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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 , 2011, and ending , 20

Name of foundation: CHARLES H HOOD FOUNDATION

A Employer identification number: 04-3507847

Number and street (or P.O. box number if mail is not delivered to street address): 95 BERKELEY STREET SUITE 208 | Room/suite

B Telephone number (see instructions): (617) 695-9439

City or town, state, and ZIP code: BOSTON, MA 02116

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: [X] 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) ▶ $ 50,882,328.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ____________ (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

	Line	Description	(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 (attach schedule)				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,324,485.	1,315,471.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	604,936.			
	b	Gross sales price for all assets on line 6a 7,380,994.				
	7	Capital gain net income (from Part IV, line 2)		604,936.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)		35,703.		STMT 5
	12	**Total.** Add lines 1 through 11	1,929,421.	1,956,110.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) STMT 6	153,871.	91,402.		62,469.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 7	95,862.	15,862.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 8	148,903.			148,903.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	398,636.	107,264.		211,372.
	25	Contributions, gifts, grants paid	2,270,876.			2,270,876.
	26	**Total expenses and disbursements** Add lines 24 and 25	2,669,512.	107,264.		2,482,248.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-740,091.			
	b	**Net investment income** (if negative, enter -0-)		1,848,846.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	527,563.	521,138.	521,138.
	2 Savings and temporary cash investments	607,051.	1,230,185.	1,230,227.
	3 Accounts receivable ▶			
	Less. allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ *		* NONE	
	Less allowance for doubtful accounts ▶	NONE	NONE	NONE
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	32,175,131.	28,680,602.	35,823,374.
	c Investments - corporate bonds (attach schedule)	4,112,126.	8,866,932.	9,164,928.
	11 Investments - land, buildings, and equipment basis ▶ NONE			
	Less accumulated depreciation (attach schedule) ▶	NONE	NONE	
	12 Investments - mortgage loans	NONE	NONE	
	13 Investments - other (attach schedule)	710,823.	2,683,735.	2,364,146.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	6,293,924.	1,710,823.	1,778,515.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	44,426,618.	43,693,415.	50,882,328.
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	44,426,618.	43,693,415.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
	30 **Total net assets or fund balances** (see instructions)	44,426,618.	43,693,415.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	44,426,618.	43,693,415.	

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	44,426,618.
2 Enter amount from Part I, line 27a	2	-740,091.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	584,082.
4 Add lines 1, 2, and 3	4	44,270,609.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	577,194.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	43,693,415.

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			
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	6,942,132.		6,778,229.	163,903.
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				163,903.
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	604,936.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	2,238,194.	50,546,753.	0.044280
2009	2,719,378.	46,169,806.	0.058899
2008	2,977,472.	54,769,725.	0.054363
2007	2,771,732.	61,465,184.	0.045094
2006	2,600,483.	57,516,127.	0.045213

2	**Total** of line 1, column (d)	2	0.247849
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049570
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	53,250,132.
5	Multiply line 4 by line 3	5	2,639,609.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,488.
7	Add lines 5 and 6	7	2,658,097.
8	Enter qualifying distributions from Part XII, line 4	8	2,482,248.

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	1	36,977.
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	
3	Add lines 1 and 2	3	36,977.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	36,977.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 60,000.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 20,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	80,000.
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	43,023.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 36,980. **Refunded** ▶	11	6,043.

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 page 19 of the 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. ▶ $ ______ (2) On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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?	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 ▶ TMFGRANTS.ORG/HOOD

14 The books are in care of ▶ RAYMOND CONSIDINE,EXEC DIR. Telephone no ▶ (617)695-9439

Located at ▶ 95 BERKELEY ST. SUITE 208, BOSTON, MA ZIP + 4 ▶ 02116

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

			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)?	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.) STMT 11	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . [ ] Yes [X] No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . . . [ ] Yes [X] 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 [X] No

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

Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ [ ]

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		-0-	-0-	-0-

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

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

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

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

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

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

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 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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	52,969,665.
b	Average of monthly cash balances	1b	1,091,383.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	54,061,048.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	54,061,048.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	810,916.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	53,250,132.
6	**Minimum investment return.** Enter 5% of line 5	6	2,662,507.

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	2,662,507.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	36,977.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	36,977.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,625,530.
4	Recoveries of amounts treated as qualifying distributions			4	63,772.
5	Add lines 3 and 4			5	2,689,302.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,689,302.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,482,248.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,482,248.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,482,248.

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				2,689,302.
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			2,465,001.	
b	Total for prior years 20 09 ,20 ___ ,20 ___		NONE		
3	Excess distributions carryover, if any, to 2011				
a	From 2006 ...... NONE				
b	From 2007 ...... NONE				
c	From 2008 ...... NONE				
d	From 2009 ...... NONE				
e	From 2010 ...... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 2,482,248.				
a	Applied to 2010, but not more than line 2a			2,465,001.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2011 distributable amount				17,247.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				2,672,055.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2007 ... NONE				
b	Excess from 2008 ... NONE				
c	Excess from 2009 ... NONE				
d	Excess from 2010 ... NONE				
e	Excess from 2011 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

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 ▶ [ ] 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:

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 14				
Total . . . . . . ▶ **3a**				2,270,876.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
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	1,324,485.	
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	604,936.	
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)				1,929,421.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 1,929,421.

(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). (See instructions.)
	NOT APPLICABLE

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

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

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

[signature] 10/15/12 ▶ President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Barbara Tremblay	[signature]	10/03/2012		P00153767
Firm's name ▶ BANK OF AMERICA, N.A.			Firm's EIN ▶ 94-1687665	
Firm's address ▶ P O BOX 1802 PROVIDENCE, RI 02901-1802			Phone no. 617-434-6565	

Form **6781**

Department of the Treasury
Internal Revenue Service

Gains and Losses From Section 1256 Contracts and Straddles

▶ Attach to your tax return.

OMB No. 1545-0644

2011

Attachment Sequence No **82**

Name(s) shown on tax return: CHARLES H HOOD FOUNDATION

Identifying number: 04-3507847

Check all applicable boxes (see instructions).

- A ☐ Mixed straddle election
- B ☐ Straddle-by-straddle identification election
- C ☐ Mixed straddle account election
- D ☐ Net section 1256 contracts loss election

Part I Section 1256 Contracts Marked to Market

	(a) Identification of account	(b) (Loss)	(c) Gain
1	SEE STATEMENT 15		2,171.

2	Add the amounts on line 1 in columns (b) and (c)	2 ( )	2,171.
3	Net gain or (loss). Combine line 2, columns (b) and (c)	3	2,171.
4	Form 1099-B adjustments. See instructions and attach schedule	4	
5	Combine lines 3 and 4	5	2,171.
	Note: *If line 5 shows a net gain, skip line 6 and enter the gain on line 7. Partnerships and S corporations, see instructions.*		
6	If you have a net section 1256 contracts loss and checked box D above, enter the amount of loss to be carried back. Enter the loss as a positive number	6	
7	Combine lines 5 and 6	7	2,171.
8	**Short-term capital gain or (loss).** Multiply line 7 by 40% (.40). Enter here and include on the appropriate line of Schedule D (see instructions)	8	868.
9	**Long-term capital gain or (loss).** Multiply line 7 by 60% (.60). Enter here and include on the appropriate line of Schedule D (see instructions)	9	1,303.

Part II Gains and Losses From Straddles. Attach a separate schedule listing each straddle and its components.

Section A - Losses From Straddles

	(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Loss If column (e) is more than (d), enter difference Otherwise, enter -0-	(g) Unrecognized gain on offsetting positions	(h) Recognized loss If column (f) is more than (g), enter difference Otherwise, enter -0-
10								

11a	Enter the short-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)	11a	( )
b	Enter the long-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)	11b	( )

Section B - Gains From Straddles

	(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain If column (d) is more than (e), enter difference Otherwise, enter -0-
12						

13a	Enter the short-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)	13a	
b	Enter the long-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)	13b	

Part III Unrecognized Gains From Positions Held on Last Day of Tax Year. Memo Entry Only (see instructions)

	(a) Description of property	(b) Date acquired	(c) Fair market value on last business day of tax year	(d) Cost or other basis as adjusted	(e) Unrecognized gain. If column (c) is more than (d), enter difference. Otherwise, enter -0-
14					

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC GLOBAL NT	8,700.	8,700.
ABBOTT LABORATORIES	6,392.	6,392.
ABBOTT LABS NT	5,875.	5,875.
CAMBIAR SMALL CAP FUND INV CL	4,781.	4,781.
ANHEUSER BUSCH COS INC NT 4.7% 4/15/201	4,700.	4,700.
APACHE CORPORATION	1,020.	1,020.
ARTISAN INTERNATIONAL FUND	5,012.	5,012.
ARTISAN INTL VALUE FUND	210.	210.
HOOD FOUNDATION STATE STREET BANK ACCT	730,011.	729,995.
AUTOMATIC DATA PROCESSING INC	7,128.	7,128.
BLACKROCK INC CL A	1,375.	1,375.
BOTTLING GROUP LLC NT	6,875.	6,875.
CMS ENERGY CORP COM	1,470.	1,470.
CATERPILLAR INCORPORATED	4,224.	4,224.
CHEVRONTEXACO CORP COM	9,773.	9,773.
CISCO SYSTEMS INCORPORATED	1,607.	1,607.
CISCO SYS INC NT	5,500.	5,500.
COCA COLA CO COM	7,050.	7,050.
COCA-COLA CO NT	8,025.	8,025.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	11,249.	11,249.
COLUMBIA VALUE AND RESTRUCTURING FUND CL	3,046.	3,046.
COMCAST CORP SR UNSECD NT	7,313.	7,313.
CONOCOPHILLIPS GTD NT	8,625.	8,625.
CREDIT SUISSE FIRST BOSTON USA NT	9,778.	9,778.
DANAHER CORPORATION	325.	325.
DEUTSCHE TELEKOM INTL FIN B V SR NT NETH	7,188.	7,188.
DEVON ENERGY CORPORATION	1,063.	1,063.
DIAMOND OFFSHORE DRILLING INC COM	7,000.	7,000.
DISNEY WALT CO	2,800.	2,800.
DOMINION RES INC VIRGINIA NEW SR UNSECD	5,150.	5,150.
ECOLAB INCORPORATED	2,975.	2,975.
EMERSON ELEC CO	5,979.	5,979.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXXON MOBIL CORPORATION	7,627.	7,627.
JONES LANG LASALLE INCOME PROPERTY TRUST	8,968.	
FED HOME LN BANK 05/27/2004 5.25% 06/18/	13,125.	13,125.
FEDERAL HOME LN BKS CONS BD	2,438.	2,438.
FEDERAL HOME LN MTG CORP NT	5,125.	5,125.
FREEPORT-MCMORAN COPPER & GOLD INC COM	3,600.	3,600.
GENERAL ELEC CO	6,409.	6,409.
GENERAL ELEC CO 01/28/2003 5% 02/01/2013	5,000.	5,000.
GENERAL ELEC CAP CORP MTN	4,875.	4,875.
GOLDMAN SACHS GROUP INC	788.	788.
HSBC FIN CORP NT	2,625.	2,625.
HEWLETT PACKARD CO COM	1,496.	1,496.
HUSSMAN INVT STRATEGIC GROWTH FUND	2,431.	2,431.
ILLINOIS TOOL WORKS INCORPORATED	5,577.	5,577.
INTEL CORPORATION	5,770.	5,770.
INTERNATIONAL BUSINESS MACHS	4,705.	4,705.
INTERNATIONAL BUSINESS MACHINES CORP SR	2,625.	2,625.
ISHARES INC MSCI BRAZIL FREE INDEX FUND	2,718.	2,718.
ISHARES INC MSCI SINGAPORE INDEX FUND	3,980.	3,980.
ISHR MSCI TAIWAN INDEX FUND	4,994.	4,994.
ISHARES MSCI EMERGING MKTS INDEX FUND	18,251.	18,251.
ISHR MSCI EAFE INDEX FUND	27,364.	27,364.
ISHARES S&P SMALLCAP 600 INDEX FUND	4,681.	4,681.
ISHARES IBOXX $ HIGH YIELD CORP BD FUND	40,317.	40,317.
J P MORGAN CHASE & CO COM	3,775.	3,775.
JPMORGAN CHASE & CO SR NT	9,000.	9,000.
JOHNSON & JOHNSON	6,966.	6,966.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	26,780.	26,780.
LILLY ELI & CO NT	7,800.	7,800.
LOWES COMPANIES INCORPORATED	1,836.	1,836.
MCDONALDS CORP	5,880.	5,880.
MERCK & CO INC NT	4,750.	4,750.
MICROSOFT CORPORATION	5,491.	5,491.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NATIONAL RURAL UTILS COOP FIN CORP COLL	8,175.	8,175.
NESTLE S A SPONSORED ADR	7,497.	7,497.
NEUBERGER BERMAN EMERGING MKTS EQUITY FU	599.	599.
NEXTERA ENERGY INC COM	1,375.	1,375.
OCCIDENTAL PETROLEUM CORPORATION	2,640.	2,640.
ORACLE SYS CORP	1,617.	1,617.
PNC BK CORP	1,050.	1,050.
PEPSICO INCORPORATED	7,463.	7,463.
PFIZER INC	7,480.	7,480.
PFIZER INC NT	4,500.	4,500.
PIMCO GLOBAL MULTI-ASSET FUND INSTL CL	22,134.	22,134.
PRAXAIR INCORPORATED	5,600.	5,600.
PRICE T ROWE GROUP INC COM	3,813.	3,813.
PROCTER & GAMBLE CO COM	7,234.	7,234.
PROCTER & GAMBLE CO NT	4,950.	4,950.
SPDR S&P MIDCAP 400 ETF TR UNIT SER 1 ST	20,757.	20,757.
SCHLUMBERGER LIMITED	2,856.	2,856.
STAPLES INCORPORATED	2,219.	2,219.
STATE STREET CORP	2,044.	2,044.
TJX COMPANIES INCORPORATED NEW	570.	570.
TARGET CORP	3,575.	3,575.
TENNESSEE VALLEY AUTH 01/18/2001 5.625%	3,516.	3,516.
THORNBURG INTL VALUE FUND CL I	2,386.	2,386.
3M CO COM	4,606.	4,606.
US BANCORP DEL COM NEW	2,285.	2,285.
UNITED STATES TREAS NT DTD 02/15/01 5.00	3,125.	3,125.
UNITED STATES TREAS NTS DTD 02/15/02 4.8	4,875.	4,875.
UNITED STATES TREAS NT DTD 08/15/02 4.62	6,563.	6,563.
UNITED STATES TREAS NTS 11/15/2003 4.25%	6,375.	6,375.
UNITED TECHNOLOGIES CORP	5,909.	5,909.
WAL-MART STORES INCORPORATED	5,667.	5,667.
WELLS FARGO COMPANY	3,264.	3,264.
WORLDCOM INC	30.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
YUM BRANDS INC COM	2,448.	2,448.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	689.	689.
ACCENTURE PLC CL A COM	4,613.	4,613.
TOTAL	1,324,485.	1,315,471.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCELSIOR DIRECTIONAL HEDGE FUND OF FUND		35,703.
TOTALS		35,703.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
STATE STREET BANK CUSTODY FEES	4,988.	4,988.	
LOOMIS SAYLES INVESTMENT FEES	52,777.	52,777.	
BANK OF AMERICA	96,106.	33,637.	62,469.
TOTALS	153,871.	91,402.	62,469.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	6,166.	6,166.
FEDERAL TAX PAYMENT - PRIOR YE	20,000.	
FEDERAL ESTIMATES - PRINCIPAL	60,000.	
FOREIGN TAXES ON QUALIFIED FOR	7,529.	7,529.
FOREIGN TAXES ON NONQUALIFIED	2,167.	2,167.
TOTALS	95,862.	15,862.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
PRINTING/COPYING	38.	38.
POSTAGE	233.	233.
MEMBERSHIPS/CONF.	6,845.	6,845.
FILIING FEES	15.	15.
PROFESSIONAL SERVICES	4,725.	4,725.
MISC.	1,890.	1,890.
OCTOBER MEETING FOR 2012	2,000.	2,000.
MEDICAL FOUNDATION	116,052.	116,052.
HONORARIA MEETINGS	5,400.	5,400.
MEETING COST/TRAVEL	2,671.	2,671.
TRUSTEE MEETING COSTS	4,216.	4,216.
TRUSTEE TRAVEL	4,194.	4,194.
MASS AG PC FILING FEE	500.	500.
BANK ALLOC. /NON ALLOC FEES	124.	124.
TOTALS	148,903.	148,903.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
2011 OUTSTANDING CHECKS (CHECKING ACCT)	520,310.
2010 UNEXPENDED CHECKS-4 GRANTS	63,772.
TOTAL	584,082.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ACCRUED INCOME	45,968.
2010 OUTSTANDING CHECKS (CHECKING ACCT)	526,122.
LOOMIS SAYLES BOOK/TAX 1099 DIVIDEND ADJ.	5,104.
TOTAL	577,194.

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT
==

N/A

CHARLES H HOOD FOUNDATION 04-3507847

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

OFFICER NAME:
SEE SCHEDULE OF TRUSTEES
ADDRESS:

TITLE:
TRUSTEES
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

FORM 990PF, PART XV - LINES 2a - 2d
================================

RECIPIENT NAME:
RAYMOND CONSIDINE, EXECUTIVE DIRECTOR,
ADDRESS:
C/O CHARLES H HOOD FOUNDATION,SUITE 208
95 BERKELEY ST.,BOSTON, MA 02116
FORM, INFORMATION AND MATERIALS:
STANDARD APPLICATION-FORMS AVAILABLE ONLINE AT
WWW.TMFGRANTS.ORG/HOOD
SUBMISSION DEADLINES:
APRIL AND OCTOBER OF EACH YEAR
RESTRICTIONS OR LIMITATIONS ON AWARDS:
AWARDS GIVEN FOR PEDIATRIC RESEARCH.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SEE ATTACHED SCHEDULE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID ....2,270,876.

TOTAL GRANTS PAID: 2,270,876.

FORM 6781, PART I -- SECTION 1256 CONTRACTS MARKED TO MARKET

DESCRIPTION	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR BASIS	LOSS	GAIN
EXCELSIOR MULTI STRAT HEDGE	12/31/2010	12/31/2011				2,171.
TOTAL GAINS AND LOSSES						2,171.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No. 1545-0092

2011

Name of estate or trust	Employer identification number
CHARLES H HOOD FOUNDATION	04-3507847

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	7,250.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	868.
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	-470,869.
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-462,751.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					146,451.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	156,653.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	1,303.
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	763,280.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	1,067,687.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2011**

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

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-462,751.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			1,067,687.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			966.
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			604,936.

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

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** **b** $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

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

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

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

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

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: CHARLES H HOOD FOUNDATION

Employer identification number: 04-3507847

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 5016.667 ARTIO INTL EQUITY I	11/30/2010	09/20/2011	52,374.00	60,200.00	-7,826.00
2040. ISHARES MSCI SOUTH K FUND	07/30/2010	02/04/2011	128,357.00	99,358.00	28,999.00
500. PROCTER & GAMBLE CO C	11/30/2010	03/25/2011	30,427.00	30,663.00	-236.00
14044.944 THORNBURG INTL V I	09/20/2011	12/29/2011	343,118.00	350,000.00	-6,882.00
2000. US BANCORP DEL COM N	02/04/2011	09/20/2011	47,897.00	54,702.00	-6,805.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 7,250.00

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

Employer identification number 04-3507847

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 16789.792 ARTIO INTL EQUIT I	07/09/2008	09/20/2011	175,285.00	250,000.00	-74,715.00
19839.743 ARTIO INTL EQUIT I	11/11/2009	09/20/2011	207,127.00	247,600.00	-40,473.00
1000. AUTOMATIC DATA PROCE	06/14/1988	09/20/2011	50,904.00	4,671.00	46,233.00
600. CATERPILLAR INCORPORA	05/29/2009	09/20/2011	51,278.00	20,937.00	30,341.00
1000. CHEVRONTEXACO CORP C	05/10/1983	09/20/2011	99,323.00	9,658.00	89,665.00
9507.511 COLUMBIA VALUE AN RESTRUCTURING FUND CLASS Z	07/09/2008	09/20/2011	417,760.00	500,000.00	-82,240.00
2271.695 COLUMBIA VALUE AN RESTRUCTURING FUND CLASS Z	03/09/2010	09/20/2011	99,818.00	100,000.00	-182.00
8553.855 COLUMBIA SELECT S FUND CLASS Z SHARES	03/09/2010	09/20/2011	122,406.00	125,228.00	-2,822.00
19582.938 COLUMBIA SELECT FUND CLASS Z SHARES	05/27/2009	09/20/2011	280,232.00	206,600.00	73,632.00
125000. CREDIT SUISSE FIRS NT	04/24/2006	11/16/2011	131,655.00	124,590.00	7,065.00
600. DANAHER CORPORATION	07/07/2004	09/20/2011	27,609.00	15,081.00	12,528.00
125. DEVON ENERGY CORPORAT	11/11/2008	09/20/2011	8,115.00	9,255.00	-1,140.00
2000. DEVON ENERGY CORPORA	10/13/2008	09/20/2011	129,848.00	136,456.00	-6,608.00
300. E M C CORP MASS	12/02/2009	02/04/2011	7,668.00	5,039.00	2,629.00
3700. E M C CORP MASS	07/09/2008	02/04/2011	94,568.00	49,811.00	44,757.00
1500. E M C CORP MASS	07/09/2008	09/20/2011	33,787.00	20,193.00	13,594.00
300. EMERSON ELEC CO	08/12/1988	09/20/2011	13,792.00	2,128.00	11,664.00
600. EXXON MOBIL CORPORATI	02/17/1995	09/20/2011	44,264.00	9,554.00	34,710.00
100000. FEDERAL HOME LN BK	02/15/2006	03/11/2011	100,000.00	99,575.00	425.00
200. GENERAL ELEC CO	10/12/1989	09/20/2011	3,245.00	968.00	2,277.00
750. GOLDMAN SACHS GROUP I	03/09/2010	09/20/2011	78,730.00	127,754.00	-49,024.00
100000. HSBC FIN CORP NT	02/15/2006	01/14/2011	100,000.00	99,760.00	240.00
3175. HEWLETT PACKARD CO C	11/11/2009	09/20/2011	72,595.00	158,351.00	-85,756.00
1500. HEWLETT PACKARD CO C	12/02/2009	09/20/2011	34,297.00	73,567.00	-39,270.00
800. ILLINOIS TOOL WORKS I	05/13/1993	09/20/2011	36,235.00	7,183.00	29,052.00

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

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

Employer identification number: 04-3507847

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 200. INTERNATIONAL BUSINES	07/09/2008	02/04/2011	32,761.00	24,321.00	8,440.00
300. INTERNATIONAL BUSINES	07/09/2008	09/20/2011	51,961.00	36,481.00	15,480.00
75. ISHARES INC MSCI BRAZI FUND	11/11/2009	12/29/2011	4,240.00	5,708.00	-1,468.00
1500. ISHARES INC MSCI BRA INDEX FUND	05/27/2009	12/29/2011	84,794.00	80,820.00	3,974.00
500. ISHARES INC MSCI SING FUND	11/11/2009	12/29/2011	5,449.00	5,640.00	-191.00
8000. ISHARES INC MSCI SIN FUND	05/27/2009	12/29/2011	87,183.00	73,040.00	14,143.00
8090. ISHR MSCI TAIWAN IND	07/30/2010	12/29/2011	94,894.00	99,972.00	-5,078.00
355. ISHR MSCI EAFE INDEX	06/22/2006	02/04/2011	21,512.00	22,200.00	-688.00
1000. ISHR MSCI EAFE INDEX	02/14/2006	02/04/2011	60,598.00	62,044.00	-1,446.00
645. ISHR MSCI EAFE INDEX	02/06/2006	02/04/2011	39,085.00	40,013.00	-928.00
355. ISHR MSCI EAFE INDEX	02/06/2006	09/20/2011	17,643.00	22,022.00	-4,379.00
1000. ISHR MSCI EAFE INDEX	09/14/2005	09/20/2011	49,699.00	57,245.00	-7,546.00
4000. ISHR MSCI EAFE INDEX	09/08/2005	09/20/2011	198,796.00	228,614.00	-29,818.00
1000. ISHR MSCI EAFE INDEX	11/09/2005	09/20/2011	49,699.00	56,915.00	-7,216.00
2000. ISHR MSCI EAFE INDEX	11/15/2005	09/20/2011	99,398.00	113,570.00	-14,172.00
1000. ISHR MSCI EAFE INDEX	10/24/2005	09/20/2011	49,699.00	55,285.00	-5,586.00
645. ISHR MSCI EAFE INDEX	02/28/2005	09/20/2011	32,056.00	35,056.00	-3,000.00
2355. ISHR MSCI EAFE INDEX	02/28/2005	10/12/2011	121,315.00	127,994.00	-6,679.00
645. ISHR MSCI EAFE INDEX	12/03/2004	10/12/2011	33,227.00	33,953.00	-726.00
855. ISHR MSCI EAFE INDEX	12/03/2004	10/17/2011	43,882.00	45,007.00	-1,125.00
2145. ISHR MSCI EAFE INDEX	01/13/2003	10/17/2011	110,090.00	72,158.00	37,932.00
500. ISHARES S&P SMALLCAP FUND	10/24/2005	10/17/2011	31,906.00	27,664.00	4,242.00
400. JOHNSON & JOHNSON	08/25/1988	03/25/2011	23,520.00	2,028.00	21,492.00
500. LIFE TECHNOLOGIES COR	03/09/2010	09/20/2011	19,964.00	26,142.00	-6,178.00
1500. LIFE TECHNOLOGIES CO	05/27/2009	09/20/2011	59,893.00	57,570.00	2,323.00

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

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

Employer identification number
04-3507847

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 5100. LOWES COMPANIES INCO	05/27/2009	09/20/2011	102,330.00	102,893.00	-563.00
9000. MYLAN LABS INC	05/27/2009	09/20/2011	182,581.00	118,255.00	64,326.00
3000. NEXTERA ENERGY INC C	02/14/2006	02/04/2011	163,538.00	124,864.00	38,674.00
575. ORACLE SYS CORP	12/02/2009	02/04/2011	18,821.00	13,038.00	5,783.00
425. ORACLE SYS CORP	11/11/2009	02/04/2011	13,911.00	9,309.00	4,602.00
1000. ORACLE SYS CORP	11/11/2009	09/20/2011	29,294.00	21,904.00	7,390.00
500. PRAXAIR INCORPORATED	05/12/2005	02/04/2011	47,532.00	23,044.00	24,488.00
400. PRAXAIR INCORPORATED	05/12/2005	09/20/2011	40,117.00	18,435.00	21,682.00
1000. PRICE T ROWE GROUP I	06/22/2006	02/04/2011	66,203.00	37,488.00	28,715.00
4100. PRICE T ROWE GROUP I	06/22/2006	09/20/2011	211,978.00	153,699.00	58,279.00
3600. ROCHE HLDG LTD SPONS	07/09/2008	02/04/2011	132,193.00	159,624.00	-27,431.00
1000. ROCHE HLDG LTD SPONS	12/01/2008	02/04/2011	36,720.00	33,990.00	2,730.00
2000. SPDR S&P MIDCAP 400 SER 1 STANDARD & POORS	04/20/2006	09/20/2011	311,444.00	295,618.00	15,826.00
195. SPDR S&P MIDCAP 400 E SER 1 STANDARD & POORS	04/20/2006	10/17/2011	29,925.00	28,823.00	1,102.00
1000. SPDR S&P MIDCAP 400 SER 1 STANDARD & POORS	04/24/2006	10/17/2011	153,460.00	147,244.00	6,216.00
305. SPDR S&P MIDCAP 400 E SER 1 STANDARD & POORS	06/22/2006	10/17/2011	46,805.00	40,828.00	5,977.00
7150. STAPLES INCORPORATED	07/09/2008	09/20/2011	103,716.00	160,285.00	-56,569.00
500. STAPLES INCORPORATED	11/11/2008	09/20/2011	7,253.00	8,823.00	-1,570.00
1525. STATE STREET CORP	01/28/2004	09/20/2011	50,053.00	83,219.00	-33,166.00
300. STATE STREET CORP	01/28/2004	09/20/2011	9,847.00	16,359.00	-6,512.00
1300. STATE STREET CORP	01/28/2004	09/20/2011	42,668.00	70,876.00	-28,208.00
2300. STATE STREET CORP	01/28/2004	09/20/2011	75,490.00	124,269.00	-48,779.00
100. STATE STREET CORP	01/28/2004	09/20/2011	3,282.00	5,399.00	-2,117.00
125000. TENNESSEE VALLEY A 01/18/2001 5.625% 01/18/201	04/03/2001	01/18/2011	125,000.00	123,619.00	1,381.00
500. THERMO ELECTRON CORP	03/09/2010	09/20/2011	26,692.00	25,198.00	1,494.00

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

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

Employer identification number
04-3507847

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

	(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	1500. THERMO ELECTRON CORP	11/11/2009	09/20/2011	80,077.00	67,272.00	12,805.00
	125. 3M CO COM	02/14/2006	09/20/2011	9,927.00	9,237.00	690.00
	4950. US BANCORP DEL COM N	07/09/2008	09/20/2011	118,546.00	136,390.00	-17,844.00
	1000. US BANCORP DEL COM N	07/23/2009	09/20/2011	23,949.00	19,085.00	4,864.00
	125000. UNITED STATES TREA 02/15/01 5.000% DUE 02/15/1	04/03/2001	02/15/2011	125,000.00	125,137.00	-137.00
	600. UNITED TECHNOLOGIES C	07/09/2008	09/20/2011	45,602.00	36,968.00	8,634.00
	300. UNITED TECHNOLOGIES C	07/09/2008	10/12/2011	22,264.00	18,484.00	3,780.00
	500. WAL-MART STORES INCOR	11/19/1980	03/25/2011	26,203.00	111.00	26,092.00
	250. ACCENTURE PLC CL A CO	10/24/2006	09/20/2011	13,733.00	8,098.00	5,635.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 156,653.00

Form 990PF Part X 1(a) and 1 (b)- Average Fair Market Value

2011	BANK OF AMERICA		STATE STREET BANK		BOA CHECKING		TOTAL	
	SECURITIES	CASH	SECURITIES	CASH	SECURITIES	CASH	SECURITIES	CASH
JANUARY	26,833,382 00	601,840 00	27,491,346 00	358,662 00		1,498 00	54,324,728 00	962,000 00
FEBRUARY	27,067,673 00	897,890 00	28,497,494 00	31,127 00		962 00	55,565,167 00	929,979 00
MARCH	27,086,972 00	1,104,372 00	28,604,613 00	74,599 00		313 00	55,691,585 00	1,179,284 00
APRIL	27,861,912 00	1,116,154 00	29,190,115 00	465,065 00		285 00	57,052,027 00	1,581,504 00
MAY	27,450,176 00	1,126,028 00	29,206,841 00	136,545 00		122 00	56,657,017 00	1,262,695 00
JUNE	26,996,332 00	385,288 00	28,797,128 00	83,964 00		282 00	55,793,460 00	469,534 00
JULY	26,605,993 00	409,086 00	23,670,998 00	17,488 00		282 00	50,276,991 00	426,856 00
AUGUST	25,348,530 00	446,573 00	26,519,242 00	262,398 00		62 00	51,867,772 00	709,033 00
SEPTEMBER	23,176,538 00	611,287 00	24,350,535 00	313,290 00		89 62	47,527,073 00	924,666 62
OCTOBER	24,616,586 00	1,020,696 00	26,745,065 00	234,922 00		74 62	51,361,651 00	1,255,692 62
NOVEMBER	24,367,596 56	1,181,463 14	26,019,912 00	462,249 00		309 62	50,387,508 56	1,644,021 76
DECEMBER	23,532,269 31	1,142,807 29	25,598,734 00	87,378 42		521,138 36	49,131,003 31	1,751,324 07
TOTAL	310,943,959 87	10,043,484 43	324,692,023 00	2,527,687 42	-	525,418 22	635,635,982 87	13,096,590 07
AVG	**25,911,996 66**	**836,957 04**	**27,057,668 58**	**210,640 62**	-	**43,784 85**	**52,969,665 24**	**1,091,382 51**

BOOKVALUE

12/31/2011	BV CASH	BV GOVT	BV BONDS	BV STK	BV RE/TANG	BV OTHER/HEDGE	**TOTAL**
SSGAminusLOOMIS	$87,378 00		$ 5,326,416 36	$10,238,145 82			**$15,651,940.18**
							$0.00
CHECKING	$521,138 36	0					**$521,138.36**
							$0.00
LOOMIS	0	0		$7,252,365 19			**$7,252,365.19**
							$0.00
							$0.00
BANK OF AMERICA	$1,142,807 29	0	$3,540,515 87	$11,190,090 89	$ 2,683,734 52	$1,710,823 00	**$20,267,971.57**
TOTAL	$1,751,323 65	$0 00	$8,866,932 23	$28,680,601 90	$2,683,734 52	$1,710,823 00	**$43,693,415.30**

FMV

12/31/2011	FMV CASH	FMV GOVT	FMV BONDS	FMV STK	FMV RE/ TANG	FMV OTHER/ HEDGE	**TOTAL**
SSGAminusLOOMIS	$87,378 00		$ 5,188,605 98	$12,933,353 13		$0 00	**$18,209,337.11**
							$0.00
CHECKING	$521,138 36	$-					**$521,138.36**
							$0.00
LOOMIS		$-		$7,476,775 00			**$7,476,775.00**
							$0.00
							$0.00
BANK OF AMERICA	$1,142,848 52	$-	$3,976,321 93	$15,413,246 04	$ 2,364,145 60	$1,778,514 51	**$24,675,076.60**
TOTAL	$1,751,364 88	$0 00	$9,164,927 91	$35,823,374.17	$2,364,145 60	$1,778,514 51	**$50,882,327.07**

CHARLES H HOOD FOUNDATION
04-3507847
Balance Sheet
12/31/2011

BankofAmerica

Cusip	Asset	Units	Basis	Market Value
G1151C101	ACCENTURE PLC	4000 000	129,560.80	212,920.00
988498101	YUM BRANDS INC	2800 000	143,680.06	165,228 00
949746101	WELLS FARGO & CO	6800 000	195,234 00	187,408 00
931142103	WAL-MART STORES INC	3600 000	798.34	215,136.00
913017109	UNITED TECHNOLOGIES CORP	2500.000	144,919 85	182,725 00
912828BR0	UNITED STATES TREAS NT	150000 000	148,171 88	161,097 00
912828AJ9	UNITED STATES TREAS NT	150000.000	149,794.92	153,949.50
9128277L0	UNITED STATES TREAS NT	100000 000	101,218.75	100,566.00
88579Y101	3M CO	2000.000	129,000 00	163,460 00
87612E106	TARGET CORP	3250.000	175,975.80	166,465.00
872540109	TJX COS INC NEW	3000 000	172,305.00	193,650.00
806857108	SCHLUMBERGER LTD	2975 000	243,621.06	203,222.25
78467Y107	SPDR S&P MIDCAP 400 ETF TR	9695.000	1,038,533.34	1,546,255 55
78463V107	SPDR GOLD TR	5000.000	539,704.55	759,950.00
742718DA4	PROCTER & GAMBLE CO	100000.000	106,686 00	110,955 00
742718109	PROCTER & GAMBLE CO	3400 000	3,052.45	226,814.00
74005P104	PRAXAIR INC	2500 000	115,221.00	267,250.00
72201P100	PIMCO GLOBAL MULTI-ASSET FUND	43397 151	500,000.00	466,519 37
717081AR4	PFIZER INC	100000.000	103,445 00	107,812 00
717081103	PFIZER INC	9350 000	151,928.58	202,334.00
713448108	PEPSICO INC	3750 000	190,387 50	248,812 50
693475105	PNC FINL SVCS GROUP INC	3000.000	150,075.00	173,010 00
68389X105	ORACLE CORP	6075 000	131,871 91	155,823 75
674599105	OCCIDENTAL PETE CORP DEL	2000.000	174,383 00	187,400.00
66987V109	NOVARTIS A G	3000.000	166,046 10	171,510.00
65339F101	NEXTERA ENERGY INC	2500.000	137,562 50	152,200.00
641224415	NEUBERGER BERMAN EMERGING	7094 211	125,000 00	97,190.69
641069406	NESTLE S A	3600 000	163,027 00	207,892 80
637432KT1	NATIONAL RURAL UTILS COOP FIN	150000.000	150,667 50	172,758 00
594918104	MICROSOFT CORP	8075.000	184,471 81	209,627 00
589331AK3	MERCK & CO INC	100000 000	103,047.00	111,659 00
580135101	MCDONALDS CORP	2324 000	11,280 12	233,166 92
532457BB3	LILLY ELI & CO	150000 000	154,252 50	173,272 50
52106N889	LAZARD EMERGING MKTS EQUITY	41742 216	723,150 00	701,269 23

CHARLES H HOOD FOUNDATION
04-3507847
Balance Sheet
12/31/2011

Bank of America

Cusip	Asset	Units	Basis	Market Value
478160104	JOHNSON & JOHNSON	3000.000	15,210 00	196,740 00
46625HGY0	JPMORGAN CHASE & CO	150000 000	146,485.50	167,352 00
46625H100	J P MORGAN CHASE & CO	4750 000	176,351 80	157,937 50
464288513	ISHARES IBOXX $ HIGH YIELD CORP	6000 000	463,260 00	536,580.00
464287804	ISHARES S&P SMALLCAP 600 INDEX	6365 000	326,426 55	434,729.50
464287465	ISHARES MSCI EAFE INDEX	3855 000	129,682 20	190,938.15
464287234	ISHARES MSCI EMERGING MKTS INDEX	19200.000	492,422 00	728,448.00
464286731	ISHR MSCI TAIWAN INDEX	8090 000	99,972 18	94,733 90
464286673	ISHARES MSCI SINGAPORE INDEX	8500 000	78,680 00	92,055 00
464286400	ISHARES INC MSCI BRAZIL FREE	1575 000	86,528 25	90,389.25
459200GR6	INTERNATIONAL BUSINESS MACHINES	125000 000	125,037.50	127,578.75
459200101	INTERNATIONAL BUSINESS MACHS	1400.000	161,821 82	257,432 00
458140100	INTEL CORP	7375 000	151,087.46	178,843 75
452308109	ILLINOIS TOOL WKS INC	3450 000	30,976.69	161,149.50
448108100	HUSSMAN INVT STRATEGIC GROWTH	39271.267	500,000.00	488,141.85
375558103	GILEAD SCIENCES INC	3000 000	134,982 90	122,790.00
36962GP65	GENERAL ELEC CAP CORP	100000 000	97,819 57	108,494 00
369604AY9	GENERAL ELEC CO	100000 000	102,631 00	104,210.00
369604103	GENERAL ELEC CO	10850 000	52,532.11	194,323.50
35671D857	FREEPORT-MCMORAN COPPER &	2400 000	122,048 04	88,296.00
3134A4QD9	FEDERAL HOME LN MTG CORP	100000.000	100,826 00	102,698.00
3133X7FK5	FEDERAL HOME LN BK	250000.000	249,277.50	278,247.50
30Z998996	UST EXCELSIOR LASALLE PROPERTY	16304.916	1,393,329 97	873,943.50
30231G102	EXXON MOBIL CORP	3675 000	58,519 78	311,493 00
3007229X5	EXCELSIOR MULTI-STRATEGY HEDGE	541 263	710,823.00	803,803.16
291011104	EMERSON ELEC CO	3950 000	28,015 37	184,030 50
278865100	ECOLAB INC	4250 000	79,961 25	245,692.50
269858304	EAGLE SM CAP GROWTH FUND	5396 654	200,000.00	206,152.18
268648102	EMC CORP	9800 000	129,075.29	211,092.00
25746UAW9	DOMINION RES INC	100000 000	100,137.00	111,453 00
254687106	DISNEY WALT CO	5000 000	39,102.70	187,500 00
25271C102	DIAMOND OFFSHORE DRILLING INC	2000 000	131,443 00	110,520 00
25156PAH6	DEUTSCHE TELEKOM INTL FIN B V	125000 000	120,873 75	139,110 00
235851102	DANAHER CORP DEL	3400 000	85,442 00	159,936 00

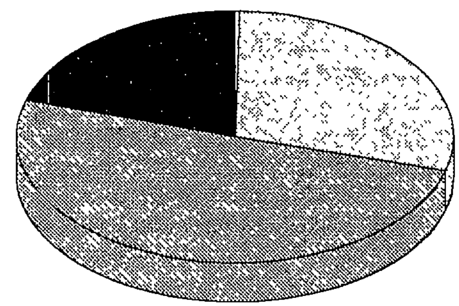
CHARLES H HOOD FOUNDATION
04-3507847
Balance Sheet
12/31/2011

Bank of America

Cusip	Asset	Units	Basis	Market Value
22544R305	CREDIT SUISSE COMMODITY-RETURN	89272 873	750,700 00	730,252.10
20825CAR5	CONOCOPHILLIPS	150000 000	154,972 50	180,750 00
20030NAJ0	COMCAST CORP	125000.000	121,463.75	142,216 25
19765Y688	COLUMBIA SELECT LARGE CAP	65038 296	723,400 00	781,760.32
19765N245	COLUMBIA DIVIDEND INCOME FUND	62695.925	800,000.00	853,918.50
191216AK6	COCA-COLA CO	150000.000	156,864.00	180,078.00
191216100	COCA COLA CO	3750 000	75,735 17	262,387.50
17275RAC6	CISCO SYS INC	100000 000	99,158.00	116,373.00
17275R102	CISCO SYS INC	8925.000	196,812.12	161,364.00
166764100	CHEVRON CORP	2425 000	23,419 44	258,020 00
149123101	CATERPILLAR INC	1900 000	66,300 50	172,140.00
125896100	CMS ENERGY CORP	7000.000	143,503 50	154,560.00
10138MAG0	BOTTLING GROUP LLC	125000 000	122,453 75	144,811.25
09247X101	BLACKROCK INC	1000.000	157,754 10	178,240 00
071813109	BAXTER INTL INC	3000.000	167,745.00	148,440.00
053015103	AUTOMATIC DATA PROCESSING INC	3950.000	18,449 28	213,339.50
04314H881	ARTISAN INTL VALUE FUND	14466 546	400,000 00	362,965.64
04314H204	ARTISAN INTERNATIONAL FUND	17748.479	350,000 00	351,952.34
037833100	APPLE INC	350 000	121,136 68	141,750.00
037411105	APACHE CORP	1700 000	205,313 42	153,986.00
035229CX9	ANHEUSER BUSCH COS INC	100000.000	102,894 00	101,118.00
0075W0817	CAMBIAR SMALL CAP FUND	12779.553	200,000 00	213,929.72
002824AT7	ABBOTT LABS	100000 000	105,135 00	117,311.00
002824100	ABBOTT LABS	3400 000	194,335.50	191,182.00
00206RAR3	AT&T INC	150000.000	153,943 50	177,004.50
	Cash/Cash Equivalent	866247.700	866,247.70	866,247.70
		Totals:	20,256,592 41	24,592,240 36

sset Summary

	Asset Value	Percent of Assets
ginning Asset Value As of 12/01/11	**$26,482,161.09**	
ish and Equivalents	$87,378 42	0 34%
overnment and Agency Bonds	0 00	0.00
orporate Bonds	0 00	0.00
her Fixed Income	7,476,774.96	29 11
uities	12,933,353.13	50 34
reign Assets	5,188,605 98	20.21
her Assets	0.00	0.00
iding Asset Value As of 12/31/11	**$25,686,112.49**	**100.00%**



icome Summary

	Statement Period	Year To Date	Est. Annual Income
ish and Equivalents	$30 69	$212.41	$78.24
overnment and Agency Bonds	0.00	0.00	0.00
orporate Bonds	0 00	0.00	0 00
her Fixed Income	0 00	0 00	453,578.89
uities	276,830 75	787,281.37	245,083.99
reign Assets	9,486 01	44,318 09	172,534.52
her Assets	0 00	0 00	0.00
tal Income	**$286,347.45**	**$831,811.87**	**$871,275.64**

Account Activity Summary

	Amount
Beginning Balance As of 12/01/11	**$87.20**
Receipts	
Money Market Income	30 69
Dividends	286,316 76
Interest	0 00
Sales and Maturities	583,533.98
Transfers	52,588 43
Cash Receipts	0 00
Total Receipts	922,469.86
Disbursements	
Purchases	476,226.55-
Transfers	52,588 43-
Cash Disbursements	768,525 51-
Total Disbursements	1,297,340 49-
Net Money Market Transactions	$383,920 47
Ending Balance As of 12/31/11	**$9,137.04**

JOHN PARKER, PRESIDENT AND TREASURER, CHARLES H. HOOD FOUNDATION
Account Number. XX6958

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
	CASH AND EQUIVALENTS							
	CASH BALANCE		$9,137.04		$9,137 04	0 04%		
78,241 380	SSGA PRIME MONEY MARKET FUND 236	CM1SVPXX0	78,241 38	1 000	78,241 38	0 30	78 24	0 10
	TOTAL CASH AND EQUIVALENTS		$87,378.42		$87,378.42	0.34%	$78 24	
	OTHER FIXED INCOME							
	MUTUAL FUNDS							
R 606,388 886	LOOMIS SAYLES INVT GRADE FXD INC FD	543495105	$7,252,365 19	12 330	$7,476,774.96	29 11%	$453,578 89	6 07%
	TOTAL MUTUAL FUNDS		$7,252,365.19		$7,476,774 96	29.11%	$453,578.89	
	TOTAL OTHER FIXED INCOME		$7,252,365 19		$7,476,774.96	29.11%	$453,578.89	
	EQUITIES							
	CONSUMER DURABLES							
	AUTOMOTIVE							
26,000 000	FORD MOTOR CO	345370860	$397,113.20	10 760	$279,760 00	1 09%	$5,200 00	1 86%
	TOTAL CONSUMER DURABLES		$397,113.20		$279,760.00	1.09%	$5,200.00	
	CONSUMER NON-DURABLES							
	FOODS							
7,000 000	KELLOGG CO	487836108	$355,850 11	50 570	$353,990 00	1 38%	$12,040 00	3 40%
	BEVERAGES							
5,500.000	PEPSICO INC	713448108	$252,679.35	66.350	$364,925 00	1 42%	$11,330 00	3.10%
	DRUGS							
15,000 000	MYLAN LABORATORIES INC	628530107	$166,935 00	21 460	$321,900 00	1 25%		
16,000 000	PFIZER INC	717081103	267,320 00	21 640	346,240 00	1 35	14,080 00	4 07
	HEALTH CARE							
6,500 000	UNITEDHEALTH GROUP INC	91324P102	$323,479 00	50 680	$329,420 00	1 28%	$4,225 00	1 28%
	TOTAL CONSUMER NON-DURABLES		$1,366,263 46		$1,716,475 00	6 68%	$41,675 00	
	CONSUMER SERVICES							
	BROADCASTING & CABLE							
10,000 000	DIRECTV-A	25490A101	$212,133 60	42 760	$427,600 00	1 66%		
	ENTERTAINMENT & LEISURE TIME							
9,000 000	DISNEY (THE WALT) COMPANY DEL	254687106	$213,300.90	37 500	$337,500 00	1.31%	$5,400 00	1 60%

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
	UITIES (Continued)							
	CONSUMER SERVICES (Continued)							
	RESTAURANTS & LODGING							
5,000 000	MCDONALDS CORP	580135101	$281,631 38	100 330	$501,650 00	1 95%	$14,000 00	2 79%
	RETAIL							
5,000 000	KOHLS CORPORATION	500255104	$209,468 00	49 350	$246,750 00	0 96%	$5,000 00	2 03%
10,500 000	WALGREEN CO	931422109	337,776 05	33 060	347,130 00	1 35	9,450 00	2 72
	TOTAL CONSUMER SERVICES		$1,254,309.93		$1,860,630 00	7.23%	$33,850.00	
	BUSINESS PRODUCTS & SERVICES							
	COMPUTER SERVICES							
13,500 000	MICROSOFT CORP	594918104	$331,458 75	25.960	$350,460 00	1 36%	$10,800 00	3 08%
16,000 000	ORACLE CORP	68389X105	362,440 35	25 650	410,400 00	1 60	3,840 00	0 94
	TELECOMMUNICATION SERVICES							
11,600.000	QUALCOMM INC	747525103	$455,523.84	54 700	$634,520.00	2 47%	$9,976.00	1 57%
	OTHER BUSINESS PRODS & SVCS							
60 000	GILDAN ACTIVEWEAR INC-A	375916103	$1,576 80	18 790	$1,127 40		$18 00	1 60%
3,750 000	SM ENERGY CO	78454L100	300,116 63	73 100	274,125 00	1 07	375 00	0 14
	TOTAL BUSINESS PRODUCTS & SERVICES		$1,451,116.37		$1,670,632.40	6 50%	$25,009.00	
	CAPITAL GOODS							
	ELECTRICAL EQUIPMENT							
7,000 000	EMERSON ELECTRIC CO	291011104	$332,583.30	46.590	$326,130 00	1 27%	$11,200 00	3.43%
4,000.000	PARKER HANNIFIN CO	701094104	302,553 60	76 250	305,000 00	1 19	5,920 00	1 94
	MANUFACTURING-DIVERSIFIED							
10,000.000	DANAHER CORP	235851102	$187,500 00	47 040	$470,400 00	1 83%	$1,000 00	0 21%
	AEROSPACE & DEFENSE							
6,700 000	UNITED TECHNOLOGIES CORP	913017109	$358,180.55	73 090	$489,703 00	1 91%	$12,864 00	2 63%

STATE STREET.

JOHN PARKER, PRESIDENT AND
TREASURER, CHARLES H HOOD
FOUNDATION
Account Number: XX6958

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
EQUITIES (Continued)								
	CAPITAL GOODS (Continued)							
	COMPUTER & BUSINESS EQUIPMENT							
2,000 000	APPLE INC	037833100	$236,376 24	405 000	$810,000 00	3 15%		
18,750 000	EMC CORP MASS	268648102	335,235 10	21 540	403,875 00	1 57		
	TELECOMMUNICATIONS EQUIPMENT							
10,000 000	AT&T INC	00206R102	$236,636 00	30.240	$302,400 00	1 18%	$17,600 00	5 82%
23,100 000	CORNING INC	219350105	532,512 08	12 980	299,838 00	1 17	6,930 00	2 31
	TOTAL CAPITAL GOODS		$2,521,576 87		$3,407,346.00	13.27%	$55,514.00	
	ENERGY							
	OIL-INTEGRATED							
4,650 000	CHEVRON CORP	166764100	$351,167 49	106 400	$494,760 00	1.93%	$15,066 00	3 04%
4,000 000	DEVON ENERGY CORP	25179M103	97,787 40	62 000	248,000 00	0 97	2,720 00	1 10
7,887 000	MARATHON PETROLEUM CORP	56585A102	226,237 35	33 290	262,558.23	1 02	7,887 00	3 00
3,500 000	OCCIDENTAL PETROLEUM CORP	674599105	356,325 90	93 700	327,950 00	1 28	6,440 00	1 96
	OTHER ENERGY							
2,500 000	APACHE CORP	037411105	$244,406 25	90.580	$226,450.00	0 88%	$1,500 00	0 66%
	TOTAL ENERGY		$1,275,924.39		$1,559,718.23	6.08%	$33,613.00	
	BASIC INDUSTRIES							
	METALS & MINING							
6,000 000	FREEPORT-MCMORAN COPPER & GOLD	35671D857	$199,571.10	36.790	$220,740 00	0 86%	$6,000 00	2.72%
80 000	SOUTHERN COPPER CORP	84265V105	2,324 00	30 180	2,414 40	0 01	224 00	9 28
	CHEMICALS -MAJOR							
4,000 000	PRAXAIR INC	74005P104	$116,429.00	106.900	$427,600 00	1 66%	$8,000 00	1.87%
	CHEMICALS-SPECIALTY							
6,500 000	ECOLAB INC	278865100	$203,056 75	57.810	$375,765 00	1 46%	$5,200 00	1.38%

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
	ɿUITIES (Continued)							
	BASIC INDUSTRIES (Continued)							
	PAPER & FOREST PRODUCTS							
12,000 000	INTERNATIONAL PAPER CO	460146103	$305,400.00	29 600	$355,200 00	1 38%	$12,600 00	3.55%
	TOTAL BASIC INDUSTRIES		$826,780.85		$1,381,719.40	5 37%	$32,024 00	
	FINANCIAL							
	BANKS							
270 000	AKBANK TURK ANONIM SIRKETI	009719501	$1,992.60	6 280	$1,695 60	0 01%	$36 99	2 18%
5,000 000	PNC FINANCIAL SERVICES GROUP	693475105	332,466 50	57 670	288,350 00	1 12	7,000 00	2 43
7,000 000	STATE STREET CORP	857477103	330,279 43	40 310	282,170 00	1 10	5,040 00	1 79
	OTHER FINANCIAL							
3,400 000	FRANKLIN RESOURCES	354613101	$345,418 50	96 060	$326,604 00	1.27%	$3,672 00	1 12%
1,750 000	GOLDMAN SACHS GROUP INC	38141G104	134,903 30	90 430	158,252 50	0 62	2,450 00	1 55
	TOTAL FINANCIAL		$1,145,060.33		$1,057,072.10	4.12%	$18,198.99	
	ƆTAL EQUITIES		$10,238,145.40		$12,933,353 13	50 34%	$245,083.99	
	ƆREIGN ASSETS							
	PREFERRED STOCK							
970 000	VALE SA-SPONSORED PREF ADR	91912E204	$21,469 11	20 600	$19,982 00	0.08%		
	TOTAL PREFERRED STOCK		$21,469.11		$19,982.00	0 08%	$0.00	
	EQUITIES							
440.000	DAIMLER AG	D1668R123	$22,972 40	43 860	$19,298 40	0 08%		
450 000	DEUTSCHE BANK AG	D18190898	17,622 00	37 860	17,037 00	0 07	479 70	2 82
8,000 000	COVIDIEN PLC	G2554F113	323,300 49	45 010	360,080.00	1.40	7,200.00	2 00
4,500 000	EVEREST RE GROUP LTD	G3223R108	392,110 29	84 090	378,405 00	1 47	8,640 00	2 28
1,770 000	UBS AG	H89231338	22,258.28	11.830	20,939 10	0 08		
210 000	ASML HOLDING NV	N07059186	8,573 08	41 790	8,775 90	0 03	104 37	1 19
1,070 000	ABB LTD ADR	000375204	20,926 10	18 830	20,148.10	0 08	720 11	3 57
970.000	AIA GROUP LTD	001317205	11,998 90	12 530	12,154 10	0 05	47 53	0 39
360 000	AU OPTRONICS CORP-SPONSORED ADR	002255107	1,493 50	4 320	1,555.20	0.01	32 40	2 08
200 000	ADIDAS-SALOMON AG-SPONSORED ADR	00687A107	7,144 00	32 610	6,522 00	0 03	79 80	1 22
1,080 000	ADVANCED INFO SVC-SPON ADR	00753G103	4,361 20	4 400	4,752 00	0 02	402 84	8 48
460 000	ADVANCED SEMICONDUCTOR ENGR INC-ADR	00756M404	2,059 97	4 340	1,996 40	0 01	28 06	1 41
70 000	ADVANTEST CORP-ADR	00762U200	861.70	9 460	662 20		6 30	0 95

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
840 000	AEGON NV-NY REG SHR	007924103	4,053 17	4 020	3,376 80	0 01		
1,040 000	AGEAS-SPONSORED ADR	00844W109	2,184 00	1.520	1,580 80	0 01	101 92	6 45
80 000	AGNICO EAGLE MINES LTD	008474108	3,561 60	36 320	2,905 60	0 01	51 20	1 76
80 000	AGRIUM INC	008916108	6,308 80	67 110	5,368 80	0 02	36 00	0 67
60 000	ELECTROLUX AB - SPONSORED ADR	010198208	2,126 40	32 004	1,920 24	0 01	103 74	5 40
110.000	AKZO NOBEL N.V. ADR	010199305	5,804 70	48.300	5,313.00	0.02	183.70	3 46
1,130 000	ALCATEL-LUCENT-SPONSORED ADR	013904305	3,158 01	1 560	1,762 80	0 01		
2,210 000	ALLIANZ SE-ADR	018805101	24,908 00	9 470	20,928 70	0 08	1,067 43	5 10
300 000	ALUMINA LTD	022205108	1,852 98	4 610	1,383 00	0 01	83 70	6 05
80 000	ALUMINUM CORP CHINA-ADR	022276109	1,204.80	10 800	864 00		2 80	0 32
140 000	AMCOR LTD-SP ADR	02341R302	4,256 00	29 500	4,130 00	0 02	197 82	4 79
1,000.000	AMER MOVIL SA DE CV SER L ADR	02364W105	24,062 00	22 600	22,600.00	0 09	286 00	1 26
190 000	ANGLOGOLD ASHANTI ADR	035128206	7,924 90	42 450	8,065 50	0 03	64 98	0 81
390 000	ANHEUSER BUSCH INBEV SA/NV-SP ADR	03524A108	21,704 59	60 990	23,786 10	0.09	378 30	1.59
80 000	ANTOFAGASTA PLC-SPONSORED ADR	037189107	3,017 60	37 420	2,993 60	0 01	28 88	0 96
420 000	ARCELORMITTAL NY REG	03938L104	8,306 09	18 190	7,639 80	0 03	267 54	3 50
30 000	ARKEMA-SPONSORED ADR	041232109	2,048 10	70 700	2,121 00	0 01	35 85	1 69
220 000	ARM HOLDINGS PLC-SPONS ADR	042068106	6,075 39	27.670	6,087.40	0 02	28 60	0 47
670 000	ASTRAZENECA GROUP PLC ADR	046353108	32,344 99	46 290	31,014 30	0 12	1,809 00	5 83
310 000	ATLAS COPCO AB-SPONS ADR-A	049255706	6,652 60	21 450	6,649 50	0 03	140 12	2.11
180 000	ATLAS COPCO AB CLASS B-SP ADR	049255805	3,391 20	18 980	3,416 40	0 01	81 36	2 38
1,360 000	AUSTRALIA & NZ BKG GROUP ADR	052528304	31,076 00	20 820	28,315 20	0 11	1,924.40	6.80
700 000	AVIVA PLC - SPON ADR	05382A104	7,768 95	9 250	6,475 00	0 03	582 40	8 99
870 000	AXA ADR	054536107	13,620 70	12 860	11,188 20	0 04	729.06	6 52
400 000	BAE SYSTEMS PLC ADR	05523R107	7,340 00	17.660	7,064 00	0 03	447 20	6 33
460 000	BASF SE ADR	055262505	33,291 20	69 730	32,075.80	0 12	1,054.78	3.29
120 000	BCE INC	05534B760	4,722 19	41 670	5,000 40	0 02	258 00	5 16
330 000	BG GROUP PLC ADR	055434203	35,333.10	107 000	35,310 00	0 14	372 57	1.05
520 000	BHP BILLITON PLC-SPONSORED ADR	05545E209	32,944 18	58 390	30,362 80	0 12	1,050 40	3 46
1,530 000	BP PLC ADR	055622104	63,786 16	42.740	65,392 20	0.25	2,570 40	3 93
930 000	BNP PARIBAS SA	05565A202	20,844 60	19 650	18,274 50	0 07	1,029 51	5 63
380 000	BT GROUP PLC ADR	05577E101	11,127.39	29 640	11,263 20	0 04	446 12	3 96
2,100 000	BANCO BILBAO VIZCAYA-SPONSORDED ADR	05946K101	18,614 82	8 570	17,997 00	0 07	1,062 60	5 90
930 000	BANCO BRADESCO ADR	059460303	16,102.11	16 680	15,512 40	0 06	95 79	0 62
240 000	BANCO DO BRASIL SA-SPON ADR	059578104	3,492 00	12 600	3,024 00	0 01	105 36	3 48
4,110 000	BANCO SANTANDER CENT HISPANO SA ADR	05964H105	34,680 18	7 520	30,907.20	0.12	2,835.90	9 18
20 000	BANCO SANTANDER CHILE ADR	05965X109	1,566 80	75 700	1,514 00	0 01	43.88	2 90
320 000	BANCO SANTANDER BRASIL-ADS	05967A107	2,807.39	8 140	2,604.80	0.01	72 32	2 78
30 000	BANCOLOMBIA SA-SPONSORED ADR	05968L102	1,849 80	59 560	1,786 80	0 01	42 57	2 38

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
REIGN ASSETS (Continued)								
EQUITIES (Continued)								
310.000	BANK OF MONTREAL	063671101	18,400 30	54.810	16,991 10	0.07	859 94	5 06
520.000	BANK OF NOVA SCOTIA	064149107	26,825 76	49 810	25,901 20	0 10	1,067 04	4 12
1,410 000	BARCLAYS PLC-SPONSORED ADR	06738E204	16,851.33	10 990	15,495 90	0 06	499 14	3.22
490 000	BARRICK GOLD CORP	067901108	22,407 06	45.250	22,172 50	0 09	294 00	1 33
400.000	BAYER AG	072730302	24,888 00	63 800	25,520.00	0.10	644 00	2 52
60 000	BAYTEX ENERGY CORP	07317Q105	3,174 90	55 890	3,353 40	0 01	156 90	4 68
780 000	BHP BILLITON LTD ADR	088606108	61,088 66	70 630	55,091.40	0 21	1,575 60	2 86
70 000	BIDVEST GROUP LTD-SPONS ADR	088836309	2,737 00	37 980	2,658 60	0 01	87 78	3 30
90 000	BOC HONG KONG HLDGS LTD-SPONS ADR	096813209	4,273 20	47 160	4,244 40	0 02	274 14	6 46
320 000	BRF-BRASIL FOODS SA-ADR	10552T107	6,395 58	19 550	6,256 00	0 02		
40 000	BRASIL TELECOM S A	10553M101	829 20	17 790	711 60		21 28	2 99
480 000	BRITISH AMERICAN TOBACCO ADR	110448107	43,795 58	94 880	45,542 40	0 18	1,844 16	4 05
140 000	BRITISH SKY BROADCASTING GROUP ADR	111013108	6,620 60	45 290	6,340 60	0.02	207.62	3 27
270 000	BROOKFIELD ASSET MGMT CL A	112585104	7,696.00	27 480	7,419 60	0 03	140 40	1 89
120 000	BROOKFIELD OFFICE PPTYS INC	112900105	1,802.59	15.640	1,876.80	0 01	67 20	3 58
30 000	BUNZL PLC-SPONSORED ADR	120738406	1,970.10	68 800	2,064 00	0 01	56 67	2 75
100.000	BURBERRY GROUP PLC SPONSORED ADR	12082W204	4,057 00	37 040	3,704.00	0.01	67.40	1 82
130 000	CAE INC	124765108	1,381 39	9 700	1,261 00		20 41	1 62
90.000	CNOOC LTD ADR	126132109	16,018.20	174 680	15,721 20	0 06	520 11	3 31
190 000	CAMECO CORP	13321L108	3,878 79	18 050	3,429 50	0 01	74 48	2 17
190 000	CANADIAN IMPERIAL BANK OF COMMERCE	136069101	14,293.70	72 370	13,750 30	0 05	671 46	4 88
220 000	CANADIAN NATIONAL RAILWAY	136375102	16,489.79	78 560	17,283 20	0 07	281 60	1 63
530.000	CANADIAN NATURAL RESOURCES LTD	136385101	18,023 76	37 370	19,806 10	0.08	189 21	0 95
230 000	CANADIAN OIL SANDS LTD	13643E105	5,352 10	22 799	5,243 77	0 02	270 71	5 16
80.000	CANADIAN PAC RY LTD	13645T100	4,725 60	67 670	5,413.60	0 02	93.52	1 73
550 000	CANON INC ADR	138006309	25,718 00	44 040	24,222 00	0 09	795 85	3 29
240 000	CARLSBERG AS-B-SPON ADR	142795202	3,261 60	14 040	3,369 60	0 01	28 80	0 85
90 000	CARNIVAL PLC-ADR	14365C103	3,299 40	32 930	2,963 70	0 01	90 00	3 04
1,590.000	CARREFOUR SA-SPONSORED ADR	144430204	8,283 90	4 480	7,123 20	0 03	362 52	5 09
110 000	CATHAY PACIFIC AIRWAYS-SPONSORED ADR	148906308	1,045 00	8 550	940 50		64 13	6 82
500 000	CEMEX SAB DE CV ADR	151290889	1,838 50	5.390	2,695.00	0 01		
370.000	CENOVUS ENERGY INC	15135U109	13,271 79	33 200	12,284 00	0 05	294 52	2 40
110.000	CENTRAIS ELETRICAS BRASILEIRAS ADR	15234Q108	1,489.40	14 500	1,595 00	0 01		
130.000	CENTRAIS ELETRICAS BRASILEIRAS SA	15234Q207	1,263 60	9 710	1,262 30			
640.000	CENTRICA PLC-SPONSORED ADR	15639K300	12,640 00	17 820	11,404.80	0.04	591 36	5 18
240 000	CHINA LIFE INS CO-SPONSORED ADR	16939P106	8,510 18	36 970	8,872 80	0 03	194 64	2 19
290 000	CHINA RESOURCES ENTERPRISE-SP ADR	16940R109	2,140 20	6 870	1,992 30	0 01	34.80	1 75
590 000	CHINA MOBILE LTD ADR	16941M109	29,159 10	48 490	28,609 10	0 11	1,083 24	3 79
80 000	CHINA PETROLEUM & CHEM ADR	16941R108	7,560.00	105 050	8,404 00	0 03	253 04	3.01

JOHN PARKER, PRESIDENT AND TREASURER, CHARLES H HOOD FOUNDATION
Account Number. XX6958

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
70 000	CHINA TELECOM CORP LTD-SPONSORED ADR	169426103	4,456 20	57 130	3,999 10	0 02	68 81	1 72
290 000	CHINA UNICOM HONG KONG LTD	16945R104	5,832 39	21 130	6,127 70	0 02	32.19	0 52
38 000	CHORUS LTD-SPONSORED ADR	17040V107	465 83	11 970	454 86			
180 000	CHUNGHWA TELECOM CO LTD	17133Q502	6,021.00	33 280	5,990 40	0 02	270 18	4.51
120 000	CIELO SA-SPONSORED-ADR	171778202	3,121 20	25 920	3,110 40	0 01	188 40	6 06
140.000	CITIC PACIFIC LTD-SPONS ADR	17304K102	1,290 80	8.990	1,258.60		35 98	2 86
910 000	CLP HOLDINGS LTD-SPONSORED ADR	18946Q101	8,262 80	8 460	7,698 60	0 03	234 78	3 05
140 000	COCA COLA AMATIL LTD-SPONSORED ADR	191085208	3,598 00	23.330	3,266 20	0 01	139.44	4.27
90 000	COCA COLA HELLENIC BOTTLING-SPON ADR	1912EP104	1,642 50	16 700	1,503 00	0 01		
10 000	COCA-COLA FEMSA S A ADR	191241108	939 70	95 210	952 10		20 37	2 14
260 000	COMMERCIAL INTL BANK-SPONSORED ADR	201712304	1,120 60	2 990	777 40		38 22	4 92
1,620.000	COMMERZBANK AG-SPONSORED ADR	202597308	3,985 20	1 690	2,737.80	0 01		
790 000	COMMONWEALTH BK OF AUSTRALIA-SP ADR	202712600	40,463 80	50 500	39,895 00	0 16	2,490 87	6 24
70 000	CIE GEN GEOPHYSIQUE VERITAS-SPON ADR	204386106	1,586 90	23.220	1,625 40	0 01		
50 000	BRASIL DISTR PAO ACU-SP ADR	20440T201	1,897 50	36 430	1,821 50	0 01	2 05	0 11
360 000	COMPANHIA SIDERURGICA NACIONAL-SP	20440W105	3,017.99	8.180	2,944 80	0 01	229 32	7 79
190 000	CEMIG SA-SPONSORED ADR	204409601	3,007 70	17 790	3,380 10	0 01	178 79	5 29
30.000	CIA SANEAMENTO BASICO DE ADR	20441A102	1,578 00	55.650	1,669 50	0.01		
50 000	CIA PARANAENSE ENER-SPONSORED ADR-P	20441B407	1,016 50	20 980	1,049 00		9 50	0 91
370 000	COMPANHIA DE BEBIDAS PRF ADR	20441W203	12,502 60	36.090	13,353 30	0 05	284 90	2.13
950.000	COMPASS GROUP PLC-SPONSORED ADR	20449X203	8,664 00	9 480	9,006 00	0 04	261 25	2 90
560 000	CREDIT SUSSIE GROUP ADR	225401108	15,575 78	23 480	13,148 80	0 05	828 24	6.30
120 000	CRESCENT POINT ENERGY CORP	22576C101	5,204 40	44 120	5,294 40	0 02	318 60	6 02
210.000	DBS GROUP HOLDINGS LTD-SPONSORED ADR	23304Y100	8,057 70	35 420	7,438 20	0 03	361.41	4 86
270 000	DAI NIPPON PRINT-UNSPONSORED ADR	233806306	2,929 50	9 460	2,554 20	0 01	88 56	3 47
1,420 000	DANONE ADR	23636T100	19,013.80	12 640	17,948 80	0 07	363 52	2 02
30 000	DASSAULT SYSTEMS ADR	237545108	2,436 60	80 410	2,412 30	0 01	17 16	0 71
100 000	DEUTSCHE LUFTHANSA AG-SPONSORED ADR	251561304	1,427.00	11 780	1,178 00		63 60	5 40
1,370 000	DEUTSCHE TELEKOM AG -SP ADR	251566105	17,577 10	11 450	15,686 50	0 06	1,316 57	8 39
450.000	DEUTSCHE POST AG-SPONSORED ADR	25157Y202	7,011 00	15.420	6,939 00	0 03	404.55	5 83
3,300 000	DIAGEO PLC ADR	25243Q205	277,799 79	87 420	288,486 00	1 12	8,563 50	2 97
50 000	DOCTOR REDDYS LABORATORIES ADR	256135203	1,566.00	29.430	1,471 50	0 01	11 75	0.80
100 000	EDP-ENERGIAS DE PORTUGAL SA-SP ADR	268353109	3,372 00	31 100	3,110.00	0 01	169 40	5 45
580 000	ENI SPA ADR	26874R108	25,769 40	41 270	23,936 60	0.09	1,188 42	4.96
880 000	E ON AG ADR	268780103	21,304 00	21 390	18,823 20	0 07	1,397 44	7 42
100.000	ECOPETROL SA SPONSORED ADR	279158109	4,282 00	44 520	4,452.00	0 02	188 40	4 23
120 000	EISAI CO LTD-SPONSORED ADR	282579309	4,974 00	41 150	4,938 00	0 02	209 28	4 24
270 000	ELDORADO GOLD CORP	284902103	4,702 00	13 710	3,701 70	0 01	32 94	0 89
70 000	EMBRAER SA ADR	29082A107	1,982 40	25 220	1,765 40	0 01		

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
REIGN ASSETS (Continued)								
EQUITIES (Continued)								
50 000	EMPRESA NAC ELEC-CHIL-SP ADR	29244T101	2,247 50	44 350	2,217 50	0 01	95 50	4 31
360 000	ENBRIDGE INC	29250N105	12,659 18	37 410	13,467 60	0 05	403 20	2 99
360 000	ENCANA CORP	292505104	7,627 39	18 530	6,670 80	0 03	288 00	4.32
130 000	ENERSIS SA-SPONSORED ADR	29274F104	2,447 90	17 630	2,291 90	0 01	70 59	3 08
90.000	ENERPLUS CORPORATION	292766102	2,495 70	25 320	2,278 80	0 01	190 44	8 36
1,470 000	ERICSSON LM TEL-SPONSORED ADR	294821608	14,944 02	10 130	14,891 10	0 06	379 26	2 55
170 000	ADR ERSTE GROUP BANK AG SPONSORED	296036304	1,965 20	8 650	1,470 50	0 01	59 16	4 02
320 000	ESPRIT HLDGS LTD	29666V204	1,001 60	2 500	800 00		124 48	15 56
50 000	DELHAIZE 'LE LION'-SPON ADR	29759W101	3,273.00	56.350	2,817 50	0 01	93 90	3 33
470 000	EXPERIAN PLC	30215C101	5,911 38	13 570	6,377 90	0 02	122 20	1 92
50 000	EXXARO RESOURCES LTD-SP ADR	30231D109	1,086 00	20 720	1,036 00		38.75	3 74
10 000	FAIRFAX FINANCIAL HOLDINGS LTD	303901102	4,094 20	431 200	4,312 00	0 02	100 00	2 32
370.000	FIAT SPA ADR	315621888	2,560 40	4 590	1,698 30	0 01	31 82	1 87
100 000	FIBRIA CELULOSE SA-ADR	31573A109	897 00	7 770	777 00		33 80	4 35
90,000	FOMENTO ECONOMICO MEXICANO SA CV-ADR	344419106	6,186.60	69 710	6,273 90	0 02	98 64	1 57
900 000	FRANCE TELECOM SA ADR	35177Q105	16,166 97	15 660	14,094 00	0 05	1,476 90	10 48
60.000	FRANCO-NEVADA CORP	351858105	2,325 00	38.070	2,284.20	0 01	28 80	1 26
100 000	FRESENIUS MEDICAL CARE AG ADR	358029106	7,196 00	67.980	6,798 00	0 03	65 30	0 96
90 000	GEA GROUP AG-SPON ADR	361592108	2,584 80	28 120	2,530 80	0 01	50 58	2 00
580 000	GDF SUEZ-SPONSORED ADR	36160B105	17,365 20	27 170	15,758 60	0 06	870 58	5 52
110 000	GAFISA SA-ADR	362607301	850.30	4 600	506 00		30 03	5.93
50 000	GALAXY ENTERTAINMENT GROUP LTD-ADR	36318L104	1,003 50	18 335	916 75			
2,620 000	GAZPROM OAO ADR	368287207	29,358 00	10 681	27,984 22	0 11	539 72	1 93
200 000	GENTING BERHAD SPONSORED ADR	372452300	3,214 00	17 140	3,428 00	0 01	17 40	0 51
420 000	GERDAU SA-SPONSORED ADR	373737105	3,410 57	7 810	3,280 20	0 01	58 38	1 78
1,250 000	GLAXO SMITHKLINE PLC ADR	37733W105	55,752 00	45 630	57,037 50	0 22	2,757 50	4 83
350 000	GOLD FIELDS LTD ADR	38059T106	5,602 98	15 250	5,337 50	0 02	83 30	1 56
390 000	GOLDCORP INC	380956409	17,845 89	44 250	17,257 50	0 07	210 60	1 22
110 000	CGI GROUP INC-A	39945C109	2,197 80	18 850	2,073 50	0 01		
230 000	GRUPO TELEVISA SA GDR	40049J206	4,818 59	21 060	4,843 80	0 02	32 43	0 67
140,000	GRUPO FINANCIERO BANORTE-SPON ADR	40052P107	2,249.80	15 170	2,123.80	0.01	26.04	1 23
1,730 000	HSBC HOLDINGS PLC ADR	404280406	72,871 58	38 100	65,913 00	0 26	3,373.50	5 12
370 000	HANG SENG BANK-SPONSORED ADR	41043C304	4,650 90	11 800	4,366 00	0 02	220 89	5 06
260 000	HANG LUNG PROPERTIES-SPON ADR	41043M104	4,508 40	14 200	3,692 00	0 01	110 24	2 99
70 000	HANNOVER RUECKVERSICHER-SPON ADR	410693105	1,858 50	24 820	1,737 40	0.01	85.40	4 91
190 000	HARMONY GOLD MINING COMPANY LIMITED	413216300	2,314 20	11 640	2,211 60	0 01	14 82	0 67
410.000	HENDERSON LAND DEVELOPMENT-SPD ADR	425166303	2,115 60	4 900	2,009.00	0 01	42 23	2 10
70 000	HENKEL KGAA-SPONSORED ADR	42550U109	3,534 30	48 580	3,400 60	0 01	50 75	1 49
90 000	HENKEL AG & CO KGAA	42550U208	5,597.10	57 910	5,211 90	0 02	67 23	1 29

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
220 000	HITACHI LTD ADR	433578507	12,000 78	52 140	11,470 80	0 04	.143 22	1 25
790 000	HONDA MOTOR CO LTD ADR	438128308	24,463 46	30 550	24,134 50	0 09	545 89	2.26
2,170 000	HONG KONG & CHINA GAS-SPONSORED ADR	438550303	4,904 20	2 260	4,904 20	0 02	84 63	1 73
220 000	HOYA CORP-SPONSORED ADR	443251103	5,033 60	21 580	4,747 60	0 02	157 52	3 32
530 000	IBERDROLA SA ADR	450737101	15,544 90	24 100	12,773 00	0 05	754 72	5 91
180.000	IAMGOLD CORPORATION	450913108	3,519 00	15 850	2,853.00	0.01	45.00	1 58
130 000	ICAP PLC-ADR	450936109	1,773 20	10 620	1,380 60	0 01	82 29	5 96
200 000	ICICI BANK LTD ADR	45104G104	7,102 00	26 430	5,286 00	0 02	124 20	2 35
230 000	IMPALA PLATINUM HOLDINGS-SPD ADR	452553308	5,057.70	20 610	4,740 30	0 02	168 13	3 55
140 000	IMPERIAL OIL LTD	453038408	5,807 59	44.480	6,227 20	0 02	61 32	0.98
240 000	IMPERIAL TOBACCO GROUP-ADR	453142101	17,133 60	75 340	18,081 60	0 07	737 52	4 08
510 000	INFINEON TECHNOLOGIES AG-ADR	45662N103	4,467 60	7 510	3,830 10	0.01	63.24	1 65
210 000	INFOSYS LIMITED-SPD ADR	456788108	11,925 80	51 380	10,789 80	0 04	147 84	1 37
1,860 000	ING GROEP NV ADR	456837103	16,704 10	7 170	13,336 20	0 05		
140 000	INTERCONTINENTAL HOTELS GROUP ADR	45857P301	2,525 99	17 990	2,518 60	0 01	68 88	2 73
80 000	INTERNATIONAL POWER PLC-SP ADR	46018M104	4,215 20	52 200	4,176 00	0 02	1,308 72	31.34
750 000	INTESA SANPAOLO-SPONSORED ADR	46115H107	8,145 00	9 940	7,455 00	0 03	363 75	4 88
1,110.000	ITAU UNIBANCO HOLDING S A.	465562106	20,662 32	18.560	20,601 60	0.08	95.46	0 46
130 000	IVANHOE MINES LTD	46579N103	2,271 10	17 720	2,303 60	0 01		
230 000	JBS SA-SPONSORED ADR	466110103	1,412 20	6 310	1,451 30	0 01		
140 000	J SAINSBURY PLC-SPONSORED ADR	466249208	2,763 60	18 650	2,611 00	0 01	137 34	5 26
249 000	JSC MMC NORILSK NICKEL-SPONSORED ADR	46626D108	5,343 54	15 330	3,817 17	0 01	123 75	3.24
20 000	JIANGXI COPPER CO-SPONS ADR	47737M102	2,067 40	86 010	1,720 20	0 01	44 04	2 56
60 000	JOHNSON MATTHEY PLC-SPON ADR	479142309	3,528 00	57 066	3,423.96	0 01	90 84	2 65
180 000	KB FINL GROUP INC ADR	48241A105	6,773 60	31 340	5,641 20	0 02	13 68	0 24
60 000	KT CORP-SP ADR	48268K101	1,044.00	15 640	938 40		51 90	5 53
270 000	KAO CORP-SPONSORED ADR	485537302	7,588 43	27 200	7,344 00	0 03	171 18	2 33
340 000	KEPPEL CORP LTD ADR	492051305	4,974.20	14.240	4,841 60	0 02	238 00	4 92
50 000	KIMBERLY CLARK DE MEXICO SA-SPD ADR	494386204	1,389 00	26 530	1,326 50	0 01	67 65	5 10
630.000	KINGFISHER PLC-SPONSORED ADR	495724403	5,418 00	7 690	4,844 70	0.02	136.08	2 81
550 000	KINROSS GOLD CORP	496902404	7,739 44	11 400	6,270 00	0 02	66 00	1 05
400 000	KIRIN BREWERY CO LTD-SPONSORED ADR	497350306	5,304.00	12 000	4,800 00	0 02	102.00	2 13
460 000	KOMATSU LTD-SPON ADR	500458401	10,994 00	23 620	10,865 20	0 04	200 10	1 84
50 000	KONAMI CORP-SPONSORED ADR	50046R101	1,657.16	29 950	1,497 50	0 01	21.90	1 46
560 000	KONINKLIJKE AHOLD ADR	500467402	7,341 60	13 450	7,532 00	0 03	194 88	2 59
490 000	KONINKLIJKE PHILIPS ELECTRONICS NV	500472303	10,470 17	20 950	10,265.50	0.04	463.54	4 52
250 000	KOREA ELECTRIC POWER CORP-SP ADR	500631106	2,601 50	10 980	2,745 00	0 01		
110 000	KUBOTA CORP-SPONSORED ADR	501173207	4,516 60	41 560	4,571 60	0 02	85 03	1.86
30 000	KUMBA IRON ORE LTD-SPONSORED ADR	50125N104	1,747 20	61 350	1,840 50	0 01	179 25	9 74

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
'EIGN ASSETS (Continued)								
EQUITIES (Continued)								
70 000	KYOCERA CORP ADR	501556203	6,581 40	79 800	5,586.00	0 02	105.70	1 89
70 000	LAN AIRLINE SA-SPONSORED ADR	501723100	1,618 83	23.240	1,626 80	0 01	20 09	1 23
230 000	LG DISPLAY CO	50186V102	2,452.58	10.530	2,421 90	0 01	36 57	1.51
370 000	LAFARGE SA ADR	505861401	3,855 40	8 680	3,211 60	0 01	91 76	2 86
150.000	LENOVO GROUP LTD ADR	526250105	2,004 00	13 150	1,972.50	0.01	27 90	1 41
930 000	LINDE AG-SPONSORED ADR	535223200	14,768 40	14 910	13,866 30	0 05	196 23	1 41
5,010.000	LLOYDS BANKING GROUP PLC	539439109	10,973 40	1 570	7,865 70	0 03		
80 000	LONMIN PLC	54336Q203	1,436 00	15 060	1,204 80		10 56	0 88
60 000	LUXOTTICA GRP S P A ADR	55068R202	1,801.80	27 930	1,675 80	0 01	27 24	1.63
60 000	MRV ENGENHARIA E PARTICIPACOESSA	553479106	878 40	11 780	706 80		12 48	1 77
170.000	MACQUARIE BANK LTD-ADR	55607P105	4,192 20	24 300	4,131.00	0.02	283 56	6 86
110 000	MAGNA INTERNATIONAL INC-A	559222401	4,222 90	33 310	3,664 10	0 01	110 00	3 00
50 000	MAKITA CORP SPONSORED ADR	560877300	1,924.00	32 350	1,617 50	0 01	35 80	2 21
860 000	MANULIFE FINL CORP	56501R106	11,032 25	10 620	9,133 20	0 04	430 86	4 72
380 000	MARKS & SPENCER GROUP PLC ADR	570912105	4,073.60	9 520	3,617 60	0 01	194 56	5.38
60 000	METSO CORP-SPONSORED ADR	592671101	2,233.20	37.250	2,235 00	0 01	112 38	5 03
340.000	MITSUBISHI CORP-SPONSORED ADR	606769305	13,742 80	40.070	13,623.80	0.05	548 76	4 03
6,200 000	MITSUBISHI UFJ FINL GROUP ADR	606822104	27,500 72	4 190	25,978.00	0 10	861 80	3 32
40 000	MITSUI & CO LTD	606827202	11,586 00	309 500	12,380.00	0 05	504 36	4 07
5,550.000	MIZUHO FINL GROUP INC-SPONSORED ADR	60687Y109	16,090 56	2 680	14,874 00	0 06	1,165 50	7 84
40 000	MOL HUNGARIAN OIL-SPONS ADR	608464202	1,650.80	36 180	1,447 20	0 01		
830 000	MTN GROUP LTD-SPONSORED ADR	62474M108	13,975 20	17 700	14,691 00	0 06	689 73	4 69
740.000	NTT DOCOMO INC	62942M201	13,362.55	18 350	13,579.00	0.05	467.68	3 44
180 000	NASPERS LTD-SPONSORED ADR	631512100	8,616 60	43 500	7,830 00	0 03	58 14	0 74
1,060 000	NATIONAL AUSTRALIA BANK LTD ADR	632525408	27,793 20	23 930	25,365.80	0 10	1,870 90	7 38
466 000	NATIONAL BANK OF GREECE SA	633643606	1,296.88	1 980	922 68			
340 000	NATIONAL GRID PLC-SPONSORED ADR	636274300	17,151.57	48 480	16,483 20	0 06	1,018 98	6.18
90 000	NEDBANK GROUP LTD-SPONSORED ADR	63975K104	1,600 20	17 660	1,589 40	0 01	64 17	4 04
1,690.000	NESTLE SA SPONSORED ADR	641069406	98,645 30	57 710	97,529.90	0 38	2,986 23	3 06
210 000	NEW GOLD INC	644535106	2,466 39	10 080	2,116 80	0 01		
500 000	NEW WORLD DEVELOP CO-SPONSORED ADR	649274305	990 00	1 560	780 00		41.50	5 32
370 000	NEWCREST MINING LTD-SPON ADR	651191108	13,138 90	30 310	11,214 70	0 04	102 86	0 92
260.000	NEXEN INC	65334H102	4,381 60	15 910	4,136 60	0 02	52 52	1.27
30 000	NICE-SYSTEMS LTD-SPONSORED ADR	653656108	1,038 90	34 450	1,033 50			
20.000	NIKO RESOURCES LTD	653905109	1,035 00	47 365	947.31		4 64	0 49
210 000	NIDEC CORP-ADR	654090109	4,222 89	21 580	4,531 80	0 02	53 76	1 19
470 000	NIPPON TELEG & TELE CORP ADR	654624105	11,758 27	25 330	11,905 10	0 05	356 26	2 99
340 000	NIPPON YUSEN KABUSHIKI KAISHA-SP ADR	654633304	1,791 80	5 150	1,751 00	0 01	47 60	2 72
600 000	NISSAN MOTOR CO LTD ADR	654744408	11,010.00	17 780	10,668 00	0 04	184 20	1 73

STATE STREET.

JOHN PARKER, PRESIDENT AND
TREASURER, CHARLES H. HOOD
FOUNDATION
Account Number: XX6958

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
1,820 000	NOKIA CORP ADS SER A	654902204	12,277.90	4 820	8,772 40	0 03	748 02	8 53
1,720 000	NOMURA HOLDINGS INC	65535H208	6,552 86	2 980	5,125 60	0 02	158 24	3.09
1,380 000	NORDEA BK AB SWEDEN AB	65557A206	12,420 00	7 820	10,791 60	0 04	451 26	4 18
440 000	NORSK HYDRO AS ADR	656531605	2,384.80	4 550	2,002.00	0 01	48 84	2 44
6,140 000	NOVARTIS AG ADR	66987V109	345,056 05	57 170	351,023 80	1 37	12,310 70	3 51
210.000	NOVO-NORDISK AS ADR-B	670100205	20,980 60	115 260	24,204.60	0 09	285.18	1 18
120 000	TATNEFT-SPONSORED ADR	670831205	3,482 40	29 180	3,501 60	0 01	100 08	2 86
690 000	OGX PETROLEO E-SPON ADR	670849108	5,409 60	7 290	5,030 10	0 02		
80 000	OMV AG-BEARER SHRS ADR	670875509	2,809 60	30 428	2,434 24	0 01	84 56	3 47
240 000	LUKOIL ADR	677862104	14,011.20	53 200	12,768 00	0 05	411 12	3 22
70 000	OLYMPUS CORP ADR	68163W109	1,068 90	13 350	934 50		20 44	2 19
50.000	ONEX CORP	68272K103	1,680 99	33.110	1,655.50	0 01	5 40	0 33
30 000	OPEN TEXT CORP	683715106	1,574 70	51 140	1,534 20	0 01		
40 000	ORASCOM CONSTRUCTION INDUST-SPON ADR	68554N403	1,548 00	32 600	1,304.00	0 01	83 20	6.38
100 000	ORIX CORP-SPONS ADR	686330101	4,397 00	41 020	4,102 00	0 02	45 40	1 11
130 000	POSCO ADR	693483109	10,402 60	82 100	10,673 00	0 04	243 75	2.28
260 000	PTT EXPLORATION & PR SP-ADR	69364V106	2,605 20	10 300	2,678 00	0 01	77 48	2 89
50,000	PAN AMERICAN SILVER CORP	697900108	1,399 00	21.810	1,090.50		5.00	0 46
1,070 000	PANASONIC CORP ADR	69832A205	11,011 80	8 390	8,977.30	0 03	121 98	1 36
270 000	PDG REALTY SA	70454K109	2,292 30	6.600	1,782 00	0 01	53 19	2 98
400 000	PEARSON PLC ADR	705015105	7,525 00	18 870	7,548 00	0 03	256 80	3 40
160 000	PENGROWTH ENERGY CORP	70706P104	1,652.80	10 530	1,684 80	0 01	130 40	7 74
230 000	PENN WEST PETE LTD NEW	707887105	3,937 49	19 800	4,554 00	0 02	244 95	5 38
120 000	TELEKOMUNIK INDONESIA- SP ADR	715684106	3,914.59	30.740	3,688.80	0.01	152.64	4 14
100 000	PETROCHINA CO LTD ADR	71646E100	12,505 00	124 310	12,431 00	0 05	478 60	3 85
1,020 000	PETROLEO BRASILEIRO SA-ADR	71654V101	22,876 97	23.490	23,959 80	0 09	153 00	0 64
720 000	PETROLEO BRASILEIRO SA ADR	71654V408	17,512 20	24 850	17,892 00	0 07	108 00	0 60
70 000	PEUGEOT CITROEN SA-SPONSORED ADR	716825500	1,712.90	15 620	1,093 40		84 56	7.73
420 000	PING AN INSURANCE GROUP CO-ADR	72341E304	5,795 40	13 110	5,506 20	0 02	56 70	1 03
330.000	PORTUGAL TELECOM SA ADR	737273102	2,404 18	5 770	1,904 10	0.01	294.36	15 46
180 000	POSTNL NV-SPONSORED ADR	73753A103	990 00	3 170	570 60		101 16	17 73
420 000	POTASH CORP SASK INC	73755L107	20,944 39	41 280	17,337 60	0 07	117 60	0 68
660 000	POWER ASSETS HOLDINGS LTD-SPONS ADR	739197200	5,247 00	7 340	4,844 40	0 02	155 10	3 20
110 000	PRECISION DRILLING TRUST	74022D308	1,255.10	10.260	1,128 60			
620 000	PRUDENTIAL PLC ADR	74435K204	12,915 34	19 740	12,238 80	0 05	500 96	4 09
130.000	PUBLICIS GROUPE SA-SPONSORED ADR	74463M106	3,164.20	22.870	2,973 10	0 01	52.13	1.75
560 000	QBE INSURANCE GROUP LTD-SPN ADR	74728G605	8,551 20	13 250	7,420 00	0 03	682 64	9 20
190 000	RWE AKTIENGESELLSCHAF-SPONSORED ADR	74975E303	8,268.80	34 930	6,636 70	0 03	709 46	10 69
40 000	RANDGOLD RESOURCES LTD-ADR	752344309	4,084 00	102 100	4,084 00	0 02	7 20	0 18

STATE STREET.

JOHN PARKER, PRESIDENT AND
TREASURER, CHARLES H. HOOD
FOUNDATION
Account Number: XX6958

Account Holdings

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
)REIGN ASSETS (Continued)								
EQUITIES (Continued)								
170 000	REED ELSEVIER NV-SPONSORED ADR	758204200	4,195 60	23 210	3,945 70	0 02	170 00	4 31
150 000	REED ELSEVIER PLC-SPONSORED ADR	758205207	5,166 00	32 260	4,839 00	0 02	201 15	4 16
380.000	REPSOL YPF SA ADR	76026T205	11,647 00	30 510	11,593 80	0 05	464 74	4 01
230 000	RESEARCH IN MOTION LTD	760975102	5,402 19	14 500	3,335 00	0 01		
90 000	REXAM PLC - SPONSORED ADR	761655406	2,466 90	27 250	2,452 50	0 01	91 44	3 73
70 000	RICOH COMPANY LTD-SPONS ADR	765658307	3,157 70	43 660	3,056 20	0 01	132 09	4 32
690 000	RIO TINTO PLC-SPON ADR	767204100	36,785 07	48 920	33,754 80	0 13	805 92	2 39
50 000	RITCHIE BROS AUCTIONEERS	767744105	1,035 00	22 080	1,104 00		22 50	2 04
1,370 000	ROCHE HOLDINGS LTD ADR	771195104	55,772 70	42.550	58,293 50	0 23	1,548 10	2 66
200 000	ROGERS COMMUNICATIONS INC-B	775109200	7,158.00	38 510	7,702 00	0 03	279 40	3 63
180 000	ROLLS-ROYCE HOLDINGS PLC ADR	775781206	10,146 60	57 730	10,391.40	0 04		
110 000	ROSTELECOM-SPONSORED ADR	778529107	3,216 40	28 650	3,151 50	0 01	20 46	0 65
690 000	ROYAL BANK OF CANADA	780087102	32,787 97	50 960	35,162 40	0.14	1,470 39	4 18
430 000	ROYAL BANK OF SCOTLAND ADR	780097689	3,461 67	6 370	2,739 10	0 01		
290 000	ROYAL DSM NV-SPONSORED ADR	780249108	3,810.60	11 510	3,337 90	0 01	110 20	3 30
660 000	ROYAL DUTCH SHELL PLC-SPONSORED ADR	780259107	48,350 15	76 010	50,166 60	0 20	2,217 60	4 42
888 000	ROYAL DUTCH SHELL PLC ADR A	780259206	63,308.18	73 090	64,903.92	0 25	2,536.13	3 91
730 000	KONINKLIJKE ROYAL KPN NV-SPD ADR	780641205	9,920 70	11 920	8,701 60	0 03	712 48	8 19
180 000	SKF AB-SPONSORED ADR	784375404	3,902 40	21 040	3,787 20	0 01	99 90	2 64
90 000	SK TELECOM CO LTD ADR	78440P108	1,413 90	13 610	1,224 90		65 52	5 35
480 000	SSE PLC-SPN ADR	78467K107	10,459.21	20.090	9,643 20	0 04	555 36	5 76
520 000	SABMILLER PLC-SPONSORED ADR	78572M105	19,167 20	35 050	18,226 00	0 07	411 32	2 26
470.000	SANDVIK AB-SPONSORED ADR	800212201	6,185 20	12.200	5,734 00	0 02	182 36	3 18
160 000	SANLAM LTD ADR	80104Q208	2,926 40	17 810	2,849 60	0 01	132 16	4 64
1,080 000	SANOFI-AVENTIS ADR	80105N105	38,388 17	36 540	39,463 20	0 15	1,428 84	3 62
450 000	SAP AG ADR	803054204	26,538 98	52 950	23,827 50	0 09	461 25	1 94
260 000	SAPPI LTD-SPONSORED ADR	803069202	830 99	2 860	743 60			
270 000	SASOL LTD ADR	803866300	12,473.08	47 400	12,798 00	0 05	455 76	3 56
1,180.000	SBERBANK BANK OF RUSSIA	80585Y308	13,180 60	9 940	11,729.20	0 05	139 24	1 19
410 000	SEGA SAMMY HOLDINGS-SPONSORED ADR	815794102	2,378 00	5 450	2,234 50	0 01	41 00	1 83
280.000	SEKISUI HOUSE LTD-SPONSORED ADR	816078307	2,598 40	8 710	2,438.80	0 01	50 12	2 05
180 000	SHAW COMMUNICATIONS INC CL B	82028K200	3,603 60	19 870	3,576 60	0 01	162 90	4 55
100.000	SHINHAN FINL GROUP CO-SPONSORED ADR	824596100	7,752.00	68 210	6,821 00	0 03	105 30	1 54
90 000	SHIRE PLC	82481R106	8,540 10	103 900	9,351 00	0 04	36 00	0 38
180 000	SHISEIDO LTD-SPONSORED ADR	824841407	3,493.80	18 130	3,263 40	0 01	96 84	2 97
400 000	SIEMENS AG ADR	826197501	41,922 00	95 610	38,244 00	0 15	1,181 60	3 09
290 000	SILICONWARE PRECISION-SPONSORED ADR	827084864	1,540 97	4 360	1,264 40		58 87	4 66
170 000	SILVER WHEATON CORP	828336107	5,174 80	28 960	4,923 20	0 02	61 20	1 24
80 000	SIMS METAL MANAGEMENT LIMITED	829160100	1,156.80	12 850	1,028 00		37 28	3 63

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
390 000	SINGAPORE TELECOMMUNICATIONS LTD-ADR	82929R304	9,937 20	23 890	9,317 10	0 04	479 31	5 14
90 000	SMITH & NEPHEW PLC ADR	83175M205	4,142 70	48.150	4,333 50	0 02	71 19	1.64
190 000	SMITHS GROUP PLC-SPONSORED ADR	83238P203	3,009 60	14 150	2,688 50	0 01	104 88	3 90
50 000	SOCIEDAD QUIMICA MINERS CHILE ADR	833635105	2,869 50	53 850	2,692 50	0 01	37 75	1 40
1,460 000	SOCIETE GENERALE -ADR	83364L109	7,986 20	4 360	6,365 60	0 02	636 56	10 00
50.000	SODEXHO ALLIANCE SA-SPONSORED ADR	833792104	3,618 00	71 950	3,597 50	0 01	77.55	2 16
490 000	SONY CORP ADR	835699307	9,909 47	18 040	8,839 60	0 03	140 63	1 59
540 000	STATOIL ASA ADR	85771P102	13,911 16	25.610	13,829 40	0 05	525 96	3 80
310 000	STMICROELECTRONICS NV-NY SHARES	861012102	2,347 07	5 930	1,838 30	0 01	105 40	5 73
270 000	STORA ENSO OYJ-SPONSORED ADR	86210M106	1,790 10	5 940	1,603 80	0 01	75 87	4 73
140 000	SUBSEA 7 SA-SPON ADR	864323100	3,297 00	18 610	2,605 40	0 01		
540.000	SUMITOMO CORP-SPONSORED ADR	865613103	6,804 00	13 500	7,290 00	0,03	253.80	3 48
3,270 000	SUMITOMO MITSUI FINL GROUP-SPON ADR	86562M209	18,604 34	5 510	18,017 70	0 07	755 37	4 19
1,680 000	SUMITOMO MITSUI TR-SPON ADR	86562X106	5,712 00	2 840	4,771.20	0 02		
660 000	SUN HUNG KAI PPTYS LTD-SPONSORED ADR	86676H302	8,857 20	12 500	8,250 00	0 03	257 40	3 12
280 000	SUN LIFE FINL SVCS CANADA	866796105	6,726 78	18 520	5,185 60	0 02	397 60	7 67
760 000	SUNCOR ENERGY INC	867224107	23,292 78	28 830	21,910 80	0 09	327 56	1 49
330 000	SURGUTNEFTEGAZ-SPONSORED ADR	868861105	1,570 80	5.090	1,679.70	0.01	107 91	6 42
360 000	SURGUTNEFTEGAS-SPONSORED ADR	868861204	2,962 80	7 890	2,840 40	0 01	45 72	1 61
270 000	SVENSKA CELLULOSA AB-SPONSORED ADR	869587402	3,653.10	14 690	3,966 30	0 02	246 51	6.21
410 000	SWEDBANK AB-ADR	870195104	5,440 70	12 850	5,268 50	0 02	96 35	1 83
310 000	SWIRE PACIFIC LTD SPND ADR	870794302	3,685 90	12.000	3,720 00	0.01	133 61	3 59
200 000	SWISS RE LTD-SPONSORED ADR	870886108	10,846 00	50 550	10,110 00	0 04		
110.000	SWISSCOM AG-SPONSORED ADR	871013108	4,631 00	37 920	4,171 20	0 02	240 90	5 77
230 000	SYNGENTA AG ADR	87160A100	14,209 29	58 940	13,556 20	0 05		
60 000	TDK CORPORATION-SPONS ADR	872351408	2,329 20	43 940	2,636 40	0 01	53 40	2 02
150 000	TNT EXPRESS NV-ADR	87262N109	1,159 50	7 360	1,104 00		5 55	0 50
2,390 000	TAIWAN SEMICONDUCTOR MFG CO LTD ADR	874039100	29,606 60	12 910	30,854 90	0 12	991 85	3 21
740 000	TAKEDA PHARMACEUTICAL-SP ADR	874060205	17,330 80	22 050	16,317 00	0 06	745 92	4 57
500 000	TALISMAN ENERGY INC	87425E103	7,044 00	12.750	6,375 00	0.02	135.00	2 12
40 000	TAM SA-SPONSORED ADR	87484D103	818 00	19 350	774 00		29 20	3 77
150 000	TATA MOTORS LTD-SPONSORED ADR	876568502	2,817 00	16 900	2,535 00	0 01	62 70	2 47
280 000	TECK RESOURCES LIMITED	878742204	10,133 79	35 190	9,853 20	0 04	226 24	2 30
110 000	TELENORTE LESTE PARTICIPACOES SA-ADR	879246106	1,145 20	9 510	1,046 10		52 80	5 05
460 000	TELECOM ITALIA SPA-SPON ADR	87927Y102	5,653 17	10 650	4,899 00	0 02	488 98	9 98
290.000	TELECOM ITALIA SPA-SPON ADR	87927Y201	3,062 98	8.900	2,581.00	0.01	443.99	17 20
190 000	TELECOM CORP NEW ZEALAND LTD ADR	879278208	1,498 66	7 990	1,518 10	0 01	89 49	5 89
2,000.000	TELEFONICA SA ADR	879382208	42,426 80	17 190	34,380 00	0 13	3,424 00	9.96
80 000	TELEKOM AUSTRIA AG-ADR	87943Q109	1,865 60	23 880	1,910 40	0 01	127 04	6 65

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
REIGN ASSETS (Continued)								
EQUITIES (Continued)								
130 000	TELENOR ASA-SPONSORED ADR	87944W105	6,574 10	48 770	6,340 10	0 02	232 96	3 67
420 000	TELSTRA CORP-ADR	87969N204	6,964 40	17 050	7,161 00	0 03	555 24	7 75
70 000	TELUS CORP-NON VOTE	87971M202	3,675.00	53 550	3,748 50	0 01	161 21	4 30
110 000	TENARIS SA-SPONSORED ADR	88031M109	3,308 80	37 180	4,089 80	0 02	74 80	1 83
1,510.000	TESCO PLC-SPONSORED ADR	881575302	29,626 20	18 840	28,448 40	0 11	1,001 13	3 52
460.000	TEVA PHARM INDS ADR	881624209	17,885 17	40 360	18,565 60	0 07	361 10	1 94
180 000	THOMSON REUTERS CORP	884903105	5,217 98	26 670	4,800.60	0 02	223 20	4 65
80 000	TIGER BRANDS LTD-SPD ADR	88673M201	2,310 40	30 850	2,468 00	0 01	80 08	3 24
80 000	TIM HORTONS INC	88706M103	4,040.14	48 420	3,873 60	0 02	52 32	1.35
360 000	TOKIO MARINE HOLDINGS INC-ADR	889094108	8,539 20	22 000	7,920 00	0 03	193 68	2 44
430 000	TORONTO DOMINION BANK	891160509	32,098 00	74 810	32,168.30	0.13	1,148.10	3 57
1,030 000	TOTAL SA-SPONSORED ADR	89151E109	54,034 62	51 110	52,643 30	0 20	2,775 85	5 27
670 000	TOYOTA MOTOR CORP ADR	892331307	45,495 28	66 130	44,307 10	0 17	779 88	1 76
60 000	TRACTEBEL ENERGIA SA-ADR	892360108	959 40	16 062	963 72		39 72	4 12
100.000	TRANSALTA CORP	89346D107	2,228.00	20.620	2,062.00	0 01	117 10	5 68
340 000	TRANSCANADA CORP	89353D107	14,881 39	43 670	14,847 80	0 06	559 98	3 77
50 000	TREND MICRO INC-SP ADR	89486M206	1,793.00	29 660	1,483.00	0.01	38 60	2 60
20 000	TSINGTAO BREWERY CO	898529102	1,160 40	55 020	1,100 40		4 58	0 42
910.000	TURKIYE GARANTI BANKASI AS-SPONS ADR	900148701	3,194.10	3 110	2,830 10	0 01	60.06	2 12
620 000	UNILEVER PLC-SPONSORED ADR	904767704	20,812.59	33 520	20,782 40	0 08	768 80	3 70
790 000	UNILEVER NV NY SHARE F	904784709	26,955.04	34 370	27,152 30	0 11	832 66	3 07
1,200 000	UNITED MICROELECTRON CORP-SP ADR	910873405	2,640 01	2 140	2,568 00	0 01	171 60	6 68
290.000	UNITED OVERSEAS BANK-SPONSORED ADR	911271302	7,809 70	23.560	6,832 40	0.03	328 57	4 81
160 000	UNITED UTILITIES GROUP PLC-ADR	91311E102	3,163 20	18 870	3,019 20	0 01	150 56	4 99
250.000	UPM KYMMENE CORP-SPONS ADR	915436109	3,082 50	11 030	2,757 50	0 01	144.00	5 22
220 000	USINAS SIDER MINAS	917302200	1,460 80	5 630	1,238 60			
140 000	VALEANT PHARMACEUTICALS INTL	91911K102	5,297.60	46.690	6,536 60	0 03		
630 000	VALE SA ADR	91912E105	14,963 45	21 450	13,513 50	0 05	17 64	0 13
170.000	VEOLIA ENVIRONMENT ADR	92334N103	2,607 80	11 050	1,878 50	0 01	250 24	13 32
40 000	VERMILION ENERGY INC	923725105	1,927 52	44 468	1,778 74	0 01	88 12	4 95
2,490 000	VODAFONE GROUP PLC ADR	92857W209	69,842.76	28 030	69,794 70	0 27	3,593 07	5 15
70 000	VOLKSWAGEN AG ADR NEW SPONS	928662303	2,100 70	26 690	1,868 30	0 01	33 67	1 80
390.000	VOLKSWAGEN AG-SPONS ADR PFD	928662402	13,380.90	29 880	11,653 20	0 05	192 66	1.65
670 000	VOLVO AB ADR	928856400	8,086 90	10 840	7,262.80	0 03	233 83	3 22
120.000	WPP PLC-SPONSORED ADR	92933H101	6,168 19	52.230	6,267 60	0 02	184 56	2 94
330 000	WAL-MART DE MEXICO SA-SPONS ADR	93114W107	8,236 80	27 390	9,038 70	0 04	108 57	1 20
540.000	WESTFIELD GROUP-ADR	960224103	8,650 80	16 030	8,656 20	0 03	581 58	6 72
290 000	WESTPAC BANKING CORP-SPONS ADR	961214301	33,587 80	102 400	29,696 00	0 12	2,328 99	7 84
240 000	WIPRO LTD-ADR	97651M109	2,374.58	10.190	2,445 60	0 01	32 16	1 31

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
FOREIGN ASSETS (Continued)								
EQUITIES (Continued)								
1,380 000	WOLSELEY PLC-ADR	977868108	4,140 00	3 250	4,485 00	0 02	86 94	1 94
140 000	WOLTERS KLUWER NV-SPONSORED ADR	977874205	2,532 60	17.120	2,396 80	0 01	113 54	4 74
310 000	WOODSIDE PETROLEUM-SPONSORED ADR	980228308	11,321 20	31 400	9,734 00	0 04	319 30	3 28
60 000	WOORI FINANCE HOLDINGS-ADR	981063100	1,703 40	24 410	1,464 60	0 01	30 90	2 11
360 000	YAMANA GOLD INC	98462Y100	5,302 19	14 690	5,288 40	0 02	72 00	1 36
100.000	YANZHOU COAL MINING CO-SPONSORED ADR	984846105	2,432 00	21 210	2,121.00	0 01	81.00	3 82
90 000	YARA INTERNATIONAL ASA-SPONSORED ADR	984851204	4,350 60	39 850	3,586 50	0 01	75 06	2 09
830 000	ADR ZURICH FINANCIAL	98982M107	19,164.70	22 680	18,824 40	0 14	1,518 90	8 07
TOTAL EQUITIES			$5,304,947.25		$5,168,623.98	20.13%	$172,534.52	
TOTAL FOREIGN ASSETS			$5,326,416 36		$5,188,605.98	20.21%	$172,534.52	
TOTAL ACCOUNT HOLDINGS			$22,904,305.37		$25,686,112 49	100.00%	$871,275 64	

R- Information provided on this account statement in connection with such held at source assets was not provided or verified for accuracy by State Street. These assets are displayed for informational purposes only.

Charles H. Hood Foundation

Trustees

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(1 31 12)

2011 CHARLES H. HOOD FOUNDATION GRANTS AND AWARDS

Taxpayer's I.D. Number: 04-3507847, Charles H. Hood Foundation, Inc.
<u>Sheet Number 1 of Attachment to Form 990-PF (2011)</u>

CHILD HEALTH RESEARCH GRANTS

Renee Boynton-Jarrett, M.D., Ph.D. Boston Medical Center *A Nested Case-Control Study of Genetic and Psychosocial Determinants of Early Puberty*	$75,000 Year 2
Steven Hatch, M.D. University of Massachusetts Medical School *Maternally Derived Anti-Dengue Antibodies and the Risk of DHF in Infants*	$75,000 Year 2
Alexander Soukas, M.D., Ph.D. Massachusetts General Hospital *Obesity and Diabetes Genetics in C. elegans and Mice*	$75,000 Year 2
Rebekah Mannix, M.D., M.P.H. Children's Hospital Boston *The Effect of Age on Outcome after Traumatic Brain Injury in Apolipoprotein E4 Carriers*	$75,000 Year 2
Jing Chen, Ph.D. Children's Hospital Boston *Targeting Wnt Pathway for Retinopathy of Prematurity*	$75,000 Year 2
Abraham Brass, M.D., Ph.D. Massachusetts General Hospital *Understanding Intrinsic Immunity Investigation of IFITM3's Inhibition of Influenza A Virus Infection*	$75,000 Year 2
In-Hyun Park, Ph.D. Yale University *Investigation of Functional Myogenic Progenitors from Human ES and iPS Cells for Duchenne Muscular Dystrophy*	$75,000 Year 2
Lise Nigrovic, M.D., M.P.H. Children's Hospital Boston *Development and Pilot Testing of a Computerized Decision Rule for Children with Minor Blunt Head Trauma*	$75,000 Year 2

Child Health Research Grants (continued)

John Harris, M.D., Ph.D.
University of Massachusetts Medical School — $75,000
Targeting the IFN-Gamma Signaling Pathway for the Treatment of Vitiligo — Year 1

Jeffrey Dvorin, M.D., Ph.D.
Children's Hospital Boston — $75,000
Functional Characterization of an Essential Protein Kinase in the Malaria Parasite Plasmodium Falciparum — Year 1

Dimitrios Iliopoulos, Ph.D.
Dana-Farber Cancer Institute — $75,000
Identification of Novel Molecular Circuits in Pediatric Ulcerative Colitis — Year 1

David Skurnik, M.D., Ph.D.
Brigham and Women's Hospital — $75,000
Broad-Spectrum Immunoprophylaxis and Therapy for Bacterial Meningitis in Neonates — Year 1

Julie Goodwin, M.D.
Yale University School of Medicine — $75,000
The Role of the Endothelial Glucocorticoid Receptor in the Development of Atherosclerosis — Year 1

Katie McLaughlin, Ph.D.
Children's Hospital Boston — $75,000
Neurobiological Mechanisms Linking Adverse Childhood Experiences to Adolescent Mental Disorders — Year 1

Valerie Schumacher, Ph.D.
Children's Hospital Boston — $75,000
A Role for Stauffer 2-Containing RNA Granules in Chronic Kidney Disease — Year 1

Zhu Wang, Ph.D.
Connecticut Children's Medical Center — $75,000
Statistical Methods for Postoperative Morbidity after Cardiac Surgery in Children — Year 1

Elisa Boscolo, Ph.D. — $75,000
Children's Hospital Boston — Year 1
NOTCH Signaling during Pathological Blood Vessel Formation and Maturation

Child Health Research Grants (continued)

Irina Bezsonova, Ph.D. $75,000
University of Connecticut Health Center Year 1
The Role of Usp7 in Pediatric Neuroblastoma

Total Child Health Research Grants, $1,350,000

PEDIATRIC FELLOWSHIPS

Tufts University School of Medicine, Tim van Opijnen., Ph.D., *"Functional Organization of the Streptococcus Pneumoniae Two Component System Regulatory Network"* ($50,500, Year 2) (Boston, MA)

Massachusetts General Hospital, Yee-Ming Chan, M.D., Ph.D., *"Using Kisspeptin to Interrogate the Human GnRH Neuron in vivo"* ($52,500, Year 2) (Boston, MA)

Harvard University, Edel Hyland, Ph.D., *"Targeting Antibiotic Resistance by Defining the Molecular Basis for Segregation Dependent Plasmid Incompatibility in Bacteria"* ($52,000, Year 1 (Boston, MA)

Harvard University, Nadine Gogolla, Ph.D. *"Multisensory Integration Deficits in Autism: Molecular Mechanisms of Postnatal Development,"* ($52,000, Year 1) (Boston, MA)

Total Fellowships, $168,693 *

INSTITUTIONAL GRANTS

Michael Chernew, Ph.D., Harvard Medical School, *"Evaluating the Impact of Global Payments on Pediatric Care"* ($232,183, Year 2) (Boston, MA)

Camilia Martin, M.D., Beth Israel Deaconess Medical Center, *"Prevention of Disease in Premature Infants through Lipid Nutritional Strategies"* ($260,000 Year 1 (Boston, MA)

David Goodman, M.D., The Dartmouth Institute, *"Improving Children's Health through Restoring Pediatric Leadership in Mentoring Health System Performance"* ($260,000, Year 1) (Boston, MA)

Total Institutional Grants, $752,183

TOTAL GRANTMAKING IN 2011, $2,270,876

* Total fellowship costs were $207,000; amount paid from the Hood account ($168,693) reflects a $38,307 refund (funds on hand) from a prior fellow

<u>Charles H. Hood Foundation</u>

Child Health Research Awards Program

The Charles H. Hood Foundation was incorporated in 1942 to improve the health and quality of life for children throughout New England. Today's research projects encompass many disciplines that have contributed to pediatric discoveries while launching the careers of promising junior faculty. The intent of the Award is to support newly **independent faculty**, provide the opportunity to demonstrate creativity, and assist in the transition to other sources of research funding. **Research projects must be relevant to child health.**

Online Application Deadline

Wednesday, March 23, 2011 at 12:00 Noon (U.S. Eastern Time)

Application Materials

www.tmfgrants.org/Hood

Funding Period and Award Amount

- July 1, 2011 – June 30, 2013
- Up to five $150,000 awards at $75,000 per year (inclusive of 10% institutional overhead)

Applicant, Project and Geographic Eligibility

- Investigators within five years of their first faculty appointment
- Research with relevance to child health
- Hypothesis-driven clinical, basic science, public health, health services research and epidemiology projects
- Nonprofit academic, medical or research institutions in New England
- United States citizenship or residency is not required

Please direct any questions to 617-695-9439 or glockwood@hria.org.

Charles H. Hood Foundation

Child Health Research Awards Program

The Charles H. Hood Foundation was incorporated in 1942 to improve the health and quality of life for children throughout New England. Today's research projects encompass many disciplines that have contributed to pediatric discoveries while launching the careers of promising junior faculty. The intent of the Award is to support newly **independent faculty**, provide the opportunity to demonstrate creativity, and assist in the transition to other sources of research funding. **Research projects must be relevant to child health.**

Online Application Deadline

Friday, September 16, 2011 at 12:00 Noon (U.S. Eastern Time)

Application Materials

www.tmfgrants.org/Hood

Funding Period and Award Amount

- January 1, 2012 – December 31, 2013
- Up to five $150,000 awards at $75,000 per year (inclusive of 10% institutional overhead)

Applicant, Project and Geographic Eligibility

- Investigators within five years of their first faculty appointment
- Research with relevance to child health
- Hypothesis-driven clinical, basic science, public health, health services research and epidemiology projects
- Nonprofit academic, medical or research institutions in New England
- United States citizenship or residency is not required

Please direct any questions to 617-695-9439 or GLockwood@hria.org.

Form 8868 (Rev January 2012)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions CHARLES H HOOD FOUNDATION	Employer identification number (EIN) or [X] 04-3507847
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O. box, see instructions 95 BERKELEY STREET SUITE 208	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions BOSTON, MA 02116	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ RAYMOND CONSIDINE, EXEC DIR.

Telephone No. ▶ (617)695-9439 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶ [X] calendar year 20 11 or

▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 13,717.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 60,000.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (*Electronic Federal Tax Payment System*). See *instructions*	3c	$ 20,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Form 8868 (Rev 1-2012) Page **2**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. CHARLES H HOOD FOUNDATION	Employer identification number (EIN) or [X] 04-3507847
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O. box, see instructions. 95 BERKELEY STREET SUITE 208	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions BOSTON, MA 02116	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	[redacted]	
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ US TRUST FIDUCIARY TAX SERVICES

Telephone No. ▶ (617)695-9439 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15 , 20 12 .

5 For calendar year 2011 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME REQUESTED TO FILE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 36,219.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 60,000.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ NONE

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶ 07/25/2012

Form **8868** (Rev. 1-2012)

BANK OF AMERICA, N.A.

P O BOX 1802

PROVIDENCE, RI 02901-1802

JSA

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