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 ,

ROBERT W. MURRAY CHARITABLE FOUNDATION
20 ROWES WHARF #709
BOSTON, MA 02110

A Employer identification number 04-3541231

B Telephone number (see the instructions) 781-273-1000

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 ☐

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

H Check type of organization: [X] 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, column (c), line 16) ► $ 1,011,228.

J Accounting method [X] 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).)*

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	101,125.			
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	21,733.	21,733.	21,733.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-18,124.			
	b Gross sales price for all assets on line 6a 1,319,787.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	104,734.	21,733.	21,733.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	4,295.			4,295.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 2	573.	573.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 3	9,531.	9,531.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	14,399.	10,104.		4,295.
	25 Contributions, gifts, grants paid PART XV	64,200.			64,200.
	26 **Total expenses and disbursements.** Add lines 24 and 25	78,599.	10,104.	0.	68,495.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	26,135.			
	b Net investment income (if negative, enter -0-)		11,629.		
	C Adjusted net income (if negative, enter -0-)			21,733.	

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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			
	2 Savings and temporary cash investments	136,256.	4,472.	4,472.
	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 sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	853,459.	1,011,378.	1,006,756.
	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)	989,715.	1,015,850.	1,011,228.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	989,715.	1,015,850.	
	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			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	989,715.	1,015,850.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	989,715.	1,015,850.	

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	989,715.
2	Enter amount from Part I, line 27a	2	26,135.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,015,850.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,015,850.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 4			
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				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				
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	-18,124.
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	-54,593.

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 (column (b) divided by column (c))
2010	58,350.	82,156.	0.710234
2009	68,172.	62,512.	1.090543
2008	58,057.	664,273.	0.087399
2007	58,920.	878,401.	0.067076
2006	40,285.	814,558.	0.049456

2	**Total** of line 1, column (d)	2	2.004708
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	0.400942
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	80,969.
5	Multiply line 4 by line 3	5	32,464.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	116.
7	Add lines 5 and 6	7	32,580.
8	Enter qualifying distributions from Part XII, line 4	8	68,495.

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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	116.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	116.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	116.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 547.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	547.
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	0.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	431.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ►	431. **Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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 ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	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*	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, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► N/A			
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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► ADLER BLANCHARD & ASSOC LLP Telephone no ► 781-273-0075

Located at ► 27 CAMBRIDGE ST. BURLINGTON MA ZIP + 4 ► 01803

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

		Line	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.

			Line	Yes	No
1 a	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	N/A	
	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 ► 20__ , 20__ , 20__ , 20__ .				
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 ► 20__ , 20__ , 20__ , 20__ .				
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

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)? **5b** N/A

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

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

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

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
ROBERT W. MURRAY 20 ROWES WHARF # 709 BOSTON, MA 02110	TRUSTEE 0	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				

Total number of other employees paid over $50,000 ► 0

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

3 Five highest-paid independent contractors for professional services (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		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

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

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

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

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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	76,338.
b Average of monthly cash balances			1b	5,864.
c Fair market value of all other assets (see instructions)			1c	
d **Total** (add lines 1a, b, and c)			1d	82,202.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2 Acquisition indebtedness applicable to line 1 assets			2	0.
3 Subtract line 2 from line 1d			3	82,202.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	1,233.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	80,969.
6 **Minimum investment return.** Enter 5% of line 5			6	4,048.

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	4,048.
2a Tax on investment income for 2011 from Part VI, line 5	2a	116.		
b Income tax for 2011 (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	116.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	3,932.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	3,932.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	3,932.

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	68,495.
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	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4..	4	68,495.
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	116.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	68,379.

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				3,932.
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only			0.	
b Total for prior years. 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2011.				
a From 2006				
b From 2007 38,317.				
c From 2008 58,057.				
d From 2009 65,152.				
e From 2010 58,350.				
f **Total** of lines 3a through e	219,876.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► $ 68,495.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				3,932.
e Remaining amount distributed out of corpus	64,563.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	284,439.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	284,439.			
10 Analysis of line 9				
a Excess from 2007 38,317.				
b Excess from 2008 58,057.				
c Excess from 2009 65,152.				
d Excess from 2010 58,350.				
e Excess from 2011 64,563.				

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

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

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**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 organization had $5,000 or more in assets at any time during the year – see instructions.)**

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 5				
Total			► **3a**	64,200.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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				21,733.	
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					-18,124.
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)				21,733.	-18,124.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 3,609.

(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.)
N/A	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/30/12 Title: TRUSTEE

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
IRVING ADLER	IRVING ADLER	5/30/12		P00851649

Firm's name ► ADLER BLANCHARD & ASSOCIATES LLP — Firm's EIN ► 04-2836739

Firm's address ► 27 CAMBRIDGE STREET BURLINGTON, MA 01803 — Phone no (781) 273-0075

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADLER BLANCHARD & ASSOCIATES, LLP	$ 4,295.			$ 4,295.
TOTAL	$ 4,295.	$ 0.	$ 0.	$ 4,295.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
73	$ 573.	$ 573.		
TOTAL	$ 573.	$ 573.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	$ 9,531.	$ 9,531.		
TOTAL	$ 9,531.	$ 9,531.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	MANAGERS CHOICE	PURCHASED	VARIOUS	3/11/2011
2	2000 LAS VEGAS SANDS CORP	DONATED	12/31/2010	3/14/2011
3	680.067 MGRS RENAISSANCE LGE	PURCHASED	VARIOUS	3/14/2011
4	1652.871 MGRS AMG SYSTEMATIC VALUE	PURCHASED	VARIOUS	3/14/2011
5	807.348 MGRS AMG FQ US EQUITY FUND	PURCHASED	VARIOUS	3/14/2011
6	371.252 MGRS AMG FQ GLOBAL ALT	PURCHASED	VARIOUS	3/14/2011
7	325.608 MGRS HI YIELD FUND CL A	PURCHASED	VARIOUS	3/14/2011
8	48.215 MGRS SOEC EQUITY	PURCHASED	VARIOUS	3/14/2011
9	401.022 MGRS INT'L EQUITY	PURCHASED	VARIOUS	3/14/2011
10	346.653 MGRS BOND FUND	PURCHASED	VARIOUS	3/14/2011
11	1342.748 MGRS FREMONT BOND FUND	PURCHASED	VARIOUS	3/14/2011
12	299.538 MGRS REAL ESTATE SEC	PURCHASED	VARIOUS	3/14/2011
13	168.580 MGRS EMERG MKTS EQUITY FD	PURCHASED	VARIOUS	3/14/2011
14	196.466 MGRS GLOBAL BOND FUND	PURCHASED	VARIOUS	3/14/2011
15	179.067 THIRD AVENUE SM CAP VAL FD	PURCHASED	VARIOUS	3/14/2011

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
16	107.757 THIRD AVENUE REAL EST VAL FD	PURCHASED	VARIOUS	3/14/2011
17	399.443 TWEEDY BROWNE VAL FD	PURCHASED	VARIOUS	3/14/2011
18	417 BARCLAY'S BANK PLC BARCLAYS USD	PURCHASED	3/14/2011	3/18/2011
19	100 SEASPAN CORP	PURCHASED	5/11/2006	3/14/2011
20	200 TEEKAY LNG PTRNRS LP	PURCHASED	6/12/2008	3/14/2011
21	100 GRAMERCY CAP CORP	PURCHASED	6/17/2008	3/14/2011
22	6448.190 HARBOT BOND FD INDT CL	PURCHASED	VARIOUS	3/14/2011
23	200 LINN ENERGY LLC	PURCHASED	5/27/2008	3/14/2011
24	2120.055 MAINSTAY ICAP SEL EQUITY FD	PURCHASED	VARIOUS	3/14/2011
25	4685.940 NEUBERGER AND BERMAN INT'L FD	PURCHASED	VARIOUS	3/14/2011
26	100 NEWCASTLE INVT CORP CM	PURCHASED	1/03/2005	3/14/2011
27	2988.038 NORTHERN SM CAP VAL FD	PURCHASED	VARIOUS	3/14/2011
28	208 NORTHSTAR RLTY FIN CORP	PURCHASED	5/29/2008	3/14/2011
29	200 PROSPECT CAP CORP	PURCHASED	6/17/2008	3/14/2011
30	100 RAIT FINL TR	PURCHASED	1/03/2005	3/14/2011
31	138 TORONTO DOM BK ONT	PURCHASED	12/05/2006	3/14/2011
32	5253.168 VICTORY DIV ST D CL A	PURCHASED	VARIOUS	3/14/2011
33	100 ABERDEEN ASIA PACIFIC INC	PURCHASED	10/12/2009	3/14/2011
34	2874.204 ALGER SMID CAP GR FD	PURCHASED	VARIOUS	3/14/2011
35	532 AMERICAN CAP LTD	PURCHASED	5/29/2008	3/14/2011
36	100 ARES CAP CORP	PURCHASED	6/17/2008	3/14/2011
37	517 BANCO SANTANDER SA	PURCHASED	2/05/2009	3/14/2011
38	1000 BANK AMERICA CORP	PURCHASED	3/24/2009	3/14/2011
39	1250 BRITE STRIKE TACTICAL	PURCHASED	8/25/2008	3/14/2011
40	2533 CITIGROUP INC	PURCHASED	12/15/2006	3/14/2011
41	3352.351 CLUMBIA MARISCO FOC EQ	PURCHASED	VARIOUS	3/14/2011
42	1699.643 DELAWARE EMERG MKT FD	PURCHASED	VARIOUS	3/14/2011
43	300 ENTERPRISE PR PRTNRS LP	PURCHASED	1/03/2005	3/14/2011
44	1000 GEN ELECTRIC	PURCHASED	3/24/2009	3/14/2011
45	3864.054 GOLDMAN SACHS HIGHN YIELD FD	PURCHASED	VARIOUS	5/18/2011
46	156.464 GOLDMAN SACHS GL INC FD INST	PURCHASED	VARIOUS	8/01/2011
47	448.370 PIMCO REAL RETURN	PURCHASED	VARIOUS	8/01/2011
48	6940.291 AMERICAN IND ACT TR MGMT	PURCHASED	VARIOUS	8/01/2011
49	28 POWERSHARES	PURCHASED	3/14/2011	8/01/2011
50	57 VANGUARD I EQ IND FRNTL	PURCHASED	3/14/2011	8/01/2011
51	410 WISDOMTREE SM CAP	PURCHASED	3/14/2011	8/01/2011
52	3578 VANGUARD INTL EQ IND FD	PURCHASED	3/14/2011	10/17/2011
53	544 ISHARES TR RUSSELL 2000 IND FD	PURCHASED	3/14/2011	11/21/2011
54	4050 ISHARES TR MSCI ACWI ES US IND	PURCHASED	10/17/2011	11/21/2011

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	29,628.		31,005.	-1,377.				$ -1,377.
2	77,319.		98,320.	-21,001.				-21,001.
3	8,912.		6,889.	2,023.				2,023.
4	16,826.		17,074.	-248.				-248.
5	9,067.		9,583.	-516.				-516.
6	3,791.		3,694.	97.				97.
7	2,566.		2,660.	-94.				-94.
8	2,677.		2,093.	584.				584.
9	21,427.		20,998.	429.				429.
10	9,010.		8,379.	631.				631.
11	14,082.		13,897.	185.				185.
12	2,582.		1,576.	1,006.				1,006.

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
13	2,527.		2,274.	253.				$ 253.
14	3,870.		4,033.	-163.				-163.
15	3,855.		2,863.	992.				992.
16	2,523.		2,877.	-354.				-354.
17	7,594.		7,594.	0.				0.
18	18,764.		19,242.	-478.				-478.
19	1,502.		2,169.	-667.				-667.
20	7,431.		5,783.	1,648.				1,648.
21	442.		1,574.	-1,132.				-1,132.
22	79,051.		77,127.	1,924.				1,924.
23	7,579.		4,625.	2,954.				2,954.
24	77,421.		69,049.	8,372.				8,372.
25	80,548.		78,908.	1,640.				1,640.
26	617.		3,220.	-2,603.				-2,603.
27	46,195.		45,213.	982.				982.
28	1,083.		2,060.	-977.				-977.
29	2,327.		2,634.	-307.				-307.
30	274.		2,837.	-2,563.				-2,563.
31	11,742.		8,037.	3,705.				3,705.
32	83,368.		79,422.	3,946.				3,946.
33	655.		678.	-23.				-23.
34	47,856.		41,815.	6,041.				6,041.
35	4,581.		13,401.	-8,820.				-8,820.
36	1,660.		1,200.	460.				460.
37	5,961.		4,066.	1,895.				1,895.
38	14,151.		7,565.	6,586.				6,586.
39	91.		1,140.	-1,049.				-1,049.
40	11,377.		34,834.	-23,457.				-23,457.
41	76,970.		58,862.	18,108.				18,108.
42	27,089.		21,728.	5,361.				5,361.
43	12,198.		7,730.	4,468.				4,468.
44	19,830.		10,645.	9,185.				9,185.
45	28,776.		28,594.	182.				182.
46	2,013.		1,986.	27.				27.
47	5,408.		4,865.	543.				543.
48	68,081.		71,489.	-3,408.				-3,408.
49	1,405.		1,342.	63.				63.
50	2,710.		2,635.	75.				75.
51	21,354.		21,346.	8.				8.
52	147,970.		168,894.	-20,924.				-20,924.
53	38,085.		42,952.	-4,867.				-4,867.
54	144,966.		152,435.	-7,469.				-7,469.
							TOTAL	$ -18,124.

STATEMENT 5
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
BURLINGTON SCHOLARSHIP FOUNDATION TOWN HALL CENTER STREET BURLINGTON, MA 01803	NONE		UNRESTRICTED GIFT	$ 15,000.
LITTLE SISTERS OF THE POOR 186 HIGHLAND AVE. SOMERVILLE, MA 02143	N/A		UNRESTRICTED GIFT	500.
FRANCISCAN HOSP. FOR CHILDREN 30 WARREN ST. BOSTON, MA 02135	N/A		UNRESTRICTED GIFT	2,500.
LAHEY CLINIC MALL ROAD BURLINGTON, MA 01803	N/A		UNRESTRICTED GIFT	7,500.
SHRINER BURNS CENTER 51 BLOSSOM STREET BOSTON, MA 02114	N/A		UNRESTRICTED GIFT	2,000.
WINCHESTER HOSPITAL 41 HIGHLAND AVE WINCHESTER, MA 01890	N/A		UNRESTRICTED GIFT	7,500.
WOBURN LIBRARY 45 PLEASANT STREET WOBURN, MA 01801	N/A		UNRESTRICTED GIFT	3,000.
WOBURN YMCA 523 MAIN STREET WOBURN, MA 01801	N/A		UNRESTRICTED GIFT	1,500.
WOBURN BOYS CLUB CHARLES GARDNER LANE WOBURN, MA 01801	N/A		UNRESTRICTED GIFT	1,500.
PINE STREET INN 444 HARRISON AVE BOSTON, MA 02118	N/A		UNRESTRICTED GIFT	500.
ROSIES PLACE 889 HARRISON AVE BOSTON, MA 02118	N/A		UNRESTRICTED GIFT	500.
BULFINCH MEDICAL GROUP FRUIT STREET BOSTON, MA 02109	N/A		UNRESTRICTED GIFT	10,000.

**STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
IRISH IMMIGRATION CENTER 59 TEMPLE PLACE, SUITE 1010 BOSTON, MA 02111	N/A		UNRESTRCITED GIFT	$ 1,500.
THE OLD NORTH FOUNDATION 193 SALEM STREET BOSTON, MA 02113	N/A		UNRESTRICTED GIFT	100.
PACIFIC LEGAL FOUNDATION 3900 LENNANE DRIVE, SUITE 200 SACRAMENTO, CA 95834	N/A		UNRESTRICTED GIFT	1,500.
WOBURN COUNCIL OF SOCIAL CONCERN 2 MERRIMAC STREET WOBURN, MA 01801	N/A		UNRESTRICTED GIFT	1,000.
JIMMY FUND 10 BROOKLINE PLACE W. 6TH FL BROOKLINE, MA 02445	N/A		UNRESTRICTED GIFT	500.
RIVIER COLLEGE 420 SOUTH MAIN STREET NASHUA, NH 03060	N/A		UNRESTRICTED GIFT	1,500.
NATIONAL MULTIPLE SCLEOSIS FND PO BOX 4527 NEW YORK, NY 10163	N/A		UNRESTRICTED GIFT	5,000.
PMC MAS CHALLENGE 77 FOURTH AVENUE NEEDHAM, MA 02494	N/A		UNRESTRICTED GIFT	100.
A.L.S. ASSOCIATION 1275 K STREET NW SUITE 1050 WASHINGTON, DC 20005	N/A		UNRESTRICTED GIFT	500.
ROSE FITZGERALD KENNEDY GREENWAY 185 KNEELAND STREET BOSTON, MA 02111	N/A		UNRESTRICTED GIFT	500.
			TOTAL	$ 64,200.