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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

2011

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

, 20

For calendar year 2011 or tax year beginning

, 2011, and ending

Name of foundation

CO-TTEE U/W OF EDWIN PHILLIPS

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

Room/suite

P O BOX 1802

City or town, state, and ZIP code

PROVIDENCE, RI 02901-1802

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: 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

J Accounting method: Cash Accrual

of year (from Part II, col. (c), line

16) ► \$ 11,145,949.

 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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	347,060	347,060		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	757,077			
b Gross sales price for all assets on line 6a	2,369,936			
7 Capital gain net income (from Part IV, line 2)		757,077		
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	1,104,137	1,104,137		
13 Compensation of officers, directors, trustees, etc	106,753	64,052		42,701
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	23,848	2,958		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 3	925			925
24 Total operating and administrative expenses.				
Add lines 13 through 23	131,526	67,010		43,626
25 Contributions, gifts, grants paid	477,424			477,424
26 Total expenses and disbursements Add lines 24 and 25	608,950	67,010		521,050
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	495,187			
b Net investment income (if negative, enter -0)		1,037,127		
c Adjusted net income (if negative, enter -0)				

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing	1,123.	1,547.	1,547.
	2 Savings and temporary cash investments	154,907.	180,453.	180,453.
Assets	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)	STMT 4.	NONE	NONE
	b Investments - corporate stock (attach schedule)	STMT 5.	10,621,171.	11,097,810.
	c Investments - corporate bonds (attach schedule)		NONE	NONE
	11 Investments - land, buildings, and equipment basis ►	NONE		
	Less accumulated depreciation ► (attach schedule)		NONE	NONE
Liabilities	12 Investments - mortgage loans		NONE	NONE
	13 Investments - other (attach schedule)		NONE	NONE
	14 Land, buildings, and equipment basis ►		NONE	NONE
	Less accumulated depreciation ► (attach schedule)			
	15 Other assets (describe ►)		NONE	NONE
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	10,777,201.	11,279,810.	11,145,949.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)			
	Foundations that follow SFAS 117, check here ► and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► X			
	27 Capital stock, trust principal, or current funds	10,776,078.	11,278,263.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds	1,123.	1,547.	STMT 6
	30 Total net assets or fund balances (see instructions)	10,777,201.	11,279,810.	
	31 Total liabilities and net assets/fund balances (see instructions)	10,777,201.	11,279,810.	

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	10,777,201.
2 Enter amount from Part I, line 27a	2	495,187.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 7	3	7,422.
4 Add lines 1, 2, and 3	4	11,279,810.
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	11,279,810.

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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 1,289,526.		1,038,276.		251,250.	
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a				251,250.	
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	757,077.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	456,997.	10,783,941.	0.04237755010
2009	614,723.	9,730,992.	0.06317166842
2008	635,113.	11,386,957.	0.05577548067
2007	577,128.	13,001,490.	0.04438937383
2006	595,061.	12,153,819.	0.04896082458
2 Total of line 1, column (d)			2 0.25467489760
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 0.05093497952
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 11,366,812.
5 Multiply line 4 by line 3			5 578,968.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10,371.
7 Add lines 5 and 6			7 589,339.
8 Enter qualifying distributions from Part XII, line 4			8 521,050.

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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	{	1	20,743.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		2	
3	Add lines 1 and 2 . . .		3	20,743.
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	20,743.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . .	6a	13,028.	
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	13,028.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	7,715.	
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 ► <input type="checkbox"/> NONE Refunded ► <input type="checkbox"/> 11			

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	X	
	<i>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.</i>		
1c	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? . . . <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? . . .	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MA	X	
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . .	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)? <i>If "Yes," complete Part XIV</i> . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	Telephone no ► (888) 866-3275	
15	ZIP + 4 ► 02901-1802	► X
16	Yes	No

1 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)

2 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)

3 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

Website address ► N/A

4 The books are in care of ► PRIVATE BANK TAX SERVICES Located at ► P.O. BOX 1802, PROVIDENCE, RI

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15

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 ►

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

1a	Yes	No
1b		X
1c		X
2		
2a		
2b		
3a		
3b		
4a		X
4b		X

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

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)? 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?

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.)

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)

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-5, did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
	If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		106,753.	-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 10		NONE	NONE	NONE

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

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	11,402,124.
b Average of monthly cash balances	1b	137,787.
c Fair market value of all other assets (see instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	11,539,911.
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	11,539,911.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	173,099.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,366,812.
6 Minimum investment return. Enter 5% of line 5	6	568,341.

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	568,341.
2a Tax on investment income for 2011 from Part VI, line 5	2a	20,743.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	20,743.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	547,598.
4 Recoveries of amounts treated as qualifying distributions	4	1,476.
5 Add lines 3 and 4	5	549,074.
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	549,074.

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	521,050.
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	521,050.
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	521,050.

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				549,074.
2 Undistributed income, if any, as of the end of 2011			411,025.	
a Enter amount for 2010 only				
b Total for prior years 20 09 , 20 09 , 20 09		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 ► \$ 521,050.			411,025.	
a Applied to 2010, but not more than line 2a				
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				110,025.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		NONE		NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				439,049.
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					
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:

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2



Form 990-PF (2011)

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)				
a Paid during the year				
SEE STATEMENT 13				
Total			► 3a	477,424.
b Approved for future payment				
Total			► 3b	

Form 990-PF (2011)

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			14	347,060.	
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	757,077.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a _____					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,104,137.	
13 Total. Add line 12, columns (b), (d), and (e)			13		1,104,137.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

NOT APPLICABLE

Form 990-PF (2011)

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
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.		

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

**Sign
Here**

John W. White

| 04/05/2012

Date

SVP Tax

Title

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

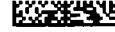
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTOPD LARG CAP CORE CTF	4,265. 90,355.	4,265. 90,355.
COLUMBIA ACORN FUND CLASS Z SHARES	1,084.	1,084.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	3,557.	3,557.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	10,770.	10,770.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	1,681.	1,681.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	3,685.	3,685.
HARBOR INTERNATIONAL FUND INSTL CL	7,020.	7,020.
ISHARES MSCI EMERGING MKTS INDEX FUND	7,614.	7,614.
JOHN HANCOCK FDS III DISCIPLINED VALUE M	870.	870.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	911.	911.
PIMCO COMMODITY REALRETURN STRATEGY FUND	63,714.	63,714.
GOVERNMENT CREDIT CTF	151,395.	151,395.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	139.	139.
TOTAL	347,060.	347,060.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	329.	329.
FEDERAL TAX PAYMENT - PRIOR YE	7,862.	
FEDERAL ESTIMATES - PRINCIPAL	13,028.	
FOREIGN TAXES ON QUALIFIED FOR	2,372.	2,372.
FOREIGN TAXES ON NONQUALIFIED	257.	257.
TOTALS	23,848.	2,958.



FORM 990PF, PART I - OTHER EXPENSES
=====DESCRIPTION
- - - - -
REVENUE
AND
EXPENSES
PER BOOKS
- - - - -

OTHER ALLOCABLE EXPENSE- INCOME

925.

TOTALS
- - - - -
925.
=====925.
=====

CO-TTEE U/W OF EDWIN PHILLIPS

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION

SEE ATTACHED STATEMENTS

TOTALS

04-6025549



23- 1

CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION

SEE ATTACHED STATEMENTS

TOTALS



FS6814 L775 04/05/2012 15:18:29

STATEMENT 5



CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

FORM 990PF, PART II - OTHER FUNDS

=====

DESCRIPTION

CHECKING ACCOUNT

TOTALS

STATEMENT 6



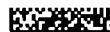
CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

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

DESCRIPTION	AMOUNT
CTF ADJUSTMENT	1,524.
INCOME ADJUSTMENT	3,996.
RECOVERY ADJUSTMENT	1,476.
CHECKING INCOME ADJUSTMENT	424.
ROUNDING	2.
 TOTAL	 7,422.

STATEMENT 7



CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

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

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 FEDERAL STREET
BOSTON, MA 02110

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 104,753.

OFFICER NAME:

ROBERT E GALVIN, ESQ

ADDRESS:

10 ENTERPRISE STREET
DUXBURY, MA 02332

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 400.

OFFICER NAME:

WILMA RAE GOODHUE

ADDRESS:

P.O. BOX 675
NOFRWELL, MA 02061

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 400.

OFFICER NAME:

KIM BOURESSA

ADDRESS:

188 PEREGRINE DRIVE
MARSHFIELD, MA 02050

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 400.

CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

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

=====

OFFICER NAME:

BEVERLY JOHNSTON

ADDRESS:

134 TILDEN RD
MARSHFIELD, MA 02050

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 400.

OFFICER NAME:

MELISSA DIPANFILO

ADDRESS:

56 COUNTRY CLUB CIR
PEMBROKE, MA 02360-3207

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 400.

TOTAL COMPENSATION: 106,753.

=====

STATEMENT 9



CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

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

=====

EMPLOYEE NAME:

NONE

STATEMENT 10



CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

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

=====

NAME:
NONE

STATEMENT 11

CO-TTEE U/W OF EDWIN PHILLIPS
FORM 990PF, PART XV - LINES 2a - 2d
=====

04-6025549

RECIPIENT NAME:

SEE ATTACHMENT

FORM, INFORMATION AND MATERIALS:

SEE ATTACHMENT

SUBMISSION DEADLINES:

SEE ATTACHMENT

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE ATTACHMENT

STATEMENT 12

CO-TTEE U/W OF EDWIN PHILLIPS
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

04-6025549

RECIPIENT NAME:
SEE ATTACHED STATEMENTS

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
SEE ATTACHED

FOUNDATION STATUS OF RECIPIENT:
N/A

AMOUNT OF GRANT PAID 477,424.

TOTAL GRANTS PAID: 477,424.

=====

STATEMENT 13

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
1/6/2011	-316.84	PATRICIA SIMONELLI	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
1/7/2011	-857.97	KAREN COSGROVE	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
1/19/2011	-17500	JMC RENOVATIONS	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
1/19/2011	-17500	JMC RENOVATIONS	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
3/30/2011	-72.48	DONALD O'CONNELL	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
3/31/2011	-542.3	ABILITATIONS	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/10/2011	-27931.75	MS. SANDRA SHEIBER	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-4000	CIRCLE FURNITURE	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-1031.76	APPLE, INC.	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-4913	POOL SPA & SWING SPECIALISTS	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-749	MAYER-JOHNSON	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-2241.62	BIKEMANIA BIV	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-135	NEW ENGLAND AQUARIUM	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-85	ZOO NEW ENGLAND	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-1000	SECOND NATURE	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-1000	CYNTHIA FERRERI	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-3900	THE BRIDGE CENTER	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-1357.57	REHAB MART, LLC	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-2100	BERNIE & PHYLLIS	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-600	LISA HOLMES	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-8087.32	EZ ACCESS CONSTRUCTION	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-8087.31	EZ ACCESS CONSTRUCTION	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-4554	AQUATIC ACCESS, INC.	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-311.34	MCKAY PLUMBING & HEATING, INC.	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-15000	DTB CUSTOM CARPENTRY	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-2388.48	ATG REHAB	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-1169.46	SCHOOL SPECIALTY	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-738	APPLE, INC.	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-14146	ARS HEATING & AIR CONDITIONING	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-2600	WILD HEARTS THERAPEUTIC	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-1716.8	DOUGLAS PIGEON	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-26675	ADAPTIVE MOBILITY EQUIPMENT	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-22398	RIDEAWAY, INC	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-4125	GAIL WHITING	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-4375	THE BRIDGE CENTER	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-1082.67	APPLE, INC	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-291.58	MICHELLE GLOSTER	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-1000	APPLE, INC	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-1000	ASPERGER'S ASSOCIATION OF	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-400	KAREN RODRIGUEZ	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-1000	ABILITATIONS	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-100	LAKESHORE LEARNING	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A

5/24/2011	-5000 DUXBURY BAY MARITIME SCHOOL	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-799 JORDAN FURNITURE	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-475 JC PENNY	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-299 STAPLES	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/24/2011	-1199 RITZ CAMERA	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/26/2011	-467.5 NAMCO	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/26/2011	-1500 STAPLES	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/31/2011	-676.83 BEST BUY	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
5/31/2011	-1199 APPLE, INC.	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
6/7/2011	-2228 NORMAN GALVIN	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
6/10/2011	-1000 EDWIN PHILLIPS TRUST	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
6/29/2011	-1239 HEMENWAY & BARNES, LLP	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
7/14/2011	-15000 DTB CARPENTRY	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
8/22/2011	-15000 DTB CARPENTRY	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
9/28/2011	-19.95 AMERICAN COMPUTER TECHNOLOGIES	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
10/27/2011	-38.5 HEMENWAY & BARNES, LLP	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
10/27/2011	-219.45 AMERICAN COMPUTER TECHNOLOGIES	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/8/2011	-20000 ASPERGER'S ASSOCIATION OF	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/8/2011	-20000 MASSACHUSETTS ADVOCATES	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/8/2011	-20000 FRIENDSHIP HOME	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/8/2011	-30139.1 MS. SANDRA SHEIBER	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/15/2011	-95 AMERICAN COMPUTER TECHNOLOGIES	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/22/2011	-5473.73 CREATIVE PLAYTHINGS	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-22095 RIDE-AWAY CORP	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-2054.24 JOSETTE ALMEDER	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-3900 THE BRIDGE CENTER	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-945 BOSSE SCHOOL OF MUSIC	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-2280 HANOVER YMCA	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-864 3D GUITAR & MUSIC	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-1032 AMERICAN KEMPO KARATE ACADEMY	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-840 BRIGGS FARM	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-1095 LYNN BOPP	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-3194 CONVAID	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-944.18 ACHIEVEMENT PRODUCTS	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-8610 GARAVENTA LIFT	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-5740 GARAVENTA LIFT	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-5740 GARAVENTA LIFT	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-5740 GARAVENTA LIFT	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-2870 GARAVENTA LIFT	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-500 SEA HORSE FARM	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-875 APPLE, INC	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-234.38 TARGET	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-1444 AMERICAN CADRE KARATE	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-1200 SEASIDE SWIM	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-960.36 ABLENET COM	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A

11/30/2011	-1426.86	JACKIE WILKINS	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-341.19	GAME STOP	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-148.58	HOME DEPOT	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-106.24	MARY HALL	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-21000	RIDE-AWAY CORP	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-964.68	APPLE, INC.	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-95.57	REI	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-5768.15	APPLE, INC	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-500	ENABLEMART	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-139.9	OTTERBOX	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-2176.53	CREATIVE PLAYTHINGS	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-826.63	APPLE, INC.	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-800	STAR CREATIONS	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-880	MANOMET SCHOOL OF DANCE	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-950	RDS IMPROVEMENTS	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-170	BRAIN POP.COM	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-85	BRIDGEWATER STATE UNIVERSITY	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-2195	COZY HOME SCHOOL - MONICA SHEA	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-4731.47	CARPET REMNANT WAREHOUSE	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-359.09	CAROL SPIEWAKOWSKI	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-389	BLUE SKY DESIGNS	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-696	PRENTKE-ROMICH COMPANY	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-1202.35	APPLE, INC.	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
11/30/2011	-2484.06	DELL	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
12/5/2011	-282	VALMART	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
12/7/2011	-1300	MASSACHUSETTS ADVOCATES	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
12/7/2011	-1300	FRIENDSHIP HOME	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
12/7/2011	-1800	SOUTH SHORE CABINET & APPLIANCE	NONE	PURCHASE OF ITEMS FOR CHILDREN WITH DISABILITIES	N/A
TOTAL	-47423.77				



**SCHEDULE D
(Form 1041)**

Capital Gains and Losses

OMB No 1545-0092

2011

Department of the Treasury
Internal Revenue Service

Name of estate or trust

CO-TTEE U/W OF EDWIN PHILLIPS

Employer identification number

04-6025549

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	124,735.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	182,866.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	307,601.

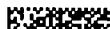
Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo , day, yr.)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					29,219

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	126,932.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	293,325.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
2 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back.	12	449,476.

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

Schedule D (Form 1041) 2011



Part III	Summary of Parts I and II	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		307,601.
14	Net long-term gain or (loss):			
a	Total for year	14a		449,476.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		757,077.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2011



Continuation Sheet for Schedule D (Form 1041)

OMB No 1545-0092

2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Name of estate or trust

CO-TTEE U/W OF EDWIN PHILLIPS

Employer identification number

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

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

124,735.00

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

Schedule D-1 (Form 1041) 2011

JSA
1E1221 2 000

* INDICATES WASH SALE

1F1221 2000

INDICATES WASH SALE



Schedule D-1 (Form 1041) 2011

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

04-6025549

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

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 126,932.00

Schedule D-1 (Form 1041) 2011

CO-TTEE U/W OF EDWIN PHILLIPS
 04-6025549
 Balance Sheet
 12/31/2011



Cusip	Asset	Units	Basis	Market Value
993361880	GOVERNMENT CREDIT CTF	465527.891	3,576,012.70	3,737,909.65
722005667	PIMCO COMMODITY REALRETURN	30946.708	252,000.00	202,391.47
63872W409	NATIXIS FDS TR IV AEW REAL	6983.400	122,000.00	118,647.97
47803W406	JOHN HANCOCK FDS III DISCIPLINED	24677.419	306,000.00	278,608.06
464287234	ISHARES MSCI EMERGING MKTS INDEX	8010.000	337,536.64	303,899.40
411511306	HARBOR INTERNATIONAL FUND	4708.684	306,000.00	246,970.48
269858304	EAGLE SM CAP GROWTH FUND	6356.471	250,000.00	242,817.19
19765N567	COLUMBIA SMALL CAP VALUE I FUND	4044.261	145,029.57	166,461.78
19763T889	COLUMBIA INCOME OPPORTUNITIES	24215.037	220,094.90	225,926.30
197199813	COLUMBIA ACORN INTERNATIONAL	3265.392	96,035.16	112,035.60
197199409	COLUMBIA ACORN FUND	12192.616	193,724.64	336,028.50
1261291H8	LARGE CAP CORE CTF	78405.699	5,043,376.62	4,751,565.69
008882532	INVESCO INTL GROWTH FUND	9502.090	250,000.00	240,687.94
Cash/Cash Equivalent		180452.460	180,452.46	180,452.46
			Totals:	11,278,262.69
				11,144,402.48