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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

OMB No. 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation MASTWOOD CHARITABLE FOUNDATION		A Employer identification number 04-3530135
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (617) 482-5270
P.O. BOX 55806		
City or town, state, and ZIP code BOSTON, MA 02205-5806		
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 285,470.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		7,763.	8,827.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,701.			
b Gross sales price for all assets on line 6a 85,695.					
7 Capital gain net income (from Part IV, line 2)			12,818.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		14,464.	21,645.		
13 Compensation of officers, directors, trustees, etc.		2,714.			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT. 2		340.	28.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) STMT. 3		35.			35.
24 Total operating and administrative expenses. Add lines 13 through 23		3,089.	2,742.		35.
25 Contributions, gifts, grants paid		14,484.			14,484.
26 Total expenses and disbursements. Add lines 24 and 25		17,573.	2,742.		14,519.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-3,109.			
b Net investment income (if negative, enter -0-)			18,903.		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	NONE	NONE	NONE
	2 Savings and temporary cash investments	15,392.	10,018.	10,018.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) . STMT 4	257,924.	260,089.	275,452.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	273,316.	270,107.	285,470.	
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. ▶ ☒			
	27 Capital stock, trust principal, or current funds	273,316.	270,107.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	273,316.	270,107.	
	31 Total liabilities and net assets/fund balances (see instructions)	273,316.	270,107.	

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	273,316.
2 Enter amount from Part I, line 27a	2	-3,109.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	270,207.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	100.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	270,107.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 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 84,684.		72,877.	11,807.		
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			11,807.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	12,818.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	14,175.	297,215.	0.04769274767
2009	15,486.	300,373.	0.05155589883
2008	19,465.	340,156.	0.05722374440
2007	19,722.	413,009.	0.04775198603
2006	18,838.	386,775.	0.04870531963
2 Total of line 1, column (d)			0.25292969656
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			0.05058593931
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			302,391.
5 Multiply line 4 by line 3			15,297.
6 Enter 1% of net investment income (1% of Part I, line 27b)			189.
7 Add lines 5 and 6			15,486.
8 Enter qualifying distributions from Part XII, line 4			14,519.

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	378.
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	378.
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	378.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	31.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	31.	
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	347.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>FIDUCIARY TRUST COMPANY</u> Telephone no. <u>(617) 482-5270</u> Located at <u>175 FEDERAL ST, BOSTON, MA</u> ZIP + 4 <u>02110</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	1b	X
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 <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ☐	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? ☐	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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 ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 6		2,714.	-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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (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	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	306,996.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	306,996.
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	306,996.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,605.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	302,391.
6	Minimum investment return. Enter 5% of line 5	6	15,120.

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	15,120.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	378.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	378.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,742.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	14,742.
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	14,742.

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	14,519.
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	14,519.
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	14,519.

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				14,742.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			14,484.	
b Total for prior years: 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		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: ► \$ <u>14,519.</u>				
a Applied to 2010, but not more than line 2a			14,484.	
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				35.
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			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				14,707.
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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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).)

N/A

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.

N/A

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 9				
Total			3a	14,484.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

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.		

[illegible]

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 of officer or trustee [Signature] Date 5/3/12 Title Vice President

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
	MARK SPENCER	<i>[Signature]</i>	5/3/12		P00709770
	Firm's name ▶	FIDUCIARY TRUST COMPANY	Firm's EIN ▶		04-1309690
	Firm's address ▶	P.O. BOX 55806 BOSTON, MA 02205-5806	Phone no.		617-482-5270

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS				346.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				665.	
1,662.00		87.864 ALLIANZ NFJ INTL VALUE FUND PROPERTY TYPE: SECURITIES 1,507.00				09/04/2009 155.00	11/03/2011
626.00		2. CHIPOTLE MEXICAN GRILL INC PROPERTY TYPE: SECURITIES 280.00				07/08/2010 346.00	09/01/2011
1,340.00		4. CHIPOTLE MEXICAN GRILL INC PROPERTY TYPE: SECURITIES 560.00				07/08/2010 780.00	11/03/2011
450.00		25. CISCO SYSTEMS INC COM PROPERTY TYPE: SECURITIES 443.00				12/17/1912 7.00	11/03/2011
352.00		5. COCA-COLA CO COM PROPERTY TYPE: SECURITIES 271.00				12/17/1912 81.00	09/01/2011
665.00		10. COCA-COLA CO COM PROPERTY TYPE: SECURITIES 543.00				12/17/1912 122.00	12/12/2011
451.00		5. COLGATE-PALMOLIVE COM PROPERTY TYPE: SECURITIES 286.00				12/17/1912 165.00	09/01/2011
2,206.00		25. COLGATE-PALMOLIVE COM PROPERTY TYPE: SECURITIES 1,428.00				12/17/1912 778.00	11/03/2011
226.00		5. DANAHER CORP COM PROPERTY TYPE: SECURITIES 138.00				12/17/1912 88.00	09/01/2011
1,114.00		25. EXELON CORP PROPERTY TYPE: SECURITIES 1,004.00				07/08/2010 110.00	11/03/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
739.00		10. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 423.00				P	12/17/1912	09/01/2011
							316.00	
1,168.00		15. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 635.00				P	12/17/1912	11/03/2011
							533.00	
540.00		43.821 FRONTEGRA NETOLS SMALL CAP VALUE PROPERTY TYPE: SECURITIES 500.00				P	09/01/2011	11/03/2011
							40.00	
731.00		59.368 FRONTEGRA NETOLS SMALL CAP VALUE PROPERTY TYPE: SECURITIES 635.00				P	06/04/2010	11/03/2011
							96.00	
1,577.00		130.457 FRONTEGRA NETOLS SMALL CAP VALUE PROPERTY TYPE: SECURITIES 1,395.00				P	06/04/2010	12/12/2011
							182.00	
816.00		50. GENERAL ELECTRIC COM PROPERTY TYPE: SECURITIES 71.00				P	12/17/1912	12/12/2011
							745.00	
1,075.00		2. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 907.00				P	07/08/2010	09/01/2011
							168.00	
1,180.00		2. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 907.00				P	07/08/2010	11/03/2011
							273.00	
458.00		10. ILLINOIS TOOL WORKS INC COM PROPERTY TYPE: SECURITIES 288.00				P	12/17/1912	09/01/2011
							170.00	
1,222.00		25. ILLINOIS TOOL WORKS INC COM PROPERTY TYPE: SECURITIES 720.00				P	12/17/1912	11/03/2011
							502.00	
10,697.00		250. ISHARES MSCI EMERGING MKTS INDEX FU PROPERTY TYPE: SECURITIES 8,945.00				P	09/01/2009	09/01/2011
							1,752.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
327.00		5. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 270.00				P	12/17/1912	09/01/2011
							57.00	
2,581.00		170.733 JP MORGAN RESEARCH MKT NEUTRAL F PROPERTY TYPE: SECURITIES 2,643.00				P	11/30/2010	09/01/2011
							-62.00	
5,981.00		409.97 JP MORGAN RESEARCH MKT NEUTRAL FU PROPERTY TYPE: SECURITIES 6,346.00				P	11/30/2010	12/12/2011
							-365.00	
2,799.00		194. JP MORGAN RESEARCH MKT NEUTRAL FUND PROPERTY TYPE: SECURITIES 3,003.00				P	11/30/2010	12/23/2011
							-204.00	
954.00		61.137 THOMAS WHITE INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 844.00				P	06/04/2010	11/03/2011
							110.00	
708.00		32.344 MATTHEWS PACIFIC TIGER FUND - INS PROPERTY TYPE: SECURITIES 745.00				P	09/01/2011	11/03/2011
							-37.00	
2,714.00		181.291 MATTHEWS ASIAN GROWTH & INCOME - PROPERTY TYPE: SECURITIES 2,980.00				P	VAR	12/12/2011
							-266.00	
1,656.00		50. MERCK & CO INC (NEW) PROPERTY TYPE: SECURITIES 64.00				P	12/17/1912	09/01/2011
							1,592.00	
635.00		25. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 724.00				P	12/17/1912	12/12/2011
							-89.00	
10,710.00		201. PIMCO 1-5 YEAR US TIPS INDEX ETF PROPERTY TYPE: SECURITIES 10,418.00				P	03/08/2010	10/19/2011
							292.00	
261.00		5. QUALCOMM INC COM PROPERTY TYPE: SECURITIES 169.00				P	07/08/2010	09/01/2011
							92.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
1,755.00		25. ROYAL DUTCH SHELL PLC SPONSORED PROPERTY TYPE: SECURITIES 1,232.00				P	12/17/1912	11/03/2011
							523.00	
1,000.00		25. STATE STREET CORP PROPERTY TYPE: SECURITIES 1,339.00				P	09/01/2009	11/03/2011
							-339.00	
1,198.00		30. STATE STREET CORP PROPERTY TYPE: SECURITIES 1,607.00				P	09/01/2009	12/12/2011
							-409.00	
1,815.00		65. SYSCO CORP COM PROPERTY TYPE: SECURITIES 1,814.00				P	12/17/1912	09/01/2011
							1.00	
1,767.00		68.065 THORNBURG INTL VALUE FUND I PROPERTY TYPE: SECURITIES 1,592.00				P	09/04/2009	11/03/2011
							175.00	
575.00		25. U S BANCORP PROPERTY TYPE: SECURITIES 567.00				P	09/01/2009	09/01/2011
							8.00	
1,894.00		75. U S BANCORP PROPERTY TYPE: SECURITIES 1,700.00				P	09/01/2009	11/03/2011
							194.00	
520.00		20. U S BANCORP PROPERTY TYPE: SECURITIES 453.00				P	09/01/2009	12/12/2011
							67.00	
1,600.00		280.702 VANGUARD FIXED INCOME SECURITIES PROPERTY TYPE: SECURITIES 1,437.00				P	09/01/2009	11/03/2011
							163.00	
2,097.00		372.512 VANGUARD FIXED INCOME SECURITIES PROPERTY TYPE: SECURITIES 1,907.00				P	09/01/2009	12/12/2011
							190.00	
6,312.00		150. VANGUARD MSCI EMERGING MARKETS INDE PROPERTY TYPE: SECURITIES 6,609.00				P	09/01/2011	11/03/2011
							-297.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,862.00		35. WAL-MART STORES INC COM PROPERTY TYPE: SECURITIES 27.00				P	12/17/1912 1,835.00	09/01/2011
858.00		15. WAL-MART STORES INC COM PROPERTY TYPE: SECURITIES 12.00				P	12/17/1912 846.00	11/03/2011
545.00		34.843 WALTHAUSEN SMALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 500.00				P	09/01/2011 45.00	11/03/2011
815.00		52.071 WALTHAUSEN SMALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 695.00				P	05/27/2010 120.00	11/03/2011
1,450.00		96.903 WALTHAUSEN SMALL CAP VALUE FUND PROPERTY TYPE: SECURITIES 1,294.00				P	05/27/2010 156.00	12/12/2011
TOTAL GAIN(LOSS)							----- 12,818. =====	

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	7,763.	8,827.
	-----	-----
TOTAL	7,763.	8,827.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FED EST TAX PAID	312.	28.
FRN TAX PAID	28.	
	-----	-----
TOTALS	340.	28.
	=====	=====

MASTWOOD CHARITABLE FOUNDATION

04-3530135

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

FILING FEE

35.

35.

TOTALS

35.
=====

35.
=====

04-3530135

MASTWOOD CHARITABLE FOUNDATION PRI
Form 990 PF BALANCE SHEET

PAR VALUE / SHARE	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	EST ANNUAL INCOME
CASH / CASH EQUIVALENTS					
1270.41	DREYFUS GOVT CASH MANAGEMENT-INSTL SHS	1,270.41	1,270.41	1,270.41	0.00
EQUITIES / COMMON STOCK Stmt 4					
10.00	AMAZON.COM INC COM	1,767.30	1,767.30	1,731.00	0.00
50.00	ANALOG DEVICES COM	1,825.00	1,825.00	1,789.00	50.00
25.00	CHEVRON CORP COM	1,753.75	1,753.75	2,660.00	81.00
4.00	CHIPOTLE MEXICAN GRILL INC	560.24	560.24	1,350.96	0.00
25.00	CHUBB CORP COM	1,432.25	1,432.25	1,730.50	39.00
138.00	CISCO SYSTEMS INC COM	2,443.98	2,626.14	2,495.04	33.12
35.00	COCA-COLA CO COM	1,899.45	1,674.75	2,448.95	65.80
10.00	COLGATE-PALMOLIVE CO COM	571.15	714.40	923.90	23.20
70.00	DANAHER CORP COM	1,934.97	2,160.20	3,292.80	7.00
25.00	EXELON CORP COM	1,003.94	1,003.94	1,084.25	52.50
75.00	EXPRESS SCRIPTS INC COM	3,412.75	3,412.75	3,351.75	0.00
50.00	EXXON MOBIL CORP COM	2,116.50	3,494.00	4,238.00	94.00
150.00	GENERAL ELECTRIC CO COM	214.42	1,779.00	2,686.50	102.00
6.00	GOOGLE INC CL A	2,721.60	2,721.60	3,875.40	0.00
55.00	ILLINOIS TOOL WORKS INC COM	1,583.17	2,024.00	2,569.05	79.20
200.00	ISHARES BARCLAYS 1-3 YEAR CREDIT BOND	20,792.76	20,792.76	20,840.00	396.80
127.00	ISHARES BARCLAYS 1-3 YEAR TREAS BOND ETF	10,736.86	10,736.86	10,731.50	87.00
45.00	JOHNSON & JOHNSON COM	2,433.87	2,532.15	2,951.10	102.60
75.00	JPMORGAN CHASE & CO COM	3,283.36	3,283.36	2,493.75	75.00
100.00	MICROSOFT CORP COM	2,897.94	2,379.00	2,596.00	80.00
25.00	NATIONAL OILWELL VARCO INC COM	1,592.50	1,592.50	1,699.75	12.00
62.00	QUALCOMM INC COM	2,092.17	2,092.17	3,391.40	53.32
25.00	ROYAL DUTCH SHELL PLC SPONSORED ADR A SH	1,231.70	1,246.50	1,827.25	71.40
50.00	SPDR GOLD TRUST	4,695.91	4,695.91	7,599.50	0.00
20.00	STATE STREET CORP COM	1,071.13	1,071.13	806.20	14.40
25.00	TEVA PHARMACEUTICAL INDS LTD ADR	1,342.63	1,342.63	1,009.00	19.63
200.00	TORTOISE ENERGY INFRASTRUCTURE CORP	6,445.56	6,445.56	7,998.00	444.00
30.00	US BANCORP COM (NEW)	680.10	680.10	811.50	15.00
94.00	VANGUARD MSCI EMERGING MARKETS INDEX ETF	4,141.64	4,141.64	3,591.74	85.16
50.00	WAL-MART STORES INC COM	38.97	2,457.50	2,988.00	73.00
25.00	WALGREEN CO COM	858.45	750.00	826.50	22.50
175.00	WISDOMTREE INT'L REAL ESTATE INDEX ETF	4,394.25	4,394.25	4,061.75	257.60
TOTAL EQUITIES / COMMON STOCK		93,970.27	99,583.34	112,450.04	2,436.22

BOOK VALUE ASSET STATEMENT
AS OF 12/31/11

PAGE 3

ACCOUNT NO. 56606706.2

04-3530135

MASTWOOD CHARITABLE FOUNDATION PRI
Form 990 PF BALANCE SHEET

PAR VALUE/SHARE	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	EST ANNUAL INCOME
MUTUAL FUND INVESTMENTS					
1699.49	ABSOLUTE STRATEGIES FUND INST'L	17,984.05	17,984.05	18,779.36	62.88
466.072	ALLIANZ NFJ INTL VALUE FUND	7,993.13	7,993.13	8,417.26	239.56
1050.42	ASPEN MANAGED FUTURES STRATEGY FUND I	10,000.00	10,000.00	9,789.91	0.00
613.155	FRANKLIN INT'L SMALL CAP GROWTH ADV	8,390.98	8,390.98	8,351.17	177.20
231.129	FRONTIERA NETOLS SMALL CAP VALUE INSTL	2,470.77	2,486.46	2,831.33	0.46
1195.029	HUSSMAN STRATEGIC GROWTH FUND	15,760.24	15,760.24	14,854.21	33.46
0.491	JP MORGAN RESEARCH MKT NEUTRAL FUND	7.60	7.60	7.07	0.00
390.117	LATEEF FUND CL I	3,000.00	3,000.00	3,987.00	2.73
167.462	MATTHEWS PACIFIC TIGER FUND - INSTL	3,848.66	3,848.66	3,402.83	25.45
591.842	MERGER FUND	9,459.49	9,459.49	9,226.82	178.74
409.356	OAKMARK INTERNATIONAL FUND CL I	6,300.00	6,300.00	6,774.84	51.58
1199.528	PRINCETON FUTURES STRATEGY FUND I	12,103.25	12,103.25	11,635.42	107.96
2722.356	TEMPLETON GLOBAL BOND FUND ADVISOR CL	33,508.97	33,508.97	33,675.54	1,725.97
576.544	THOMAS WHITE INTERNATIONAL FUND	7,956.31	7,956.31	8,584.74	167.77
338.091	THORNBURG INTL VALUE FUND I	7,907.96	7,907.96	8,310.28	129.83
508.895	VANGUARD HIGH-YIELD CORPORATE FD INV SHS	2,605.55	2,605.55	2,895.61	197.71
773.938	VANGUARD LTD-TERM TAX-EXEMPT FD INV SHS	8,621.67	8,621.67	8,637.15	175.41
190.961	WALTHAUSEN SMALL CAP VALUE FUND	2,553.38	2,571.00	2,841.50	0.00
TOTAL MUTUAL FUND INVESTMENTS		160,472.01	160,505.32	163,002.04	3,276.71
TOTAL INVESTMENTS					
	CASH	255,712.69	261,359.07	276,722.49	
	CASH RECEIVABLES	0.00	0.00	0.00	
	CASH PAYABLES	0.00	0.00	0.00	
GRAND TOTAL		255,712.69	261,359.07	276,722.49	5,712.94

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

ADJ OF CARRYING VALUE

100.

TOTAL

100.
=====

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

OFFICER NAME:

FIDUCIARY TRUST COMPANY

ADDRESS:

P.O. BOX 55806

BOSTON, MA 02205-5806

TITLE:

TRUSTEE

COMPENSATION 2,714.

OFFICER NAME:

MARGARET BADENHAUSEN

ADDRESS:

P.O. BOX 55806

BOSTON, MA 02205-5806

TITLE:

TRUSTEE

TOTAL COMPENSATION:

2,714.

=====

RECIPIENT NAME:

AMERICAN ACADEMY IN ROME

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL PURPOSES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

BLUE HERON RENAISSANCE CHOIR

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL PURPOSES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

BOSTON EARLY MUSICAL FESTIVAL

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL PURPOSES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

CONVENT OF THE SACRED HEART

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL PURPOSES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

EARLY MUSIC AMERICA

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL PURPOSES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

ESSEX COUNTY GREENBELT

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL PURPOSES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

MASS ART FOUNDATION

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL PURPOSES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

MONTSERRAT COLLEGE OF ART

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL PURPOSES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

RAW ART WORKS

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL PURPOSES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

TRUSTEES OF THE RESERVATION

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL PURPOSES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 984.

TOTAL GRANTS PAID:

14,484.

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