0
125 000	ORACLE CORP COM	03-24-09	17 92	17 92	2,239 55	25 65	3,206 25	1 4	966 70	25 00	0.8
75 000	VISA, INC	08-27-08	73 90	73 90	5,542 85	101 53	7,614 75	3 4	2,071 90	37 50	0 5
Total					30,458 90		45,019 50	19 8	14,560 60	117 50	0 3
TELECOMMUNICATIONS											
200 000	VERIZON COMMUNICATIONS COM	04-25-03	32 55	32 55	6,509 12	40 12	8,024 00	3 5	1,514 88	380 00	4 7
					142,535 61		187,162 75	82 4	44,627 14	2,375 50	1 3
TOTAL PORTFOLIO					**181,477.50**		**227,242.45**	**100.0**	**45,333.70**	**3,776.22**	**1.7**

The pricing information and descriptions used in this report have been provided to us by third party vendors believed to be reliable Cash and equivalent yields are only representative numbers for account specific funds For specific cash yield information, refer to the custodial statement