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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

ENVELOPE POSTMARK DATE APR 26 2012

Name of foundation: ATTLEBORO FOUNDATION T/U/I
Employer identification number: 04-6007842
Telephone number: ( ) -
City or town, state, and ZIP code: PROVIDENCE, RI 02901-1802
Check type of organization: [X] Section 4947(a)(1) nonexempt charitable trust
Fair market value of all assets at end of year: 629,140
Accounting method: [X] Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (Total 62,989) and Operating and Administrative Expenses (Total 34,877).

For Paperwork Reduction Act Notice, see instructions.

JSA

Form 990-PF 12011



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		
	2	Savings and temporary cash investments	17,562.	24,111.	24,111.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) *		*	NONE	
		Less: allowance for doubtful accounts	NONE	NONE	NONE	
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	NONE	NONE	NONE	
	b	Investments - corporate stock (attach schedule)	589,334.	611,706.	605,029.	
	c	Investments - corporate bonds (attach schedule)	NONE	NONE	NONE	
	11	Investments - land, buildings, and equipment basis	NONE			
	Less: accumulated depreciation (attach schedule)	NONE	NONE			
12	Investments - mortgage loans	NONE	NONE			
13	Investments - other (attach schedule) STMT 5	NONE	NONE	NONE		
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe )	NONE	NONE	NONE		
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	606,896.	635,817.	629,140.		
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	<b>Total liabilities</b> (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	606,896.	635,817.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE		
30	<b>Total net assets or fund balances</b> (see instructions)	606,896.	635,817.			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	606,896.	635,817.			

**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	606,896.
2	Enter amount from Part I, line 27a	2	28,112.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 6	3	820.
4	Add lines 1, 2, and 3	4	635,828.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	11.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	635,817.



Part IV Capital Gains and Losses for Tax on Investment Income

Table with columns for (a) List and describe the kind(s) of property sold, (b) How acquired, (c) Date acquired, (d) Date sold, (e) Gross sales price, (f) Depreciation allowed, (g) Cost or other basis, (h) Gain or (loss), (i) FMV as of 12/31/69, (j) Adjusted basis, (k) Excess of col. (i) over col. (j), and (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)).

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 [X] No

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

Table with columns for (a) Base period years, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, and (d) Distribution ratio. Includes rows for 2010-2006 and summary rows 2-8.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Values include 1,175.00, 987.00, and NONE.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Includes sub-rows 8a and 8b. Values include X in various cells.

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**  Yes  No

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**  Yes  No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . **13**  Yes  No  
Website address **▶ N/A**

14 The books are in care of **▶ PRIVATE BANK TAX SERVICES** Telephone no **▶ (401) 278-6812**  
Located at **▶ PO BOX 1802, PROVIDENCE, RI** ZIP + 4 **▶ 02901-1802**

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

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**  Yes  No  
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.

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 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**  Yes  No  
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**  Yes  No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . .  Yes  No  
If "Yes," list the years **▶** \_\_\_\_\_

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) . . . . . **2b**  Yes  No

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here **▶** \_\_\_\_\_

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .  Yes  No

b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) . . . . . **3b**  Yes  No

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . **4a**  Yes  No

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**  Yes  No



**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  No

Organizations relying on a current notice regarding disaster assistance check here

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

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  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 8		6,556.	-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
SEE STATEMENT 9		NONE	NONE	NONE

**Total number of other employees paid over \$50,000**  NONE



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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 10		NONE
<b>Total number of others receiving over \$50,000 for professional services . . . . .</b>		<b>NONE</b>

**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	
<b>Total. Add lines 1 through 3 . . . . .</b>	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	657,653.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	11,635.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	669,288.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	669,288.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	10,039.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	659,249.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	32,962.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	32,962.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	1,175.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,175.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	31,787.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	31,787.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	31,787.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	29,818.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	29,818.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	29,818.

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				31,787.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only . . . . .			24,692.	
<b>b</b> Total for prior years 20 09, 20 , 20 . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . .	NONE			
<b>b</b> From 2007 . . . . .	NONE			
<b>c</b> From 2008 . . . . .	NONE			
<b>d</b> From 2009 . . . . .	NONE			
<b>e</b> From 2010 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ 29,818.				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			24,692.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2011 distributable amount . . . . .				5,126.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				26,661.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007 . . . . .	NONE			
<b>b</b> Excess from 2008 . . . . .	NONE			
<b>c</b> Excess from 2009 . . . . .	NONE			
<b>d</b> Excess from 2010 . . . . .	NONE			
<b>e</b> Excess from 2011 . . . . .	NONE			



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

NOT APPLICABLE

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

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

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

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

**1 Information Regarding Foundation Managers:**  
**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)  
 NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  
 NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

**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	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
Name and address (home or business)				
<p><b>a</b> <i>Paid during the year</i></p> <p>SEE STATEMENT 11</p>				
<p><b>Total</b> . . . . . ▶ <b>3a</b></p>				25,910.
<p><b>b</b> <i>Approved for future payment</i></p>				
<p><b>Total</b> . . . . . ▶ <b>3b</b></p>				





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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTCO INTL GROWTH FUND CL Y	306.	306.
ARTIO GLOBAL HIGH INCOME FUND CL I	1,440.	1,440.
COLUMBIA ACORN FUND CLASS Z SHARES	63.	63.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	252.	252.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	497.	497.
EATON VANCE LARGE-CAP VALUE FUND CL I	1,641.	1,641.
HARBOR INTERNATIONAL FUND INSTL CL	490.	490.
JOHN HANCOCK FDS III DISCIPLINED VALUE M	98.	98.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	2,226.	2,226.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	126.	126.
PIMCO TOTAL RETURN FUND INSTL	6,388.	6,388.
PIMCO COMMODITY REALRETURN STRATEGY FUND	12,057.	12,057.
PIMCO EMERGING MKT CURRENCY FUND INSTL	109.	109.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	241.	241.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	10.	10.
TOTAL	25,944.	25,944.

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

ATTLEBORO FOUNDATION T/U/I

04-6007842

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - PRINCIPAL	800.	
FOREIGN TAXES ON QUALIFIED FOR	275.	275.
FOREIGN TAXES ON NONQUALIFIED	51.	51.
TOTALS	1,126.	326.

ATTLEBORO FOUNDATION T/U/I

04-6007842

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

REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

CHARITABLE  
PURPOSES  
-----

DESCRIPTION  
-----

OTHER ALLOCABLE EXPENSE-INCOME

35.

35.

TOTALS

-----  
35.  
=====

-----  
35.  
=====



ATTLEBORO FOUNDATION T/U/I

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FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/

FMV

C OR F

-----

DESCRIPTION

-----

SEE ATTACHED STATEMENTS

C

TOTALS





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

DESCRIPTION  
-----

AMOUNT  
-----

INC ADJ

820.

TOTAL

-----  
820.  
=====

ATTLEBORO FOUNDATION T/U/I

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

=====

DESCRIPTION

AMOUNT

-----

-----

ROUNDING

11.

-----

TOTAL

11.

=====



ATTLEBORO FOUNDATION T/U/I

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

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 FEDERAL STREET

BOSTON, MA 02110

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION ..... 6,556.

TOTAL COMPENSATION: 6,556.

=====



ATTLEBORO FOUNDATION T/U/I

04-6007842

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES  
=====

EMPLOYEE NAME:  
NONE



ATTLEBORO FOUNDATION T/U/I

04-6007842

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:  
NONE



ATTLEBORO FOUNDATION T/U/I  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

04-6007842

RECIPIENT NAME:  
YMCA OF ATTLEBORO  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORTS NAMED ORGINIZATION  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 8,000.

RECIPIENT NAME:  
ATTLEBORO LAND TRUST  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PRESERVE NICKERSON WALKING WOODS  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 1,160.

RECIPIENT NAME:  
COMMUNITY VNA  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
ELECTRONIC MEDICAL RECORDS IMPROVMENT  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 16,750.

TOTAL GRANTS PAID: ..... 25,910.  
=====



**SCHEDULE D  
(Form 1041)**

**Capital Gains and Losses**

OMB No 1545-0092

Department of the Treasury  
Internal Revenue Service

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

**2011**

Name of estate or trust

Employer identification number

ATTLEBORO FOUNDATION T/U/I

04-6007842

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					
<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .					<b>1b</b> 300.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .					<b>2</b>
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .					<b>3</b>
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .					<b>4</b> ( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ▶					<b>5</b> 300.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS					7,312.
<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .					<b>6b</b> 29,433.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .					<b>7</b>
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .					<b>8</b>
<b>9</b> Capital gain distributions . . . . .					<b>9</b>
<b>10</b> Gain from Form 4797, Part I . . . . .					<b>10</b>
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .					<b>11</b> ( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ▶					<b>12</b> 36,745.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011



<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	Net short-term gain or (loss)	<b>13</b>		300.
<b>14</b>	Net long-term gain or (loss):			
a	Total for year	<b>14a</b>		36,745.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	<b>14b</b>		
c	28% rate gain	<b>14c</b>		
<b>15</b>	Total net gain or (loss). Combine lines 13 and 14a	<b>15</b>		37,045.

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

**Part IV Capital Loss Limitation**

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

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

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

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

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

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

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

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





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

Employer identification number

ATTLEBORO FOUNDATION T/U/I

04-6007842

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 500.074 ARTIO GLOBAL HIGH CL I	11/13/2009	11/30/2011	4,696.00	4,985.00	-289.00
175.31 ARTIO GLOBAL HIGH I CL I	12/31/2009	11/30/2011	1,646.00	1,776.00	-130.00
.383 COLUMBIA ACORN FUND C SHARES	06/05/2007	04/29/2011	13.00	13.00	
2.825 COLUMBIA ACORN FUND SHARES	06/05/2007	04/29/2011	94.00	94.00	
.685 COLUMBIA ACORN FUND C SHARES	12/08/2006	04/29/2011	23.00	20.00	3.00
17.238 COLUMBIA ACORN FUND SHARES	12/08/2006	04/29/2011	575.00	514.00	61.00
1.055 COLUMBIA ACORN FUND SHARES	12/11/2007	04/29/2011	35.00	31.00	4.00
16.893 COLUMBIA ACORN FUND SHARES	12/11/2007	04/29/2011	564.00	503.00	61.00
2.734 COLUMBIA ACORN FUND SHARES	06/06/2006	04/29/2011	91.00	80.00	11.00
9.915 COLUMBIA ACORN FUND SHARES	12/09/2005	04/29/2011	331.00	282.00	49.00
.235 COLUMBIA ACORN FUND C SHARES	12/09/2005	04/29/2011	8.00	7.00	1.00
.467 COLUMBIA ACORN FUND C SHARES	06/11/2008	04/29/2011	16.00	13.00	3.00
40.446 COLUMBIA ACORN FUND SHARES	08/21/2003	10/31/2011	1,183.00	798.00	385.00
32.803 COLUMBIA ACORN INTE FUND CL Z	12/30/2009	04/29/2011	1,437.00	1,124.00	313.00
33.78 COLUMBIA ACORN INTER FUND CL Z	11/13/2009	11/30/2011	1,192.00	1,139.00	53.00
53.551 COLUMBIA MARSICO IN OPPORTUNITIES FD CLASS Z SH	03/15/2006	04/29/2011	678.00	785.00	-107.00
282.409 COLUMBIA MARSICO I OPPORTUNITIES FD CLASS Z SH	03/15/2006	09/30/2011	2,674.00	4,137.00	-1,463.00
219.026 COLUMBIA MARSICO I OPPORTUNITIES FD CLASS Z SH	11/13/2009	09/30/2011	2,074.00	2,381.00	-307.00
588.022 COLUMBIA MARSICO I OPPORTUNITIES FD CLASS Z SH	12/30/2009	09/30/2011	5,569.00	6,315.00	-746.00
352.021 COLUMBIA MARSICO I OPPORTUNITIES FD CLASS Z SH	02/12/2010	09/30/2011	3,334.00	3,513.00	-179.00
137.815 COLUMBIA MARSICO I OPPORTUNITIES FD CLASS Z SH	03/03/2010	09/30/2011	1,305.00	1,439.00	-134.00
3.061 COLUMBIA MARSICO INT OPPORTUNITIES FD CLASS Z SH	04/26/2010	09/30/2011	29.00	33.00	-4.00
8.028 COLUMBIA SMALL CAP V CLASS Z SHARES	12/30/2009	04/29/2011	402.00	308.00	94.00
2.799 COLUMBIA SMALL CAP V CLASS Z SHARES	11/13/2009	10/31/2011	123.00	101.00	22.00
36.872 COLUMBIA SMALL CAP FUND CLASS Z SHARES	12/30/2009	04/29/2011	1,364.00	899.00	465.00

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



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

Employer identification number

ATTLEBORO FOUNDATION T/U/I

04-6007842

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 119.727 COLUMBIA SMALL CAP FUND CLASS Z SHARES	11/13/2009	07/29/2011	4,031.00	2,697.00	1,334.00
127.354 COLUMBIA SMALL CAP FUND CLASS Z SHARES	12/30/2009	07/29/2011	4,288.00	3,106.00	1,182.00
49.556 COLUMBIA SELECT SMA CLASS Z SHARES	12/30/2009	04/29/2011	939.00	684.00	255.00
192.64 COLUMBIA SELECT SMA CLASS Z SHARES	11/13/2009	07/29/2011	3,269.00	2,510.00	759.00
246.776 COLUMBIA SELECT SM CLASS Z SHARES	12/30/2009	07/29/2011	4,188.00	3,406.00	782.00
620.424 COLUMBIA SELECT LA GROWTH FUND CLASS Z SHARES	11/13/2009	01/31/2011	7,966.00	6,043.00	1,923.00
323.169 COLUMBIA SELECT LA GROWTH FUND CLASS Z SHARES	12/30/2009	01/31/2011	4,149.00	3,309.00	840.00
59.825 COLUMBIA SELECT LAR GROWTH FUND CLASS Z SHARES	12/30/2009	03/31/2011	822.00	613.00	209.00
609.205 COLUMBIA SELECT LA GROWTH FUND CLASS Z SHARES	04/26/2010	04/29/2011	8,620.00	6,646.00	1,974.00
101.288 COLUMBIA SELECT LA GROWTH FUND CLASS Z SHARES	03/29/2010	04/29/2011	1,433.00	1,080.00	353.00
202.152 COLUMBIA SELECT LA GROWTH FUND CLASS Z SHARES	12/30/2009	10/31/2011	2,569.00	2,070.00	499.00
194.359 COLUMBIA SELECT LA GROWTH FUND CLASS Z SHARES	02/12/2010	10/31/2011	2,470.00	1,911.00	559.00
2584.53 COLUMBIA SELECT LA GROWTH FUND CLASS Z SHARES	02/12/2010	11/30/2011	32,384.00	25,406.00	6,978.00
1471.751 COLUMBIA SELECT L GROWTH FUND CLASS Z SHARES	03/03/2010	11/30/2011	18,441.00	14,982.00	3,459.00
1471.282 COLUMBIA SELECT L GROWTH FUND CLASS Z SHARES	03/29/2010	11/30/2011	18,435.00	15,684.00	2,751.00
135.453 EATON VANCE LARGE-FUND CL I	11/13/2009	10/31/2011	2,330.00	2,239.00	91.00
230.121 EATON VANCE LARGE-FUND CL I	11/13/2009	11/30/2011	3,917.00	3,804.00	113.00
365.181 EATON VANCE LARGE-FUND CL I	12/31/2009	11/30/2011	6,215.00	6,128.00	87.00
715.133 EATON VANCE LARGE-FUND CL I	02/12/2010	11/30/2011	12,172.00	11,578.00	594.00
19.995 HARBOR INTERNATIONAL CL	11/13/2009	04/29/2011	1,348.00	1,109.00	239.00
.159 HARBOR INTERNATIONAL CL	10/18/2009	10/31/2011	9.00	9.00	
18.712 HARBOR INTERNATIONAL CL	11/13/2009	10/31/2011	1,051.00	1,038.00	13.00
9.178 LAZARD FUNDS INC EME PORTFOLIO INSTL	03/29/2010	04/29/2011	206.00	174.00	32.00
61.73 LAZARD FUNDS INC EME PORTFOLIO INSTL	02/12/2010	10/31/2011	1,178.00	1,056.00	122.00
57.507 NATIXIS FDS TR IV A ESTATE FD CL Y COM	11/13/2009	10/31/2011	971.00	669.00	302.00

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



**ATTLEBORO FOUNDATION T/U/I**  
**04-6007842**  
**Balance Sheet**  
**12/31/2011**



<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
72201F409	PIMCO EMERGING MKT CURRENCY	433.452	4,421.78	4,295.51
722005667	PIMCO COMMODITY REALRETURN	7916.013	62,286.31	51,770.73
693390700	PIMCO TOTAL RETURN FUND	15218.249	166,238.19	165,422.37
63872W409	NATIXIS FDS TR IV AEW REAL	410.054	5,060.59	6,966.82
52106N889	LAZARD EMERGING MKTS EQUITY	3712.360	68,210.59	62,367.65
47803W406	JOHN HANCOCK FDS III DISCIPLINED	2773.440	32,803.75	31,312.14
411511306	HARBOR INTERNATIONAL FUND	328.441	17,583.24	17,226.73
277905642	EATON VANCE LARGE-CAP VALUE	4442.836	76,605.70	76,283.49
269858304	EAGLE SM CAP GROWTH FUND	644.707	26,148.35	24,627.81
19765Y688	COLUMBIA SELECT LARGE CAP	6227.870	64,474.05	74,859.00
19765N567	COLUMBIA SMALL CAP VALUE I FUND	544.995	22,530.58	22,431.99
197199813	COLUMBIA ACORN INTERNATIONAL	199.156	6,677.14	6,833.04
197199409	COLUMBIA ACORN FUND	1105.749	28,040.94	30,474.44
04315J860	ARTIO GLOBAL HIGH INCOME FUND	1385.590	14,140.21	12,885.99
008882532	INVESCO INTL GROWTH FUND	681.858	16,484.78	17,271.46
	Cash/Cash Equivalent	24110.580	24,110.58	24,110.58
		<b>Totals:</b>	<b>635,816.78</b>	<b>629,139.74</b>