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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.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

THE MULBERRY FOUNDATION, INC.

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

370 MAIN STREET, 12TH FLOOR

A Employer identification number

04-3505849

City or town, state, and ZIP code

WORCESTER, MA 01608

Room/suite

G Check all that apply:

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

B Telephone number

508-459-8000

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 ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **3,176,519.** J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

► \$ 3,176,519. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			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	Dividends and interest from securities	86,685.	86,685.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	63,528.			
b	Gross sales price for all assets on line 6a	1,168,219.			
7	Capital gain net income (from Part IV, line 2)		63,528.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11. RECEIVED 1 NOV 21 2012	150,213.	150,213.		
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	
14	Other employee salaries and wages	0.	0.	0.	
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	7,262.	3,631.	3,631.	
c	Other professional fees				
17	Interest	13.	13.	0.	
18	Taxes	4,563.	0.	0.	
19	Depreciation and depletion	518.	0.		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	35,888.	17,217.	18,671.	
24	Total operating and administrative expenses. Add lines 13 through 23	48,244.	20,861.	22,302.	
25	Contributions, gifts, grants paid	175,000.		175,000.	
26	Total expenses and disbursements. Add lines 24 and 25	223,244.	20,861.	197,302.	
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-73,031.			
b	Net investment income (if negative, enter -0-)		129,352.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Q14

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		-1.	-1.
	2	Savings and temporary cash investments	128,789.	280,016.	280,016.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations	STMT 6	27,536.	0.
	b	Investments - corporate stock	STMT 7	1,489,350.	1,289,165.
	c	Investments - corporate bonds	STMT 8	461,225.	490,348.
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 9	1,010,384.	972,404.
	14	Land, buildings, and equipment basis ►	28,265.		
		Less accumulated depreciation	STMT 10 ►	27,820.	1,518.
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)		3,118,802.	3,032,377.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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			
Net Assets or Fund Balances		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		3,224,542.	3,224,542.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		-105,740.	-192,165.
	30	Total net assets or fund balances		3,118,802.	3,032,377.
	31	Total liabilities and net assets/fund balances		3,118,802.	3,032,377.

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	3,118,802.
2	Enter amount from Part I, line 27a	2	-73,031.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	3,045,771.
5	Decreases not included in line 2 (itemize) ►	5	13,394.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,032,377.

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	1,168,219.	1,104,872.	63,528.		
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					63,528.
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	63,528.	
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	178,450.	3,257,578.	.054780
2009	192,640.	3,072,664.	.062695
2008	258,458.	3,848,800.	.067153
2007	264,427.	4,607,949.	.057385
2006	246,636.	4,558,667.	.054103

2 Total of line 1, column (d) 2 .296116

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 .059223

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 3,299,766.

5 Multiply line 4 by line 3 5 195,422.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,294.

7 Add lines 5 and 6 7 196,716.

8 Enter qualifying distributions from Part XII, line 4 8 197,302.

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 ► 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

6a 3,834.

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 3,834.

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 2,540.

11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ► 2,540. Refunded ► 11 0.**Part VII-A Statements Regarding Activities**

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?

Yes

No

1a X

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.

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.

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

2

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?

3

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

X

If "Yes," attach the statement required by General Instruction T.

4a

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

X

• By language in the governing instrument, or

4b

• 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

7 Did the foundation have at least \$5,000 in assets at any time during the year?

X

If "Yes," complete Part II, col. (c), and Part XV.

6

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

X

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

7

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

8b

X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

9

X

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)	<input type="checkbox"/> 11 <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 12 <input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.MULBERRYFOUNDATION.ORG	<input type="checkbox"/> 13 <input checked="" type="checkbox"/> X
14	The books are in care of ► FOUNDATION Located at ► 370 MAIN STREET, 12TH FLOOR, WORCESTER, MA	Telephone no. ► 508-459-8000 ZIP+4 ► 01608
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	► <input type="checkbox"/> 15 <input checked="" type="checkbox"/> N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> 16 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	<input checked="" type="checkbox"/> 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?		<input checked="" type="checkbox"/> 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 ► _____, _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input checked="" type="checkbox"/> N/A	
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? 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?		<input checked="" type="checkbox"/> X
4b			<input checked="" type="checkbox"/> 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



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?

 Yes No

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

**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
CAROL L. UPTEGROVE 370 MAIN STREET, 12TH FLOOR WORCESTER, MA 01608	DIRECTOR, CLERK 1.00	0.	0.	0.
LEIF UPTEGROVE 370 MAIN STREET, 12TH FLOOR WORCESTER, MA 01608	DIRECTOR, PRESIDENT, TREAS 1.00	0.	0.	0.
ERIN UPTEGROVE 370 MAIN STREET, 12TH FLOOR WORCESTER, MA 01608	DIRECTOR 1.00	0.	0.	0.
LAUREL PHILLIPS 370 MAIN STREET, 12TH FLOOR WORCESTER, MA 01608	DIRECTOR 1.00	0.	0.	0.

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

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

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



0

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
TRIAD ADVISORS		
2 SOUTH STREET, GRAFTON, MA 01519	FINANCIAL ADVISORY	34,433.
FLETCHER TILTON P.C. - 370 MAIN STREET, 12TH FLOOR, WORCESTER, MA 01608	ACCOUNTING	7,262.

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.

3		

Total. Add lines 1 through 3

►

0.

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	1a	3,080,313.
b	Average of monthly cash balances	1b	269,703.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,350,016.
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	3,350,016.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	50,250.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,299,766.
6	Minimum investment return. Enter 5% of line 5	6	164,988.

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	164,988.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,294.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,294.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	163,694.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	163,694.
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	163,694.

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	197,302.
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	197,302.
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	1,294.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	196,008.

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				163,694.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only		0.		
b Total for prior years:				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	30,050.			
b From 2007	36,250.			
c From 2008	66,628.			
d From 2009	39,345.			
e From 2010	17,263.			
f Total of lines 3a through e	189,536.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 197,302.			0.	
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				163,694.
e Remaining amount distributed out of corpus	33,608.			0.
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:	223,144.			
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	30,050.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	193,094.			
10 Analysis of line 9:				
a Excess from 2007	36,250.			
b Excess from 2008	66,628.			
c Excess from 2009	39,345.			
d Excess from 2010	17,263.			
e Excess from 2011	33,608.			

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
a Paid during the year				
AMERICAN RED CROSS 61 HARVARD STREET WORCESTER, MA 01609	NONE		GENERAL	10,000.
CAMP BEREA NEWFOUND LAKE, 68 BEREA ROAD HEBRON, NH 03241	NONE		GENERAL	10,000.
CAMP WOODHAVEN PO BOX 777 WEST BOYLSTON, MA 03241	NONE		GENERAL	5,000.
FELLOWSHIP CHURCH 325 BULLARD STREET HOLDEN, MA 01520	NONE		GENERAL	10,000.
CURE INTERNATIONAL 70 BOSLER AVENUE LEMOYNE, PA 17043	NONE		GENERAL	26,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 175,000.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

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

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)

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

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

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
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitation

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

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

	Yes	No
1a(1)	X	
1a(2)	X	
1b(1)	X	
1b(2)	X	
1b(3)	X	
1b(4)	X	
1b(5)	X	
1b(6)	X	
1c		X

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.

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee

Date

Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	SANDRA ZDONCZYK	<i>Sandra Zdonczyk</i>	11/01/12		P00178350
	Firm's name ► FLETCHER TILTON PC			Firm's EIN ► 04-2628601	
Firm's address ► 370 MAIN STREET, SUITE 1250 WORCESTER, MA 01608-1779			Phone no. (508) 459-8000		

THE MULBERRY FOUNDATION, INC.

04-3505849

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
EMMANUEL GOSPEL CENTER 2 SAN JUAN STREET, PO BOX 180245 BOSTON, MA 02118	NONE		GENERAL	15,000.
GORDON COLLEGE 255 GRAPEVINE ROAD WENHAM, MA 01984	NONE		GENERAL	14,000.
MESSIAH COLLEGE ONE COLLEGE AVE GRANTHAM, PA 17027	NONE		GENERAL	30,000.
RACHEL'S TABLE 633 SALISBURY STREET WORCESTER, MA 01609	NONE		GENERAL	15,000.
SAMARITAN'S PURSE PO BOX 3000 BOONE, NC 28607	NONE		GENERAL	15,000.
WORCESTER COUNTY FOOD BANK 474 BOSTON TURNPIKE SHREWSBURY, MA 01545	NONE		GENERAL	10,000.
WORLD VISION PO BOX 78481 TACOMA, WA 98481	NONE		GENERAL	15,000.
Total from continuation sheets				114,000.

THE MULBERRY FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV
04-3505849 PAGE 1 OF 1

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 TRIAD ADVISORS CROWN 8123 - S/T			P		
b TRIAD ADVISORS CROWN 8123 - L/T			P		
c TRIAD ADVISORS AURORA 4675 - S/T			P		
d TRIAD ADVISORS AURORA 4675 - L/T			P		
e TRIAD ADVISORS ROCHDALE 4195 - S/T			P		
f TRIAD ADVISORS ROCHDALE 4195 - L/T			P		
g ENTERPRISE PRODUCTS - K-1					
h CAPITAL GAINS DIVIDENDS					
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 45,896.		50,646.			-4,750.
b 216,860.		203,226.			13,634.
c 122,233.		100,329.			21,904.
d 241,961.		166,694.			75,267.
e 129,772.		174,860.			-45,088.
f 407,720.		409,117.			-1,397.
g					181.
h 3,777.					3,777.
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					-4,750.
b					13,634.
c					21,904.
d					75,267.
e					-45,088.
f					-1,397.
g					181.
h					3,777.
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		63,528.
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

Depreciation and Amortization Detail FORM 990-PF PAGE 1

990-PF

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
INLAND WESTERN	469.	0.	469.	
LIMITED PARTNERSHIPS - DIVIDENDS	32.	0.	32.	
LIMITED PARTNERSHIPS - INTEREST	146.	0.	146.	
TRIAD ADVISORS - CGD	210.	210.	0.	
TRIAD ADVISORS - CGD	233.	233.	0.	
TRIAD ADVISORS - CGD	3,334.	3,334.	0.	
TRIAD ADVISORS DIVIDEND	10,360.	0.	10,360.	
TRIAD ADVISORS DIVIDEND	8,033.	0.	8,033.	
TRIAD ADVISORS DIVIDEND	37,285.	0.	37,285.	
TRIAD ADVISORS DIVIDEND	7.	0.	7.	
TRIAD ADVISORS INTEREST	28,978.	0.	28,978.	
TRIAD ADVISORS INTEREST	1,375.	0.	1,375.	
TOTAL TO FM 990-PF, PART I, LN 4	90,462.	3,777.	86,685.	

FORM 990-PF	ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,262.	3,631.		3,631.
TO FORM 990-PF, PG 1, LN 16B	7,262.	3,631.		3,631.

FORM 990-PF	TAXES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	1,063.	0.		0.
2010 FEDERAL EXT PAYMENT	3,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,563.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	34,433.	17,217.		17,216.
INSURANCE	725.	0.		725.
DUES & SUBSCRIPTIONS	695.	0.		695.
FILING FEE	35.	0.		35.
TO FORM 990-PF, PG 1, LN 23	35,888.	17,217.		18,671.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 5

DESCRIPTION	AMOUNT
LIMITED PARTNERSHIPS - BASIS ADJUSTMENT TO BOOK VALUE- RET OF CAP	7,681.
RETURN OF CAPITAL	5,713.
TOTAL TO FORM 990-PF, PART III, LINE 5	13,394.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION

BOOK VALUE

FAIR MARKET
VALUE

TOTAL TO FORM 990-PF, PART II, LINE 10B

1,289,165.

1,459,093.

1,289,165.

1,459,093.

FORM 990-PF

CORPORATE BONDS

STATEMENT

8

DESCRIPTION

BOOK VALUE

FAIR MARKET
VALUE

490,348.

511,310.

TOTAL TO FORM 990-PF, PART II, LINE 10C

490,348.

511,310.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

9

DESCRIPTION

VALUATION
METHOD

BOOK VALUE

FAIR MARKET
VALUE

COST

972,404.

925,656.

TOTAL TO FORM 990-PF, PART II, LINE 13

972,404.

925,656.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT

10

DESCRIPTION

COST OR
OTHER BASISACCUMULATED
DEPRECIATION

BOOK VALUE

MACHINERY AND EQUIPMENT

10,031.

9,819.

212.

COMPUTER EQUIPMENT

1,583.

1,350.

233.

MACHINERY AND EQUIPMENT

15,972.

15,972.

0.

MACHINERY AND EQUIPMENT

679.

679.

0.

TOTAL TO FM 990-PF, PART II, LN 14

28,265.

27,820.

445.