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Form **990-PF**Department of the Treasury Internal Revenue Service

EXTENSIONS GRANTED THROUGH 11/15/12
Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

OMB No 1545-0052

For calendar year 2011 or tax year beginning and ending Name of foundation A Employer identification number JUNE ROCKWELL LEVY FOUNDATION INCORPORATED 04-6074284 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 978-927-0088 20 OAK STREET City or town, state, and ZIP code C If exemption application is pending, check here BEVERLY FARMS MA 01915 G Check all that apply: Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, check here and attach computation Address change Name change H Check type of organization: X Section 501(c)(3) exempt private foundation E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J Accounting method; X Cash Accrual If the foundation is in a 60-month termination Other (specify) (from Part II, col. (c), line 16) under section 507(b)(1)(B), check here 23,093,218. (Part I, column (d) must be on cash basis.) ▶\$ Part | Analysis of Revenue and Expenses (c) Adjusted net (d) Disbursements for charitable purposes (a) Revenue and (b) Net investment (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) ıncome expenses per books ıncome (cash basis only) N/A Contributions, gifts, grants, etc., received 2 Check X if the foundation is not required to attach Sch B interest on savings and temporary cash investments 60,158 60,158 STATEMENT 454,275. 454,275 STATEMENT 4 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 834,678 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 10,757,900. 834,678 7 Capital gain net income (from Part IV, line 2) 8 Net short-ferm capital gall EIVED
9 Income modifications ECEIVED 10a and allowances a and allowands c Gross profit or (loss) <226,577. <86,517. STATEMENT 11 Other indome 122,534 262,594 Total, Add lines 12 40,800. 15,000. 25,800. Compensation of officers, directors, trus 14 Other employee salaries and wages 15 Pension plans, employee benefits 3,777. 7,555 3,778. 16a Legal fees STMT 5,500 STMT 5 9,500 4,000. **b** Accounting fees STMT 105,669. 99,232 6,437. 17 Interest
18 Taxes
19 Depreciation and d
20 Occupancy
21 Travel, conference
22 Printing and publ
23 Other expenses
24 Total operating
expenses. Add
Contributions, c Other professional fees 0. STMT 7 16,995 30. 19 Depreciation and depletion 3,500. 6,998 3,498 Travel, conferences, and meetings 22 Printing and publications 2,000 STMT 8 4,118 2,118. 24 Total operating and administrative <u>191,635</u>. expenses. Add lines 13 through 23 129,038 4<u>5</u>,632. 1,223,925 1,223,925. 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. 1,415,560 129,038 1,269,557. Add lines 24 and 25 27 Subtract line 26 from line 12; <293,026. 3 Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) 1,133,556 N/A Adjusted net income (if negative, enter -0-)

JUNE ROCKWELL LEVY FOUNDATION TNCORPORATED

For	m 99	90-PF (2011) INCORPORATED		04	-6074284	Page 2
		Balance Sheets Attached schedules and amounts in the description	Beginning of year	Enc	d of year	
Ц	<u>art</u>	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market	Value
	1	Cash'- non-interest-bearing	686,471.	1,040,506	. 1,040	,506.
	2		96,457.			
	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				
	7		-			
	'	Less: allowance for doubtful accounts				
co.	R	Inventories for sale or use				
Assets	9					
As	-	Investments - U.S. and state government obligations STMT 9	1,926,240.	0		0.
		Investments - corporate stock STMT 10		3,422,603		
	1	Investments - corporate bonds STMT 10	399,696.	197,054		,842.
	l .	· · · · · · · · · · · · · · · · · · ·	333,030.	151,034	200	,042.
	''	Investments - land, buildings, and equipment basis				
	40	Less accumulated depreciation				
	1	Investments - mortgage loans Investments - other STMT 12	15,214,410.	17 117 706	. 17,682	171
	13		15,214,410.	17,447,700	• 17,002	<u>, ' </u>
	14	Land, buildings, and equipment; basis				
	4-	Less accumulated depreciation				
	15	Other assets (describe)			 	
	4.0	Total courte (to be completed by all filers)	22,047,750.	22,107,949	. 23,093	21.0
_	_	Total assets (to be completed by all filers)	22,041,130.	24,107,343	• 43,093	, 210.
	17	· · · · · · · · · · · · · · · · · · ·	 		-	
	18	Grants payable			-	
Liabilities	19	Deferred revenue		_	\dashv	
Ē	I	Loans from officers, directors, trustees, and other disqualified persons			\dashv	
Lia	21	Mortgages and other notes payable			\dashv	
	22	Other liabilities (describe)			╡	
	22	Total liabilities (add lines 17 through 22)	0.	0		
_	23.	Foundations that follow SFAS 117, check here			-	
		and complete lines 24 through 26 and lines 30 and 31.				
ės	24	Unrestricted				
anc	25	Temporarily restricted			7	
Bali	26	Permanently restricted	-		7	
Fund Balances		Foundations that do not follow SFAS 117, check here		-	7	
Ē		and complete lines 27 through 31.				
ō	27	Capital stock, trust principal, or current funds	22,047,750.	22,107,949		
ets	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0		
Ass	29	Retained earnings, accumulated income, endowment, or other funds	0.	0		
Net Assets	30	Total net assets or fund balances	22,047,750.	22,107,949	-	
~	``				Ť	
	31	Total liabilities and net assets/fund balances	22,047,750.	22,107,949		
<u> </u>	art	Analysis of Changes in Net Assets of Fund Bo				
1	Tota	I net assets or fund balances at beginning of year - Part II, column (a), line	30	j		
	-	st agree with end-of-year figure reported on prior year's return)			1 22,047	
		r amount from Part I, line 27a				<u>,026.</u> >
		er increases not included in line 2 (itemize) PARTNERSHIP	TIMING DIFFER	RENCES		<u>,225.</u>
		lines 1, 2, and 3		<u></u>	4 22,107	
5	Decr	reases not included in line 2 (itemize)			5	0.
6	Tota	I net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30		6 22,107	
					Form 990-F	'F (2011)

04-6074284 Form 990-PF (2011) Page 3 INCORPORATED Part IV Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase (a) List and describe the kind(s) of property sold (e.g., real estate, (c) Date acquired (d) Date sold (mo., day, yr.) (mo., day, yr.) 2-story brick warehouse; or common stock, 200 shs. MLC Co.) D - Donation FIDUCIARY TRUST - AVAILABLE UPON REQUEST b C þ (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (e) plus (f) minus (g) plus expense of sale (or allowable) 834,678. 10,757,900 b C d е 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 (j) Adjusted basis (k) Excess of col. (i) Losses (from col. (h)) (i) F.M.V. as of 12/31/69 as of 12/31/69 over col. (j), if any 834,678. a b C d е If gain, also enter in Part I, line 7 834,678. 2 Capital gain net income or (net capital loss) 2 If (loss), enter -0- in Part I, line 7 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). N/A If (loss), enter -0- in Part I, line 8 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. Yes X No Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part Enter the appropriate amount in each column for each year; see instructions before making any entries. (d)
Distribution ratio
(col. (b) divided by col. (c)) (a) Base period years (c) Adjusted qualifying distributions Net value of noncharitable-use assets Calendar year (or tax year beginning in) 23,281,564. 1,190,697. .051143 2010 21,177,670. 1,086,700. .051313 2009 1,363,117. 26,702,692. .051048 2008 30,124,467. .051987 2007 1,566,068. 27,692,271. .050666 1,403,046 2006 2 .256157 2 Total of line 1, column (d) Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years .051231 3 the foundation has been in existence if less than 5 years 24,204,890. Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 1,240,041. Multiply line 4 by line 3 5 11,336. 6 Enter 1% of net investment income (1% of Part I, line 27b) 7 1,251,377. 7 Add lines 5 and 6 1,269,557. 8 Enter qualifying distributions from Part XII, line 4

See the Part VI instructions.

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.

orm	1990-PF (2011) INCORPORATED	04-60	1/4284		Page 4
Pa	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4	948 - se	e instru	<u>ictio</u>	ns)
1a	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.				
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕨 🗶 and enter 1%	1	1	<u>1,3</u>	<u> 36.</u>
	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			0.
3	Add lines 1 and 2	3	1	1,3	<u>36.</u>
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4			0.
	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1	1,3	36.
	Credits/Payments:				
	2011 estimated tax payments and 2010 overpayment credited to 2011 6a 11,955.				
	Exempt foreign organizations - tax withheld at source 6b				
C	Tax paid with application for extension of time to file (Form 8868)				
d	Backup withholding erroneously withheld 6d	1			
	Total credits and payments. Add lines 6a through 6d	7	1	1,9	<u>55.</u>
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8			<u>17.</u>
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9			
		10		6	02.
	Enter the amount of line 10 to be: Credited to 2012 estimated tax	11		6	02.
	art 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	ın		Yes	No
	any political campaign?		1a_		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published	d or		ŀ	
	distributed by the foundation in connection with the activities.				,
C	Did the foundation file Form 1120-POL for this year?		1c		Х
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:				
	(1) On the foundation. ▶ \$ 0 . (2) On foundation managers. ▶ \$				
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation				
	managers. > \$ 0.				
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2_		Х
	If "Yes," attach a detailed description of the activities				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, of	ır			
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	A 4b	ļ	ļ
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	_	X
	If "Yes," attach the statement required by General Instruction T				
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:				
	By language in the governing instrument, or				
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state	law			
	remain in the governing instrument?		6	X	ļ
7	Did the foundation have at least \$5,000 in assets at any time during the year?		7	X	<u> </u>
	If "Yes," complete Part II, col (c), and Part XV.		İ		ļ
8a	a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶				1
	MA,CT				
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)				
	of each state as required by General Instruction G? If "No," attach explanation		8b	Х	<u> </u>
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for cale	ndar			
	year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		9	ļ	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10		X

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Pa	art VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?		İ	
	If "Yes," attach statement (see instructions)	12	7.5	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<u> X</u>	<u> </u>
	Website address ► N/A The books are in care of ► JONATHAN B. LORING, PRESIDENT Telephone no. ► 978	927-0	000	
14		>01915		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<u> </u>	_	
13	and enter the amount of tax-exempt interest received or accrued during the year	N	/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16		x
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign			
	country			<u> </u>
Pa	art VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	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?	lo		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	.		
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes I			
		*°		
	(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)?	ا ما		
	(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.)	lo I		
b	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		<u>X</u>
	Organizations relying on a current notice regarding disaster assistance check here			
C	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?	10		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation			
	defined in section 4942(j)(3) or 4942(j)(5)):			
а	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 XI			
		10		
	If "Yes," list the years >			ŀ
L	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.)	A 2b		
c	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	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			}
	during the year?	No		
t	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)			
	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	-	X
t	b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that			_V
	had not been removed from jeopardy before the first day of the tax year beginning in 2011?	Form 990	DE	(2011)
		FUIII 990	,-rr	(2011)

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JUNE ROCKWELL LEVY FOUNDATION 04-6074284 Form 990-PF (2011) INCORPORATED Page 6 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: Yes X No (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, Yes X No any voter registration drive? Yes X No (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section Yes X No 509(a)(1), (2), or (3), or section 4940(d)(2)? (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for Yes X No the prevention of cruelty to children or animals? 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)? N/A 5b Organizations relying on a current notice regarding disaster assistance check here c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained N/A Yes expenditure responsibility for the grant? 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 Yes X No a personal benefit contract? X 6b b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870 Yes X No 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b Information About Officers, Directors, Trustees, Foundation Managers, Highly Part VIII Paid Employees, and Contractors List all officers, directors, trustees, foundation managers and their compensation. (d) Contributions to employee benefit plans and deterred compensation (b) Title, and average hours per week devoted to position (c) Compensation (e) Expense account, other (If not paid, enter -0-) (a) Name and address allowances 0 0. SEE STATEMENT 13 40,800. 2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (d) Contributions to employee benefit plans and deferred compensation (b) Title, and average (e) Expense account, other hours per week devoted to position (a) Name and address of each employee paid more than \$50,000 (c) Compensation allowances NONE

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Total number of other employees paid over \$50,000

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Part VIII Information About Officers, Directors, Trustees, Found Paid Employees, and Contractors (continued)	ation Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter	er "NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FIDUCIARY TRUST COMPANY	INVESTMENT ADV &	
175 FEDERAL STREET, BOSTON, MA 02110	ADMIN EXP	0.
		-
Tabel Rumber of others recovered over \$50,000 for professional convices		▶ 0
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant stati	stical information such as the	
number of organizations and other beneficiaries served, conferences convened, research papers pro		Expenses
1 N/A		
2		
3		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year of	n lines 1 and 2.	Amount
1 N/A		
2		
		····
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3	>	0.
		Form 990-PF (2011)

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes; 23,621,225. a Average monthly fair market value of securities 1a b Average of monthly cash balances 16 952,267. c Fair market value of all other assets 1c 24,573,492. d Total (add lines 1a, b, and c) 1d e Reduction claimed for blockage or other factors reported on lines 1a and 0. 1c (attach detailed explanation) Acquisition indebtedness applicable to line 1 assets 573, 3 3 Subtract line 2 from line 1d 368,602. Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 24,204,890. 5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4 .210.245. Minimum investment return. Enter 5% of line 5 Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain Part XI foreign organizations check here
and do not complete this part.) 1,210,245. Minimum investment return from Part X, line 6 11,336. Tax on investment income for 2011 from Part VI, line 5 2a Income tax for 2011. (This does not include the tax from Part VI.) Add lines 2a and 2b 2с 11,336 3 Distributable amount before adjustments. Subtract line 2c from line 1 3 Recoveries of amounts treated as qualifying distributions 4 198,909. 5 Add lines 3 and 4 5 6 Deduction from distributable amount (see instructions) 6 198,909. Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: 1,269,557. a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 1a b Program-related investments - total from Part IX-B 1b Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 Amounts set aside for specific charitable projects that satisfy the: Suitability test (prior IRS approval required) 3a Cash distribution test (attach the required schedule) 3b 1,269,557. Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b <u>11,336.</u> Adjusted qualifying distributions. Subtract line 5 from line 4 258,221. 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

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4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

1. Destributable amount for 2011 from Part XI, Inter X 2. Undestroaded rooms, Party, as of the end of 2011 a Enter amount for 2010 conly 5 foold for prior years. 3. Excess destributions carryover, if amy, to 2011: a From 2006 5 From 2007 5 From 2007 1 81 1, 74 7, e From 2008 3 8, 18.6 e From 2010 5 44, 7.24 e	•	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
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d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 3 8, 816. c Excess from 2009 d Excess from 2009 d Excess from 2000 d Excess from 2010 1 81, 747. b Excess from 2009 4 Excess from 2009 5 4, 724.	undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2007 b Excess from 2008 38,816. c Excess from 2009 d Excess from 2010 54,724.					
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f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2009 d Excess from 2010 54,724.	e Undistributed income for 2010. Subtract line		<u> </u>		
lines 4d and 5 from line 1. This amount must be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 54,724.	4a from line 2a. Taxable amount - see instr.			0.	
be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 54,724.	f Undistributed income for 2011. Subtract				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2009 d Excess from 2009 d Excess from 2009 d Excess from 2009 d Excess from 2009 d Excess from 2009 d Excess from 2009 d Excess from 2009 d Excess from 2009 d Excess from 2009 d Excess from 2010	lines 4d and 5 from line 1. This amount must				
corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8	be distributed in 2012				<u> </u>
section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 38,816. c Excess from 2010 54,724.	7 Amounts treated as distributions out of				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 38,816. c Excess from 2010 54,724.		_			
not applied on line 5 or line 7 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 54,724.		0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 54,724.	-				
Subtract lines 7 and 8 from line 6a 382,483. 10 Analysis of line 9: a Excess from 2007		0.			
10 Analysis of line 9: a Excess from 2007 b Excess from 2008 c Excess from 2009 d Excess from 2010 54,724.		202 402			
a Excess from 2007	· · · · · · · · · · · · · · · · · · ·	382,483.		<u>-</u>	
b Excess from 2008 38,816. c Excess from 2009 36,548. d Excess from 2010 54,724.					
c Excess from 2009 36,548. d Excess from 2010 54,724.					
d Excess from 2010 54,724.					
		-			

DOES NOT MAKE GRANTS FOR RELIGIOUS PURPOSES.

NONE

MADE PREDOMINATELY TO NEW ENGLAND AND NORTHERN RI AREAS. THE FOUNDATION

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

INCORPORATED

Form 990-PF (2011)

ORATED 04-6074284

Part XV Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, show any relationship to any foundation manager or substantial contributor Recipient Foundation Purpose of grant or Amount status of contribution Name and address (home or business) recipient a Paid during the year ADOPTION RHODE ISLAND NONE PUBLIC CHARITY OPERATING SUPPORT 2 BRADFORD STREET PROVIDENCE, RI 02903 10,000. AIDS PROJECT, RHODE ISLAND, INC NONE PUBLIC CHARITY 404 WICKENDEN STREET PROVIDENCE, RI 02906 5,000. MEDICAL PUBLIC CHARITY ALLIANCE FRANCAISE DE PROVIDENCE NONE 928 SMITH STREET LITERARY/ARTS PROVIDENCE RI 02908 3,000. PUBLIC CHARITY OPERATING SUPPORT ANCIENT & HORRIBLES PARADE NONE 1145 PUTNAM PIKE CHEPACHET RI 02814 5,000. ARC OF BLACKSTONE VALLEY NONE PUBLIC CHARITY OPERATING SUPPORT 115 MANTON STREET 5 000 PAWTUCKET RI 02861 SEE CONTINUATION SHEET(S) Total ▶ 3a 1,223,925, b Approved for future payment NONE **▶** 3b Total

Page 11

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated	business income		ded by section 512, 513, or 514	(e)
	(a) Business	(b) Amount	(C) Exclu- sion	(d) Amount	Related or exempt function income
1 Program service revenue:	code		code		
a	L				
b					
c	ĹĹ				
d	<u> </u>				
e					
f					
g Fees and contracts from government agencies		<u> </u>			
2 Membership dues and assessments					
	 				
3 Interest on savings and temporary cash	1		أموا	60 150	
investments			14	60,158. 454,275.	
4 Dividends and interest from securities			14	454,2/5.	
5 Net rental income or (loss) from real estate:	ļ		\vdash		
a Debt-financed property	ļl.				
b Not debt-financed property	<u> </u>				
6 Net rental income or (loss) from personal					
property					
7 Other investment income			14	<86,517.	<u> </u>
8 Gain or (loss) from sales of assets other		-		\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	<u> </u>
	1		18	834,678.	
than inventory			10	034,070.	
9 Net income or (loss) from special events	 		-		
10 Gross profit or (loss) from sales of inventory	ļ				
11 Other revenue:					
a LP FLOW-THROUGH UBIT	900099	<140,060.	>		
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<140,060.	<u> </u>	1,262,594.	0.
13 Total. Add line 12, columns (b), (d), and (e)		122072000		13	
(See worksheet in line 13 instructions to verify calculations.)					1/122/3311
			_		
Part XVI-B Relationship of Activities to	o the Accor	nplishment of Ex	empt	t Purposes	
Line No Explain below how each activity for which incor	no io raportad in	column (a) of Part V/I A	oontrib.	utad importantly to the secon	nlichment of
			COHIH	uted importantly to the accom	pusiment of
the foundation's exempt purposes (other than t	by providing faile				
		_			
_					
		_			
	<u> </u>				
					
	-				
100001					

Form 990-		PORATED			74284	Page 13
Part X	VII Information Re Exempt Organ		and Transactions a	nd Relationships With Nonc	haritable	
1 Did t	he òrganization directly or indi	rectly engage in any of the followi	ng with any other organization	n described in section 501(c) of	Y	es No
)(3) organizations) or in section 5				
		ation to a noncharitable exempt or				
(1)	_		•		1a(1)	X
٠,	Other assets				1a(2)	X
	r transactions:				13,07	
	Sales of assets to a noncharita	hle exempt organization			1b(1)	x
		ncharitable exempt organization			1b(2)	X
	Rental of facilities, equipment,	. •			1b(3)	X
	Reimbursement arrangements				1b(4)	X
	Loans or loan guarantees				1b(5)	X
		embership or fundraising solicitation	nns		1b(6)	X
		uling lists, other assets, or paid en			10	X
		-		vays show the fair market value of the good	L	
				e in any transaction or sharing arrangemen		'9
		other assets, or services received.		o many diameters of onating arrangemen	, 0.1017	
(a) Line no	(b) Amount involved	(c) Name of noncharitable		(d) Description of transfers, transactions, a	and sharing arran	
(4) 4	(b) / milosin milosios	N/A	o onompt or gameanon	(2) 2002, p. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1.	are one mg area	
		N/A		-		
						
	=			-		
						
				 		
						
			-			
						
				 		
				 		
				-		
		_				
	•	tly affiliated with, or related to, one		ations described	□ v _{ee}	V
	, ,	r than section 501(c)(3)) or in sec	TION 52/ /		Yes	X No
<u>D II Y</u>	es," complete the following sch (a) Name of org		(b) Type of organization	(c) Description of relation	nehin	
		janization	(b) Type of Organization	(c) Description of relation	ЛІЗПІР	
	N/A		-			
	···		-	-		
	-			-		
	_					
	Inder penalties of person, I declare	that I have examined this return include	ng accompanying schedules and s	statements, and to the best of my knowledge		
				ation of which preparer has any knowledge	May the IRS disc return with the pr	uss this
Sign Here		^	1144/01/2012	PRESIDENT	shown below (se	e instr)?
	Signature of officer or trustee). (<u>/</u>	X Yes	U No
	\ 		Date	Title Check If PT	IN .	
	Print/Type preparer's na	ame Preparer's s	Signatury / // //	Date Check I If PT self- employed)1 4	
Paid	222221111	1/0/M	10 Kl STAN	1 //1//	001670	4.2
	DEBORAH A.		WY WINDYWA		001678	
Prepa		N, LITWIN, RENZ	A & CO. U LTD	• Firm's EIN ► 05 -	040938	#
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	1	1 NORTH MAIN ST		101	274 2	001
	PR	OVIDENCE, RI 02	4704	Phone no. 401	<u>-274-2</u>	
					Form 990-F	rr (2011)

Part XV Supplementary Information	1	·····		
3 Grants and Contributions Paid During the Y				
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
AS220	NONE	PUBLIC CHARITY	LITERARY/ARTS	
115 EMPIRE STREET				
PROVIDENCE RI 02903	 			
BETWEEN THE CRACKS	NONE	PUBLIC CHARITY	OPERATING SUPPORT	
PO BOX 468				15.000
HARRISVILLE, RI 02830				15,000,
BLACKSTONE ACADEMY CHARTER SCHOOL	NONE	PUBLIC CHARITY	EDUCATIONAL	
334 PLEASANT STREET				3,000,
PAWTUCKET, RI 02860				
BLACKSTONE VALLEY ADVOCACY CENTER	NONE	PUBLIC CHARITY	OPERATING SUPPORT	
P.O. BOX 5643 PAWTUCKET RI 02862				5,000.
TAMIDEREI, RI 02002				3,000.
BOSTON SYMPHONY ORCHESTRA, INC.	NONE	PUBLIC CHARITY	OPERATING SUPPORT	
SYMPHONY HALL POSTON WA 02115				10,000
BOSTON, MA 02115				10,000.
BOYS & GIRLS CLUB OF PROVIDENCE	NONE	PUBLIC CHARITY	OPERATING SUPPORT	
1 CAMP DAVIS ROAD CHARLESTOWN, RI 02813				7,500.
Pava a grand grand of transported	Love			
BOYS & GIRLS CLUB OF WOONSOCKET 72 KENDRICK AVENUE	NONE	PUBLIC CHARITY	OPERATING SUPPORT	
WOONSOCKET, RI 02895				15,000
David 200				
BOYS SCOUTS OF AMERICA - NARRAGANSETT COUNCIL	NONE	PUBLIC CHARITY	CHARITABLE	
10 RISHO AVENUE				
EAST PROVIDENCE RI 02914				15,000.
BRADLEY HOSPITAL FOUNDATION	NONE	PUBLIC CHARITY	OPERATING SUPPORT	}
1011 VETERANS MEMORIAL PARK				
RIVERSIDE RI 02915		-		30,000.
BROWN UNIVERSITY	NONE	PUBLIC CHARITY	EDUCATIONAL	
PO BOX 1877				
PROVIDENCE RI 02912 Total from continuation sheets		<u> </u>	<u> </u>	75,000. 1,195,925.
				1 1,173,763,

Supplementary Information Part XV Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, * Recipient Foundation Purpose of grant or show any relationship to contribution Amount status of any foundation manager Name and address (home or business) recipient or substantial contributor PUBLIC CHARITY EDUCATIONAL BURRILLVILLE HIGH SCHOOL NONE 425 EAST AVENUE 2,000. HARRISVILLE, RI 02830 PUBLIC CHARITY EDUCATIONAL NONE BURRILLVILLE HISTORICAL & PRESERVATION SOCIETY 16 LAUREL HILL AVENUE 1,700, PASCOAG, RI 02859 BURRILLVILLE, TOWN OF NONE PUBLIC CHARITY EDUCATIONAL 105 HARRISVILLE MAIN STREET 90,000. HARRISVILLE RI 02830 NONE PUBLIC CHARITY SCHOLARSHIPS CAMP RUGGLES 113 STONE DAM ROAD 20,000. NORTH SCITUATE, RI 02857 CENTER FOR WOMEN & ENTERPRISE NONE PUBLIC CHARITY OPERATING SUPPORT 132 GEORGE M. COHAN BLVD, 2ND FL 10,000. PROVIDENCE RI 02903 PUBLIC CHARITY CHARITABLE CHILDHOOD LEAD ACTION PROJECT NONE 421 ELMWOOD AVENUE 5,000. PROVIDENCE RI 02907 PUBLIC CHARITY CHARITABLE CITY YEAR RHODE ISLAND NONE 77 EDDY STREET, 2ND FLOOR 5,000, PROVIDENCE, RI 02903 COMMON CAUSE-RI EDUCATION FUND NONE PUBLIC CHARITY EDUCATIONAL 245 WATERMAN STREET SUITE 400A 8,000. PROVIDENCE, RI 02906 COMMUNITY MUSIC WORKS NONE PUBLIC CHARITY OPERATING SUPPORT 1392 WESTMINSTER STREET 10,000. PROVIDENCE, RI 02909 PUBLIC CHARITY EDUCATIONAL COMMUNITY PREPARATORY SCHOOL NONE 126 SOMERSET STREET 20,000, PROVIDENCE, RI 02907 Total from continuation sheets

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to contribution Amount status of any foundation manager Name and address (home or business) recipient or substantial contributor CROSSROADS NONE PUBLIC CHARITY OPERATING SUPPORT 160 BROAD STREET 15,000. PROVIDENCE RI 02903 PUBLIC CHARITY MEDICAL RESEARCH DAY ONE NONE 100 MEDWAY ST PROVIDENCE, RI 02906 7,500. NONE PUBLIC CHARITY MEDICAL DENTAL LIFELINE NETWORK RI 875 CENTERVILLE COMMONS, BUILDING 4, SUITE 12 WARWICK RI 02886 5,000. DORCAS PLACE NONE PUBLIC CHARITY OPERATING SUPPORT 220 ELMWOOD AVENUE PROVIDENCE RI 02907 15,000. PUBLIC CHARITY EDUCATIONAL EDUCATION IN ACTION NONE 321 HARBOURSIDE BOULEVARD PROVIDENCE RI 02905 5,000. NONE PUBLIC CHARITY CHARITABLE ELIZABETH BUFFUM CHACE HOUSE PO BOX 9476 5,000, WARWICK RI 02889 PUBLIC CHARITY LITERARY/ARTS EVERETT DANCE THEATRE/CARRIAGE HOUSE NONE 9 DUNCAN AVENUE 2,500. PROVIDENCE, RI 02906 FAMILY SERVICE OF RHODE ISLAND NONE PUBLIC CHARITY CAPITAL IMPROVEMENTS P.O. BOX 6688 PROVIDENCE RI 02940 10,000. NONE PUBLIC CHARITY OPERATING SUPPORT FARM FRESH RHODE ISLAND 1005 MAIN STREET #1120 PAWTUCKET RI 02860 7,500. PUBLIC CHARITY OPERATING SUPPORT FESTIVAL BALLET PROVIDENCE NONE 825 HOPE STREET PROVIDENCE, RI 02906 10,000. Total from continuation sheets

Mame and address (home or busness) all youngainst controlly of subsamble controlly of subsamble controlly recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient recipient	Part XV Supplementary Information	1			
Name and address (home or business) Show any reistonship to say bundled manager or substanted confidulation frappend FURST WORKS PROVIDENCE 170 WESTMINSTER ST PROVIDENCE, RI 02903 FURNITURE BANK OF RHODE ISLAND 20 RIVER AVENUE PROVIDENCE, RI 02908 GIRL SCOUTS OF RHODE ISLAND, INC. 125 CHARLES STREET PROVIDENCE, RI 02904 GLOCESTER MANTON FREE PUBLIC LIBRARY 1137 FURNAM PIKE CHEPACHET, RI 02814 GOODWILL INDUSTRIES OF RHODE ISLAND 100 HOUGHTON STREET PROVIDENCE, RI 02904 HALLMORTH HOUSE 106 BENEFIT STREET PROVIDENCE, RI 02904 HALLMORTH HOUSE 276 ANGELL STREET PROVIDENCE, RI 02904 HAMILTON HOUSE 276 ANGELL STREET PROVIDENCE, RI 02906 HOME AND HOSPICE CARE OF RHODE 155 ANGELL STREET PROVIDENCE, RI 02906 HOME AND HOSPICE CARE OF RHODE 155 AND, INC. 156 GEORGE STREET PARTUCKET, RI 02860 NONE PUBLIC CHARITY CHARITABLE STORY CHARITABLE STORY CHARITABLE ANDRE PUBLIC CHARITY DEFRATING SUPPORT CHARITABLE PUBLIC CHARITY CHARITABLE 150 GEORGE STREET PARTUCKET, RI 02860	3 Grants and Contributions Paid During the Y	/ear (Continuation)		_	
Mame and address (home or business) Any substantial contributor FIRST WORKS PROVIDENCE 170 WESTMINSTER ST PROVIDENCE, RI 02903 FUNDITURE BANK OF RHODE ISLAND 20 RIVER AVENUE PROVIDENCE, RI 02908 GIRL SCOUTS OF RHODE ISLAND, INC. 125 CHARLES STREET PROVIDENCE, RI 02904 GLOCESTER MANTON FREE PUBLIC LIBRARY 1137 PUNNAM PIKE CHEPACHET, RI 02814 GOODWILL INDUSTRIES OF RHODE ISLAND 100 HOUGHTON STREET PROVIDENCE, RI 02904 HALLWORTH HOUSE 66 BENEFIT STREET PROVIDENCE, RI 02904 HAMILTON HOUSE 276 ANGELL STREET PROVIDENCE, RI 02906 HOME AND HOSPICE CARE OF RHODE ISLAND, INC. 159 GEORGE STREET PAMTUCKET, RI 02860 HOME PUBLIC CHARITY PROVIDENCE ARIOS SUPPORT CHARITABLE PUBLIC CHARITY PROVIDENCE RI 02906 HOME AND HOSPICE CARE OF RHODE ISLAND, INC. 159 GEORGE STREET PAMTUCKET, RI 02860 HOME PUBLIC CHARITY PROVIDENCE CHARITY PROVIDENCE RI 02906 HOME AND HOSPICE CARE OF RHODE ISLAND, INC. 159 GEORGE STREET PAMTUCKET, RI 02860 LONE PUBLIC CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE ARE OF RHODE ISLAND, INC. 150 GEORGE STREET PAMTUCKET, RI 02860 LONE PUBLIC CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE CHARITY PROVIDENCE		show any relationship to		Purpose of grant or	Amount
PUBLIC CHARITY CHARITABLE PUBLIC CHARITY CHARITABLE PUBLIC CHARITY CHARITABLE OR RIVER AVENUE PROVIDENCE, RI 02908 GIRL SCOUTS OF RHODE ISLAND, INC. 125 CHARLES STREET PROVIDENCE, RI 02904 GLOCESTER MANTON FREE PUBLIC LIBRARY 1137 PUTNAM PIKE CHEPACRET, RI 02814 GOODWILL INDUSTRIES OF RHODE ISLAND 100 HOUGHTON STREET PROVIDENCE, RI 02904 HALLWORTH HOUSE AGE FUBLIC CHARITY OPERATING SUPPORT FROVIDENCE, RI 02904 HAMILTON HOUSE 176 ANGELL STREET PROVIDENCE, RI 02906 HOME AND HOSPICE CARE OF RHODE SLAMD, INC. 169 GEORGE STREET PAWTUCKET, RI 02860 HOME PUBLIC CHARITY OPERATING SUPPORT PUBLIC CHARITY CHARITABLE 113 PUBLIC CHARITY OPERATING SUPPORT PUBLIC CHARITY OPERATING SUPPORT PUBLIC CHARITY OPERATING SUPPORT PROVIDENCE, RI 02906 HOME AND HOSPICE CARE OF RHODE SLAMD, INC. 169 GEORGE STREET PAWTUCKET, RI 02860 1 HOMEPRONT HEALTH CARE NONE PUBLIC CHARITY OPERATING SUPPORT	Name and address (home or business)	or substantial contributor		Contribution	
FURNITURE BANK OF RHODE ISLAND 20 RIVER AVENUE PROVIDENCE, RI 02908 GIRL SCOUTS OP RHODE ISLAND, INC. 125 CHARLES STREET PROVIDENCE, RI 02904 GLOCESTER MANTON FREE PUBLIC LIBRARY 1137 FUTNAM PIKE CHEPACHET, RI 02814 GOODWILL INDUSTRIES OF RHODE ISLAND 100 HOUGHTON STREET PROVIDENCE, RI 02904 HALLWORTH HOUSE 66 BENEFIT STREET PROVIDENCE, RI 02904 HAMILTON HOUSE 176 ANGELI STREET PROVIDENCE, RI 02906 HOME AND HOSPICE CARE OF RHODE 1SLAND, INC, 169 GEORGE STREET PAWTUCKET, RI 02860 1 HOMEFRONT HEALTH CARE NONE PUBLIC CHARITY CHARITABLE PUBLIC CHARITY DEFRATING SUPPORT CHARITABLE PUBLIC CHARITY CHARITABLE	270 WESTMINSTER ST	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
125 CHARLES STREET PROVIDENCE, RI 02904 GLOCESTER MANTON FREE PUBLIC LIBRARY NONE GLOCESTER MANTON FREE PUBLIC LIBRARY NONE 1137 PUTNAM PIXE CHEPACHET, RI 02814 GOODWILL INDUSTRIES OF RHODE ISLAND 100 HOUGHTON STREET PROVIDENCE, RI 02904 HALLWORTH HOUSE 66 BENEPIT STREET PROVIDENCE, RI 02904 HAMILTON HOUSE 176 ANGELL STREET PROVIDENCE, RI 02906 HOME AND HOSPICE CARE OF RHODE 178 ANGELL STREET PROVIDENCE, RI 02906 HOME AND HOSPICE CARE OF RHODE 178 ANGELL STREET PAMTUCKET, RI 02860 10 HOMEFRONT HEALTH CARE 1725 BRANCH AVENUE	20 RIVER AVENUE	NONE	PUBLIC CHARITY	CHARITABLE	2,000,
1137 PUTNAM PIKE CHEPACHET, RI 02814 GOODWILL INDUSTRIES OF RHODE ISLAND 100 HOUGHTON STREET PROVIDENCE, RI 02904 HALLWORTH HOUSE 66 BENEFIT STREET PROVIDENCE, RI 02904 HAMILTON HOUSE 176 ANGELL STREET PROVIDENCE, RI 02906 HOME AND HOSPICE CARE OF RHODE 181AND, INC. 169 GEORGE STREET PAWTUCKET, RI 02860 HOMEFRONT HEALTH CARE 1725 BRANCH AVENUE	125 CHARLES STREET	NONE	PUBLIC CHARITY	CHARITABLE	7,500.
100 HOUGHTON STREET PROVIDENCE, RI 02904 HALLWORTH HOUSE 66 BENEFIT STREET PROVIDENCE, RI 02904 HAMILTON HOUSE 276 ANGELL STREET PROVIDENCE, RI 02906 HOME AND HOSPICE CARE OF RHODE ISLAND, INC. 169 GEORGE STREET PAWTUCKET, RI 02860 HOMEFRONT HEALTH CARE NONE PUBLIC CHARITY OPERATING SUPPORT 14 HOMEFRONT HEALTH CARE NONE PUBLIC CHARITY OPERATING SUPPORT PUBLIC CHARITY OPERATING SUPPORT	1137 PUTNAM PIKE	NONE	PUBLIC CHARITY		5,000.
HAMILTON HOUSE PROVIDENCE, RI 02904 HAMILTON HOUSE PROVIDENCE, RI 02906 HOME AND HOSPICE CARE OF RHODE ISLAND, INC. 169 GEORGE STREET PAWTUCKET, RI 02860 HOMEFRONT HEALTH CARE NONE PUBLIC CHARITY CHARITABLE PUBLIC CHARITY CHARITABLE PUBLIC CHARITY CHARITABLE PUBLIC CHARITY CHARITABLE PUBLIC CHARITY CHARITABLE PUBLIC CHARITY CHARITABLE	100 HOUGHTON STREET	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
276 ANGELL STREET PROVIDENCE, RI 02906 HOME AND HOSPICE CARE OF RHODE NONE PUBLIC CHARITY CHARITABLE ISLAND, INC. 169 GEORGE STREET PAWTUCKET, RI 02860 HOMEFRONT HEALTH CARE NONE PUBLIC CHARITY OPERATING SUPPORT 725 BRANCH AVENUE	66 BENEFIT STREET	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
ISLAND, INC. 169 GEORGE STREET PAWTUCKET, RI 02860 HOMEFRONT HEALTH CARE NONE PUBLIC CHARITY OPERATING SUPPORT 725 BRANCH AVENUE	276 ANGELL STREET	none	PUBLIC CHARITY	OPERATING SUPPORT	9,500,
725 BRANCH AVENUE	ISLAND, INC. 169 GEORGE STREET	NONE	PUBLIC CHARITY	CHARITABLE	15,000.
	725 BRANCH AVENUE	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
IN-SIGHT NONE PUBLIC CHARITY OPERATING SUPPORT 45 JEFFERSON BLVD WARWICK, RI 02888 Total from continuation sheets	45 JEFFERSON BLVD WARWICK, RI 02888	NONE	PUBLIC CHARITY	OPERATING SUPPORT	7,500.

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Y				
Recipient Name and address (home or huspass)	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	<u> </u>	
INSTITUTE FOR THE STUDY AND PRACTICE	NONE	PUBLIC CHARITY	OPERATING SUPPORT	
OF NON-VIOLENCE				
265 OXFORD STREET				
PROVIDENCE RI 02905				10,000
			1	
INTERNATIONAL HOUSE OF RHODE ISLAND	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENTS	
8 STIMSON AVENUE	HONE			
PROVIDENCE, RI 02906				4,700
INTERNATIONAL INSTITUTE RHODE ISLAND 645 ELMWOOD AVENUE	NONE	PUBLIC CHARITY	OPERATING SUPPORT	
PROVIDENCE, RI 02907				15,000
JUNIOR ACHIEVEMENT	NONE	PUBLIC CHARITY	OPERATING SUPPORT	
120 WATERMAN STREET SUITE # 200				E 000
PROVIDENCE, RI 02906				5,000.
JUSTICE ASSISTANCE, INC.	NONE	PUBLIC CHARITY	CHARITABLE	
941 PARK AVENUE				
CRANSTON, RI 02910	· · · · · · · · · · · · · · · · · · ·	 	-	5,000.
LEADERSHIP RHODE ISLAND	NONE	PUBLIC CHARITY	EDUCATIONAL	
1570 WESTMINSTER STREET				
PROVIDENCE, RI 02909				5,000.
LINCOLN SCHOOL	NONE	PUBLIC CHARITY	EDUCATIONAL	
301 BUTLER AVE				
PROVIDENCE, RI 02906		<u> </u>		50,000.
MCAULEY CORPORATION (MCAULEY VILLAGE)	NONE	PUBLIC CHARITY	OPERATING SUPPORT	
622 ELMWOOD AVENUE				
PROVIDENCE RI 02907				10,000.
			1	
MEALS ON WHEELS OF RHODE ISLAND	NONE	PUBLIC CHARITY	CHARTTARLE	
70 BATH STREET	HOUR	SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECTION OF THE SELECT	C.IIIVI LADDE	
PROVIDENCE, RI 02908				5,000,
MEDITING CORPER COURSE	NONE	DIEDI TO OURDIOU	ODEDVETNO GREDONA	
MEETING STREET SCHOOL 667 WATERMAN AVENUE	NONE	FUBLIC CHARITY	OPERATING SUPPORT	
EAST PROVIDENCE, RI 02914				16,400.
Total from continuation sheets				

INCORPO			04-607	4284
Part XV Supplementary Information			 -	
3 Grants and Contributions Paid During the		T	 	
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW DAWN EARTH CENTER 75 WRENTHAM ROAD	NONE	PUBLIC CHARITY	CHARITABLE	
CUMBERLAND RI 02864		 		
NEW URBAN ARTS 705 WESTMINSTER STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	LITERARY/ARTS	5,000,
PARI INDEPENDENT LIVING CENTER 500 PROSPECT STREET PAWTUCKET, RI 02860	NONE	PUBLIC CHARITY	CHARITABLE	5,000
PASCOAG PUBLIC LIBRARY 57 CHURCH STREET PASCOAG, RI 02859	NONE	PUBLIC CHARITY	EDUCATIONAL	20,000.
PAWTUCKET HISTORY RESEARCH CENTER 30 FRUIT STREET PAWTUCKET, RI 02860	NONE	PUBLIC CHARITY	EDUCATIONAL	5,000
PROVIDENCE ATHENAEUM 251 BENEFIT STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	CHARITABLE	14,375,
PROVIDENCE CHILDREN'S MUSEUM 100 SOUTH STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENTS	12,000
PROVIDENCE COMMUNITY HEALTH CENTER 355 PRAIRIE AVENUE PROVIDENCE, RI 02905	NONE	PUBLIC CHARITY	MEDICAL	20,000
PROVIDENCE COMMUNITY LIBRARY 441 PRAIRIE AVENUE PROVIDENCE, RI 02905	NONE	PUBLIC CHARITY	LITERARY/ARTS	_ 15,000
PROVIDENCE PRESERVATION SOCIETY 21 MEETING STREET PROVIDENCE, RI 02903 Total from continuation sheets	NONE	PUBLIC CHARITY	CHARITABLE	10,000

INCORPO				74284
Part XV Supplementary Informatio				-
3 Grants and Contributions Paid During the	f recipient is an individual,			
Recipient Name and address (home or business)	show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient		
PROVIDENCE PUBLIC LIBRARY	NONE	PUBLIC CHARITY	EDUCATIONAL	
150 EMPIRE STREET				
PROVIDENCE, RI 02903				15,000.
PROVIDENCE SINGERS	NONE	PUBLIC CHARITY	LITERARY/ARTS	
372 WAYLAND AVE				
PROVIDENCE, RI 02906				3,000.
PROVIDENCE SUMMERBRIDGE	NONE	PUBLIC CHARITY	EDUCATIONAL	
216 HOPE STREET				
PROVIDENCE, RI 02906		-		5,000.
RHODE ISLAND CIVIC CHORALE &	NONE	PUBLIC CHARITY	OPERATING SUPPORT	
ORCHESTRA				
33 CHESTNUT				
PROVIDENCE, RI 02903		-		3,000.
RHODE ISLAND COLLEGE	NONE	PUBLIC CHARITY	LITERARY/ARTS	
600 MT PLEASANT AVENUE				
PROVIDENCE, RI 02908				3,000.
RHODE ISLAND COMMUNITY FOOD BANK	NONE	PUBLIC CHARITY	OPERATING SUPPORT	
200 NIANTIC AVENUE				20,000.
PROVIDENCE, RI 02907				20,000.
RHODE ISLAND FREE CLINIC 557 BROAD STREET	NONE	PUBLIC CHARITY	OPERATING SUPPORT	
PROVIDENCE RI 02907		_		20,000.
RHODE ISLAND MENTORING PARTNERSHIP	NONE	PUBLIC CHARITY	CHARITABLE	
3296 POST ROAD				
WARWICK, RI 02886				25,000.
RHODE ISLAND PHILHARMONIC ORCHESTRA	NONE	PUBLIC CHARITY	OPERATING SUPPORT	
667 WATERMAN AVENUE				45 500
EAST PROVIDENCE RI 02914	-			17,500.
RHODE ISLAND SCHOOL OF DESIGN 2 COLLEGE STREET	NONE	PUBLIC CHARITY	EDUCATIONAL	
PROVIDENCE, RI 02903				10,000.
Total from continuation sheets				<u> </u>

Part XV Supplementary Informati	ion	<u> </u>	<u>.</u>	
3 Grants and Contributions Paid During th				
Recipient .	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
RHODE ISLAND ZOOLOGICAL SOCIETY	NONE	PUBLIC CHARITY	OPERATING SUPPORT	
1000 ELMWOOD AVE				
PROVIDENCE RI 02907		_		5,000.
RIVERZEDGE ARTS PROJECT	NONE	PUBLIC CHARITY	OPERATING SUPPORT	
68 SOUTH MAIN STREET				
WOONSOCKET, RI 02895		<u> </u>		10,000.
SAMARITANS	NONE	PUBLIC CHARITY	OPERATING SUPPORT	
2 MAGEE STREET			,	
PROVIDENCE, RI 02906		<u> </u>		3,500.
SAN MIGUEL SCHOOL	NONE	PUBLIC CHARITY	EDUCATIONAL	
525 BRANCH AVENUE				
PROVIDENCE, RI 02904				25,000.
SANDRA FEINSTEIN-GAMM THEATRE	NONE	PUBLIC CHARITY	LITERARY/ARTS	
172 EXCHANGE STREET				
PAWTUCKET, RI 02860			-	5,000.
SARGENT REHABILITATION CENTER	NONE	PUBLIC CHARITY	MEDICAL	
800 QUAKER LANE				7,500.
WARWICK, RI 02886		-		,,500.
SAVE THE BAY, INC	NONE	PUBLIC CHARITY	CHARITABLE	
100 SAVE THE BAY DRIVE PROVIDENCE RI 02905				12,000.
SENIOR SERVICES WOONSOCKET 84 SOCIAL STREET	NONE	PUBLIC CHARITY	OPERATING SUPPORT	
WOONSOCKET RI 02895				20,000.
CERVICE DUODE TOTAND	NONE	DIIRI.TO CUARTMY	OPERATING SUPPORT	
SERVICE RHODE ISLAND 55 HOPE STREET	NOME	CHARITI	DI LIANTING DUFFORT	
PROVIDENCE, RI 02940				6,000.
SHAPE UP RI	NONE	PUBLIC CHARITY	MEDICAL	
150 CHESTNUT STREET	1,0212			
PROVIDENCE, RI 02903				15,000.
Total from continuation sheets	· · · · · · · · · · · · · · · · · · ·			<u> </u>

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, · Recipient Foundation Purpose of grant or show any relationship to Amount status of contribution any foundation manager Name and address (home or business) or substantial contributor recipient SLATER MILL HISTORICAL SITE/OLD NONE PUBLIC CHARITY EDUCATIONAL SLATER MILL ASSOCIATION 67 ROOSEVELT AVENUE PAWTUCKET RI 02860 10,000, PUBLIC CHARITY CHARITABLE SOUTHSIDE COMMUNITY LAND TRUST NONE 109 SOMERSET STREET 5,000. PROVIDENCE RI 02907 ST. MARY'S HOME FOR CHILDREN NONE PUBLIC CHARITY CHARITABLE 420 FRUIT HILL AVE 7,000. NORTH PROVIDENCE, RI 02911 STADIUM THEATRE FOUNDATON INC. NONE PUBLIC CHARITY LITERARY/ARTS PO BOX 665 WOONSOCKET, RI 028950665 20,000. PUBLIC CHARITY MEDICAL TIDES FAMILY SERVICES, INC NONE 215 WASHINGTON STREET WEST WARWICK, RI 02893 20,000. TOMORROW FUND NONE PUBLIC CHARITY CHARITABLE 593 EDDY STREET 10,000. PROVIDENCE, RI 02903 TRINITY REPERTORY COMPANY NONE PUBLIC CHARITY OPERATING SUPPORT 201 WASHINGTON STREET 15,000, PROVIDENCE RI 02903 NONE PUBLIC CHARITY OPERATING SUPPORT URBAN COLLABORATIVE ACCELERATED PROGRAM 75 CARPENTER STREET PROVIDENCE, RI 029033004 10,000. PUBLIC CHARITY MEDICAL VISITING NURSE CENTER OF GREATER NONE RHODE ISLAND 6 BLACKSTONE VALLEY 20,000. LINCOLN, RI 02865 VOLUNTEERS IN PROVIDENCE SCHOOLS NONE PUBLIC CHARITY OPERATING SUPPORT 905 WESTMINSTER STREET PROVIDENCE RI 02903 7,500, Total from continuation sheets

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, ' Recipient Purpose of grant or contribution show any relationship to any foundation manager or substantial contributor Foundation **Amount** status of Name and address (home or business) recipient PUBLIC CHARITY MEDICAL NONE WELLONE 308 CALLAHAN ROAD 50,000. NORTH KINGSTOWN, RI 02852 PUBLIC CHARITY OPERATING SUPPORT NONE WOONSOCKET YMCA 18 FEDERAL STREET 10,000. WOONSOCKET, RI 02895 NONE PUBLIC CHARITY CHARITABLE WRNI FOUNDATION ONE UNION STATION 15,000. PROVIDENCE, RI 02903 PUBLIC CHARITY OPERATING SUPPORT YMCA OF GREATER PROVIDENCE NONE EAST SIDE MOUNT HOPE 5,000. PROVIDENCE, RI 02903 PUBLIC CHARITY CHARITABLE YWCA OF NORTHERN RHODE ISLAND, INC NONE 514 BLACKSTONE STREET 20,000. WOONSOCKET, RI 02895 Total from continuation sheets

FORM 990-PF INTEREST ON SAVINGS A	ND TEMPORARY CA	SH INVESTMENTS	STATEMENT 1	
SOURCE			AMOUNT	
FIDUCIARY TRUST PARTNERSHIP FLOW THROUGH INTEREST			56,939. 3,219.	
TOTAL TO FORM 990-PF, PART I, LINE	3, COLUMN A		60,158.	
FORM 990-PF DIVIDENDS AND	INTEREST FROM	SECURITIES	STATEMENT 2	
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
FIDUCIARY TRUST	443,115.	0.	443,115.	
PARTNERSHIP FLOW THROUGH DIVIDENDS	11,160.	11,160. 0.		
TOTAL TO FM 990-PF, PART I, LN 4	454,275.	0.	454,275.	
FORM 990-PF C	THER INCOME		STATEMENT 3	
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME		
OTHER INVESTMENT INCOME - SETTLEMENTS PARTNERSHIP FLOW THROUGH INCOME/LOSS LP FLOW-THROUGH UBIT		36. 10,836 53.> <97,353 60.> 0	•>	
TOTAL TO FORM 990-PF, PART I, LINE	<226,5	77.> <86,517	.>	

FORM 990-PF	LEGAL	FEES	S'	PATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITAB PURPOSE	
LEGAL	7,555.	3,778.		3,77	7.
TO FM 990-PF, PG 1, LN 16A =	7,555.	3,778.		3,77	7.
FORM 990-PF	ACCOUNTI	NG FEES	S'	PATEMENT	 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITAB PURPOSE	
CPA	9,500.	5,500.		4,00	0.
TO FORM 990-PF, PG 1, LN 16B	9,500.	5,500.		4,00	0.
FORM 990-PF C	THER PROFES	SIONAL FEES	S'	PATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITAB PURPOSE	
INVESTMENT ADVISORY FEES CONSULTATION SERVICES	99,232. 6,437.	99,232.		6,43	0. 7.
TO FORM 990-PF, PG 1, LN 16C	105,669.	99,232.		6,43	7.
FORM 990-PF	TAX	ES	S	TATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITAB PURPOSE	
FEDERAL TAX FOREIGN TAXES	16,965. 30.	0.			0.
TO FORM 990-PF, PG 1, LN 18	16,995.	30.			0.

TOTAL U.S. GOVERNMENT OBLIGATIONS TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS TOTAL TO FORM 990-PF, PART II, LINE 10A CORPORATE STOCK DESCRIPTION BOOK VALUE TOTAL TO FORM 990-PF, PART II, LINE 10B 3,422,603. 4,163,399	FORM 990-PF	OT	HER E	XPENSES			ST	ATEMENT	8
ADMINISTRATIVE EXPENSES 2,000. 1,000. 1,000. 1,000 TO FORM 990-PF, PG 1, LN 23 4,118. 2,000. 2,119 FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT DESCRIPTION GOV'T GOV'T BOOK VALUE FAIR MARKET VALUE INVESTMENT - US GOVERNMENT BONDS X 0. 0 TOTAL U.S. GOVERNMENT OBLIGATIONS TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS TOTAL TO FORM 990-PF, PART II, LINE 10A 0. 0 FORM 990-PF CORPORATE STOCK STATEMENT INVESTMENT - CORPORATE STOCK 3,422,603. 4,163,399 TOTAL TO FORM 990-PF, PART II, LINE 10B 3,422,603. 4,163,399 FORM 990-PF CORPORATE BONDS STATEMENT DESCRIPTION BOOK VALUE FAIR MARKET VALUE TOTAL TO FORM 990-PF, PART II, LINE 10B 3,422,603. 4,163,399 FORM 990-PF CORPORATE BONDS STATEMENT DESCRIPTION BOOK VALUE FAIR MARKET VALUE DESCRIPTION BOOK	DESCRIPTION	EXPENSES		ENSES NET INVEST- ADJUSTI		T- ADJUSTED		CHARITA	
TO FORM 990-PF, PG 1, LN 23 4,118. 2,000. 2,119 FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT U.S. OTHER GOV'T GOV'T BOOK VALUE FAIR MARKET VALUE INVESTMENT - US GOVERNMENT BONDS X 0. 0 TOTAL U.S. GOVERNMENT OBLIGATIONS TOTAL TO FORM 990-PF, PART II, LINE 10A 0. 0 FORM 990-PF CORPORATE STOCK STATEMENT DESCRIPTION BOOK VALUE FAIR MARKET VALUE INVESTMENT - CORPORATE STOCK 3,422,603. 4,163,399 TOTAL TO FORM 990-PF, PART II, LINE 10B 3,422,603. 4,163,399 FORM 990-PF CORPORATE BONDS STATEMENT DESCRIPTION BOOK VALUE FAIR MARKET VALUE INVESTMENT - CORPORATE BONDS STATEMENT DESCRIPTION BOOK VALUE FAIR MARKET VALUE INVESTMENT - CORPORATE BONDS STATEMENT DESCRIPTION BOOK VALUE FAIR MARKET VALUE INVESTMENT - CORPORATE BONDS STATEMENT VALUE INVESTMENT - CORPORATE BONDS 197,054. 206,845									
DESCRIPTION U.S. OTHER GOV'T GOV'T BOOK VALUE INVESTMENT - US GOVERNMENT BONDS X O. TOTAL U.S. GOVERNMENT OBLIGATIONS TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS TOTAL TO FORM 990-PF, PART II, LINE 10A O. FORM 990-PF CORPORATE STOCK STATEMENT DESCRIPTION BOOK VALUE FAIR MARKET VALUE INVESTMENT - CORPORATE STOCK TOTAL TO FORM 990-PF, PART II, LINE 10B 3,422,603. 4,163,399 FORM 990-PF CORPORATE BONDS STATEMENT DESCRIPTION BOOK VALUE FAIR MARKET VALUE FAIR MARKET VALUE TOTAL TO FORM 990-PF, PART II, LINE 10B DESCRIPTION BOOK VALUE FAIR MARKET VALUE TOTAL TO FORM 990-PF CORPORATE BONDS STATEMENT DESCRIPTION BOOK VALUE FAIR MARKET VALUE TOTAL TO FORM 990-PF CORPORATE BONDS 197,054. 206,842	TO FORM 990-PF, PG 1, LN 23	4	,118.	·			2,11		18.
DESCRIPTION GOV'T GOV'T BOOK VALUE VALUE INVESTMENT - US GOVERNMENT BONDS X 0. TOTAL U.S. GOVERNMENT OBLIGATIONS TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS TOTAL TO FORM 990-PF, PART II, LINE 10A 0. FORM 990-PF CORPORATE STOCK STATEMENT DESCRIPTION INVESTMENT - CORPORATE STOCK 3,422,603. 4,163,399 FORM 990-PF CORPORATE BONDS STATEMENT DESCRIPTION BOOK VALUE FAIR MARKET VALUE FORM 990-PF CORPORATE BONDS STATEMENT DESCRIPTION BOOK VALUE FAIR MARKET TOTAL TO FORM 990-PF, PART II, LINE 10B DESCRIPTION BOOK VALUE FAIR MARKET VALUE INVESTMENT - CORPORATE BONDS 197,054. 206,842	FORM 990-PF U.S. AND S	STATE/C	ITY GO	OVERNMENT	OBLIG	GATIONS	ST	ATEMENT	9
TOTAL U.S. GOVERNMENT OBLIGATIONS TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS TOTAL TO FORM 990-PF, PART II, LINE 10A CORPORATE STOCK DESCRIPTION DESCRIPTION TOTAL TO FORM 990-PF, PART II, LINE 10B TOTAL TO FORM 990-PF, PART II, LINE 10B FORM 990-PF CORPORATE BONDS TOTAL TO FORM 990-PF, PART II, LINE 10B DESCRIPTION DESCRIPTION BOOK VALUE FAIR MARKET VALUE TOTAL TO FORM 990-PF, PART II, LINE 10B TOTAL TO FORM 990-PF, PART II, LINE 10B TOTAL TO FORM 990-PF CORPORATE BONDS TATEMENT TAIR MARKET VALUE TOTAL TO FORM 990-PF CORPORATE BONDS TOTAL TO FORM 990-PF CORPORATE BONDS TOTAL TO FORM 990-PF TOTAL TO FORM 990-PF, PART II, LINE 10B TOTAL TO FORM 990-PF CORPORATE BONDS TOTAL TO FORM 990-PF, PART II, LINE 10B TOTAL TO FORM 990-PF, P	DESCRIPTION				BOOL	K VALUE	FA:		T
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS TOTAL TO FORM 990-PF, PART II, LINE 10A O. FORM 990-PF CORPORATE STOCK STATEMENT DESCRIPTION BOOK VALUE INVESTMENT - CORPORATE STOCK TOTAL TO FORM 990-PF, PART II, LINE 10B 3,422,603. 4,163,399 FORM 990-PF CORPORATE BONDS STATEMENT DESCRIPTION BOOK VALUE FAIR MARKET VALUE INVESTMENT - CORPORATE BONDS 197,054. 206,843	INVESTMENT - US GOVERNMENT BO	NDS	X	- ·		0.			0.
TOTAL TO FORM 990-PF, PART II, LINE 10A O. FORM 990-PF CORPORATE STOCK BOOK VALUE FAIR MARKET VALUE INVESTMENT - CORPORATE STOCK TOTAL TO FORM 990-PF, PART II, LINE 10B DESCRIPTION CORPORATE BONDS STATEMENT DESCRIPTION BOOK VALUE FAIR MARKET VALUE INVESTMENT - CORPORATE BONDS 197,054. 206,845	TOTAL U.S. GOVERNMENT OBLIGAT	CIONS		•					
FORM 990-PF CORPORATE STOCK STATEMENT DESCRIPTION BOOK VALUE VALUE INVESTMENT - CORPORATE STOCK 3,422,603. 4,163,399 TOTAL TO FORM 990-PF, PART II, LINE 10B 3,422,603. 4,163,399 FORM 990-PF CORPORATE BONDS STATEMENT DESCRIPTION BOOK VALUE INVESTMENT - CORPORATE BONDS 197,054. 206,849	TOTAL STATE AND MUNICIPAL GOV	ERNMEN	T OBL	IGATIONS	_				
DESCRIPTION BOOK VALUE FAIR MARKET VALUE INVESTMENT - CORPORATE STOCK 3,422,603. 4,163,399 TOTAL TO FORM 990-PF, PART II, LINE 10B 3,422,603. 4,163,399 FORM 990-PF CORPORATE BONDS STATEMENT DESCRIPTION BOOK VALUE FAIR MARKET VALUE INVESTMENT - CORPORATE BONDS 197,054. 206,843	TOTAL TO FORM 990-PF, PART II	, LINE	10A	:		0.			0.
DESCRIPTION INVESTMENT - CORPORATE STOCK TOTAL TO FORM 990-PF, PART II, LINE 10B FORM 990-PF CORPORATE BONDS STATEMENT DESCRIPTION BOOK VALUE FAIR MARKET VALUE INVESTMENT - CORPORATE BONDS 197,054. 206,842	FORM 990-PF	COR	PORATI	E STOCK		····	ST	ATEMENT	10
TOTAL TO FORM 990-PF, PART II, LINE 10B 3,422,603. 4,163,399 FORM 990-PF CORPORATE BONDS STATEMENT DESCRIPTION BOOK VALUE INVESTMENT - CORPORATE BONDS 197,054. 206,842	DESCRIPTION				BOOL	K VALUE	FA:		т
FORM 990-PF CORPORATE BONDS STATEMENT DESCRIPTION BOOK VALUE FAIR MARKET VALUE INVESTMENT - CORPORATE BONDS 197,054. 206,842	INVESTMENT - CORPORATE STOCK			•	3	,422,603.		4,163,3	99.
DESCRIPTION BOOK VALUE VALUE INVESTMENT - CORPORATE BONDS 197,054. FAIR MARKET VALUE 206,842	TOTAL TO FORM 990-PF, PART II	, LINE	10B	:	3	,422,603.		4,163,3	99.
DESCRIPTION BOOK VALUE VALUE INVESTMENT - CORPORATE BONDS 197,054. 206,842	FORM 990-PF	COR	PORATI	E BONDS			ST	ATEMENT	11
	DESCRIPTION				BOOI	K VALUE	FA:		т
TOTAL TO FORM 990-PF, PART II, LINE 10C 197,054. 206,842	INVESTMENT - CORPORATE BONDS				<u>. </u>	197,054.		206,8	42.
	TOTAL TO FORM 990-PF, PART II	, LINE	10C			197,054.		206,8	42.

FORM 990-PF	OTHER INVESTMENTS		STAT	EMENT 12	
DESCRIPTION	VALUATION METHOD	BOOK VALUE		MARKET ALUE	
INVESTMENT - BOND FUNDS INVESTMENT - EQUITY FUNDS INVESTMENT - REITS & ALT. INV.	FMV FMV FMV	3,923,627. 4,184,839. 9,339,320.		4,108,281. 4,398,126. 9,176,064.	
TOTAL TO FORM 990-PF, PART II,	LINE 13	17,447,78	36. 17	,682,471.	
	LIST OF OFFICERS, D AND FOUNDATION MANA		STAT	EMENT 13	
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT	
MR PAUL F. GREENE 80 WEST REACH DRIVE JAMESTOWN, RI 02835	SECRETARY 2.00	4,800. 0.		0.	
MR. RAYMOND G. LEVEILLE, JR. 2669 POST ROAD WARWICK, RI 02886	TRUSTEE 1.00	3,600.	0.	0.	
MR. JONATHAN B. LORING 502 HALE STREET PRIDES CROSSING, MA 01965	PRESIDENT 2.00	6,000.	0.	0.	
MR. RAYMOND N. MENARD 225 CENTRAL ST HARRISVILLE, RI 02830	TRUSTEE 1.00	3,000.	0.	0.	
MR. THOMAS H. QUILL, JR. 126 TABER AVE PROVIDENCE, RI 02906	TRUSTEE 1.00	3,600.	0.	0.	
NANCY B. SMITH 20 EDEN AVENUE WEST NEWTON, MA 02465	TREASURER 1.00	3,600.	0.	0.	
KAREN DELPONTE 311 PROMENADE STREET PROVIDENCE, RI 02908	TRUSTEE 1.00	3,600.	0.	0.	

JUNE ROCKWELL LEVY FOUNDATION	N INCORPORAT		04-60	74284
ROBERT P. PICARD 1155 LOGEE ST. WOONSOCKET, RI 02895	TRUSTEE 1.00	3,600.	0.	0.
DR. H. DENMAN SCOTT 65 BENEFIT STREET PROVIDENCE, RI 02904	TRUSTEE 1.00	6,000.	0.	0.
DEMING E. SHERMAN 2800 FINANCIAL PLAZA PROVIDENCE, RI 02903	TRUSTEE 1.00	3,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAG	E 6, PART VIII	40,800.	0.	0.

Form 886	8 (Rev 1-2012)					Page 2		
• If you a	are filing for an Additional (Not Automatic) 3-Month Ex	ctension,	complete only Part II and check this	box		▶ [X]		
Note. On	ly complete Part II if you have already been granted an a	automatic	3 month extension on a previously fi		8868.			
	are filing for an Automatic 3-Month Extension, comple	te only Pa	art I (on page 1).					
Part II	Additional (Not Automatic) 3-Month E	xtensio	n of Time. Only file the origin	nal (no c	opies neede	ed).		
			Enter filer's	identifyi	ng number, see	instructions		
Type or	pe or Name of exempt organization or other filer, see instructions Employer identification number (EIN)							
print	JUNE ROCKWELL LEVY FOUNDATION							
File by the	INCORPORATED	<u> [X]</u>	04-6074	1284				
due date for filling your return See	your On Oak Camp Date.				Social security number (SSN)			
Instructions City, town or post office, state, and ZIP code. For a foreign address, see instructions.								
	BEVERLY FARMS, MA 01915							
Enter the	Return code for the return that this application is for (file	e a separa	te application for each return)			0 4		
				<u></u> -				
Applicati	on	Return	Application			Return		
Is For		Code	Is For			Code		
Form 990		01						
Form 990		02	Form 1041 A			08		
Form 990		01	Form 4720			09		
Form 990		04	Form 5227			10		
	-T (sec_401(a) or 408(a) trust) -T (trust other than above)	05 06	Form 6069 Form 8870			11		
	o not complete Part II if you were not already granted	·	<u> </u>	aughi file	0000	12		
<u>5107: D</u>	JONATHAN B. LOI			iousiy ille	eu roim 6666.			
• The bo	ooks are in the care of > 20 OAK STREET			15				
	one No ▶ 978-927-0088		FAX No. ▶					
	organization does not have an office or place of business	s in the Ur	arted States, shook this have					
	s for a Group Return, enter the organization's four digit					up, check this		
box ▶ [. If it is for part of the group, check this box							
4 I red			BER 15, 2012.					
5 For	calendar year 2011 , or other tax year beginning		, and ending]	_			
6 If th	e tax year entered in line 5 is for less than 12 months, c	heck reas	on 🔲 Initial return 🗌	Final r	eturn			
	_ Change in accounting period							
	te in detail why you need the extension							
	DITIONAL TIME AND INFORMATION	ON AR	<u>E NECESSARY IN ORDI</u>	ER TO	PREPARE	E AN		
<u>AC</u>	CURATE RETURN.							
	us application is for Form 990-BL, 990-PF, 990-T, 4720, or set up debte and the Continue to the set of the continue to the set of the continue to the set of the continue to the set of the continue to the continue to the set of the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continue to the continu	or 6069, e	nter the tentative tax, less any			11 055		
	refundable credits. See instructions			8a	\$	11,955.		
	ils application is for Form 990 PF, 990-T, 4720, or 6069,	•						
	payments made. Include any prior year overpayment all viously with Form 8868	lowed as a	a credit and any amount paid	05		11,955.		
	ance due. Subtract line 8b from line 8a. Include your pa	wment wit	h this form if required by using	8b	\$	11,333.		
	PS (Electronic Federal Tax Payment System). See Instru	•	ar this form, in required, by using	8c	s	0.		
		_	st be completed for Part II o		L_9			
Under pena	-			•	if my knowledge a	ind belief.		
it is true, c	illies of perjury, I declare that I bave examined this form, includ prect, and complete, and that I am arthorized to prepare this fo	orm.		5501 0		110		
Signature	LOMANATION Tille	(J ^o H	Date	X10	111		
	5000					8 (Rev 1 2012)		

Form **8868**

(Rev January 2012)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

OMB No 1545-1709

menia	Revenue Service	arate app	ication for each return.			
● If v	ou are filing for an Automatic 3-Month Extension, comple	te only Pa	art I and check this box			▶ [X]
	ou are filing for an Additional (Not Automatic) 3-Month Ex	•		this form)		
	t complete Part II unless you have already been granted		· · · · · · · · · · · · · · · · · · ·		orm 8868	
	onic filing (e-file). You can electronically file Form 8868 if y					corporation
	ed to file Form 990-T), or an additional (not automatic) 3-mo					
	e to file any of the forms listed in Part I or Part II with the ex		•		· · · · · · · · · · · · · · · · · · ·	
	nal Benefit Contracts, which must be sent to the IRS in pap	•	·			
	ww.irs gov/efile and click on e-file for Charities & Nonprofits		,	-	J	•
Par			submit original (no copies ne	eded).		
A cor	poration required to file Form 990-T and requesting an autor	natic 6-mo	onth extension - check this box and	complete		
Part I	only					▶ □
All oth	er corporations (including 1120-C filers), partnerships, REM	IICs, and t	rusts must use Form 7004 to reques	t an exter	sion of time	
	income tax returns					
Туре	or Name of exempt organization or other filer, see instru-	ctions.		Employe	r identification r	number (EIN) or
print	JUNE ROCKWELL LEVY FOUNDATE	ION				
-	INCORPORATED			\mathbf{x}	04-6074	1284
File by t due dat		ee instruc	tions	Social se	cunty number (SSN)
filing ya return, S		_				
instruct		oreign add	ress, see instructions.			_
	BEVERLY FARMS, MA 01915					
						F
Enter	the Return code for the return that this application is for (file	a separa	te application for each return)	,,,		0 4
Appli	cation	Return	Application			Return
ls For		Code	Is For			Code
Form	990	01	Form 990 T (corporation)			07
Form	990·BL	02	Form 1041-A			08
For <u>m</u>	990-EZ	01	Form 4720			09
For <u>m</u>	990-PF	04	Form 5227			10
Form	990-T (sec. 401(a) or 408(a) trust)	05	Form 6069			11
<u>Form</u>	990-T (trust other than above)	06	Form 8870			12
	JONATHAN B. LO					
	e books are in the care of $ ightharpoonup$ 20 OAK STREET -	- BEV	ERLY FARMS, MA 019	<u> 15</u>		
	ephone Na ▶ <u>978-927-0088</u>		FAX No 🕨			
• If t	ne organization does not have an office or place of business	s in the Ur	nited States, check this box			. ▶ 📖
• If t	his is for a Group Return, enter the organization's four digit (Group Exe	emption Number (GEN) I	f this is fo	r the whole gro	up, check this
box	. If it is for part of the group, check this box	and atta	ich a list with the names and EINs of	all memb	ers the extensi	on is for.
1	I request an automatic 3-month (6 months for a corporation	•				
	AUGUST 15, 2012 , to file the exemp	t organiza	tion return for the organization name	ed above.	The extension	
	is for the organization's return for:					
	▼ X calendar year <u>2011</u> or					
	tax year beginning	, an	d ending		<u> </u>	
2	If the tax year entered in line 1 is for less than 12 months, c	heck reas	on: Initial return	Final retur	'n	
	Change in accounting period					
За	If this application is for Form 990-BL, 990-PF, 990-T, 4720, o	or 6069, e	nter the tentative tax, less any		!	
						<u>11,955.</u>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and						
estimated tax payments made. Include any prior year overpayment allowed as a credit. 3b \$ 9,955						9,955.
С	Balance due, Subtract line 3b from line 3a. Include your pa	yment wit	h this form, if required,			
	by using EFTPS (Electronic Federal Tax Payment System).	See instru	ctions	3c	\$	<u>2,000.</u>