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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

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

For calendar year **2011** or tax year beginning **2011**, and ending **20**

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Name of foundation: **TTEE U/W OF HERBERT A CHASE**

Number and street (or P O box number if mail is not delivered to street address): **P O BOX 1802**

Room/suite: _____

City or town, state, and ZIP code: **PROVIDENCE, RI 02901-1802**

A Employer identification number
04-6122652

B Telephone number (see instructions)
() -

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply:
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 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 of year (from Part II, col. (c), line 16) **\$ 1,026,335.**

J Accounting method: Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	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	41,224	41,224		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	99,353			
	b Gross sales price for all assets on line 6a	1,388,632			
	7 Capital gain net income (from Part IV, line 2)		99,353		
	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	140,577	140,577			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	9,803	5,882		3,921
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	845	NONE	NONE	845
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	1,940	679		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 4	35			35
	24 Total operating and administrative expenses. Add lines 13 through 23	12,623	6,561	NONE	4,801
	25 Contributions, gifts, grants paid	47,908			47,908
26 Total expenses and disbursements Add lines 24 and 25	60,531	6,561	NONE	52,709	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	80,046				
b Net investment income (if negative, enter -0-)		134,016			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	NONE	NONE		
	2	Savings and temporary cash investments	43,192.	43,962.	43,962.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ * Less allowance for doubtful accounts ▶	NONE	*	NONE	NONE
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations(attach schedule),	NONE		NONE	NONE
	b	Investments - corporate stock (attach schedule)	883,556.	962,881.	982,373.	
	c	Investments - corporate bonds (attach schedule),	NONE		NONE	NONE
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	NONE		NONE	
	12	Investments - mortgage loans	NONE		NONE	
	13	Investments - other (attach schedule) STMT 5	NONE		NONE	NONE
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)	NONE		NONE	NONE	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	926,748.	1,006,843.	1,026,335.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	926,748.	1,006,843.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds	NONE		NONE		
30	Total net assets or fund balances (see instructions)	926,748.	1,006,843.			
31	Total liabilities and net assets/fund balances (see instructions)	926,748.	1,006,843.			

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	926,748.
2	Enter amount from Part I, line 27a	2	80,046.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	49.
4	Add lines 1, 2, and 3	4	1,006,843.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,006,843.



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 1,372,069.		1,289,279.	82,790.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
a			82,790.			
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	99,353.		
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	{ 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	48,657.	1,005,207.	0.04840495540
2009	84,526.	907,875.	0.09310312543
2008	58,666.	1,098,600.	0.05340069179
2007	58,187.	1,275,424.	0.04562169130
2006	56,403.	1,184,537.	0.04761607278
2 Total of line 1, column (d)			0.28814653670
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.05762930734
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			1,070,489.
5 Multiply line 4 by line 3			61,692.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,340.
7 Add lines 5 and 6			63,032.
8 Enter qualifying distributions from Part XII, line 4 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.			52,709.



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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total tax due is 1,956.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and state reporting. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of PRIVATE BANK TAX SERVICES Telephone no (401) 278-6812
Located at PO BOX 1802, PROVIDENCE, RI ZIP + 4 02901-1802
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year.
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(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?
(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)?
(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.)
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?
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?
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))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		9,803.	-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 8		NONE	NONE	NONE

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



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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 9		NONE

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	

2	

3	

4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	

2	

All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3



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	1,063,472.
b	Average of monthly cash balances	1b	23,319.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,086,791.
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	1,086,791.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,302.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,070,489.
6	Minimum investment return. Enter 5% of line 5	6	53,524.

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	53,524.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,680.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,680.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	50,844.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	50,844.
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	50,844.

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	52,709.
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	52,709.
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	52,709.

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				50,844.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			9,113.	
b Total for prior years 20 09 , 20 , 20		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 ▶ \$ 52,709.				
a Applied to 2010, but not more than line 2a . . .			9,113.	
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				43,596.
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				7,248.
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

Table with columns: Tax year (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c not used directly for active conduct of exempt activities), 2e (Qualifying distributions made directly for active conduct of exempt activities), 3 (Alternative tests: a Assets, b Endowment, c Support), and 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 [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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



Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 11</p>				
Total ▶ 3a				47,908.
<p>b <i>Approved for future payment</i></p>				
Total ▶ 3b				

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ARTIO GLOBAL HIGH INCOME FUND CL I	189.	189.
COLUMBIA ACORN FUND CLASS Z SHARES	72.	72.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	571.	571.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	2,089.	2,089.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	556.	556.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	177.	177.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	121.	121.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	1,438.	1,438.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	309.	309.
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z	780.	780.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	75.	75.
COLUMBIA VALUE AND RESTRUCTURING FUND CL	2,172.	2,172.
COLUMBIA EMERGING MARKETS FUND CLASS Z S	103.	103.
COLUMBIA BOND FUND CLASS Z SHARES	12,621.	12,621.
EATON VANCE LARGE-CAP VALUE FUND CL I	851.	851.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	3,475.	3,475.
PIMCO TOTAL RETURN FUND INSTL	1,884.	1,884.
PIMCO COMMODITY REALRETURN STRATEGY FUND	11,466.	11,466.
PIMCO EMERGING MKT CURRENCY FUND INSTL	3.	3.
VANGUARD MSCI EAFE ETF FUND	2,250.	2,250.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	22.	22.
TOTAL	41,224.	41,224.

TTEE U/W OF HERBERT A CHASE

04-6122652

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	845.			845.
TOTALS	845.	NONE	NONE	845.

TTEE U/W OF HERBERT A CHASE

04-6122652

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	537.	
FEDERAL ESTIMATES - PRINCIPAL	724.	
FOREIGN TAXES ON QUALIFIED FOR	484.	484.
FOREIGN TAXES ON NONQUALIFIED	195.	195.
TOTALS	1,940.	679.

TTEE U/W OF HERBERT A CHASE

04-6122652

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER ALLOCABLE EXPENSE- INCOME

35.

35.

TOTALS

35.
=====

35.
=====

TTEE U/W OF HERBERT A CHASE
FORM 990PF, PART II - OTHER INVESTMENTS

=====	COST/	=====
DESCRIPTION	FMV	C OR F
-----	-----	-----

SEE ATTACHED STATEMENTS C

TOTALS





TTEE U/W OF HERBERT A CHASE

04-6122652

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

=====

DESCRIPTION

AMOUNT

CTF ADJ

49.

TOTAL

49.
=====



TTEE U/W OF HERBERT A CHASE

04-6122652

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

=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

111 WESTMINSTER STREET
PROVIDENCE, RI 02903

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 9,803.

TOTAL COMPENSATION: 9,803.

=====



TTEE U/W OF HERBERT A CHASE

04-6122652

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

=====
EMPLOYEE NAME:
NONE



TTEE U/W OF HERBERT A CHASE

04-6122652

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

=====

NAME:

NONE



TTEE U/W OF HERBERT A CHASE
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

04-6122652

RECIPIENT NAME:
HAVERHILL BOYS CLUB
ADDRESS:
ATTN TREASURER
HAVERHILL, MA 01831-0683
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS THE HAVERHILL BOYS CLUB
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,791.

RECIPIENT NAME:
GRAND LODGE OF MASONS
ADDRESS:
ATT ROGER PAGEAU-GRAND TREASURER
BOSTON, MA 02111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS GRAND LODGE OF MASONS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 19,163.

RECIPIENT NAME:
STEVENS-BENNETT HOME INC
ADDRESS:
ATTN: PATRICIA HORGAN PRESIDENT
HAVERHILL, MA 01830-4054
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS THE STEVENS-BENNETT HOME INC
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,791.



TTEE U/W OF HERBERT A CHASE
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

04-6122652

=====

RECIPIENT NAME:

CITY OF HAVERHILL

ADDRESS:

ATTN MARYBETH ROY - TREASURER
HAVERHILL, MA 01831-1099

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORTS NAMED ORGANIZATION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 14,372.

RECIPIENT NAME:

HAVERHILL YMCA

ADDRESS:

ATTN TREAS BOARD OF TTEES
HAVERHILL, MA 01830-5759

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORTS THE HAVERHILL YMCA

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,791.

TOTAL GRANTS PAID:

47,908.

=====



**SCHEDULE D
(Form 1041)**

Capital Gains and Losses

OMB No 1545-0092

2011

Department of the Treasury
Internal Revenue Service

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

Name of estate or trust

Employer identification number

TEE U/W OF HERBERT A CHASE

04-6122652

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					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	549.
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	
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	549.

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					16,563.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	82,241.
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	
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	()
12 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	98,804.

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		549.
14	Net long-term gain or (loss):			
a	Total for year	14a		98,804.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		99,353.

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
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	()

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. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
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)	31		
32	Add lines 30 and 31	32		
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)	33		
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)	34		



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

TTTE U/W OF HERBERT A CHASE

04-6122652

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 46.15 COLUMBIA ACORN FUND SHARES	11/01/2002	02/28/2011	1,444.00	706.00	738.00
38.097 COLUMBIA ACORN FUND SHARES	11/01/2002	05/23/2011	1,205.00	583.00	622.00
200.429 COLUMBIA ACORN FUND SHARES	11/01/2002	11/30/2011	5,768.00	3,067.00	2,701.00
278.196 COLUMBIA ACORN INT FUND CL Z	08/06/2009	02/28/2011	11,431.00	8,318.00	3,113.00
26.487 COLUMBIA ACORN INTE FUND CL Z	08/06/2009	05/23/2011	1,090.00	792.00	298.00
86.863 COLUMBIA ACORN INTE FUND CL Z	08/06/2009	11/30/2011	3,065.00	2,597.00	468.00
113.128 COLUMBIA ACORN INT FUND CL Z	08/06/2009	12/22/2011	3,851.00	3,383.00	468.00
161.327 COLUMBIA INCOME OP FUND CL Z	08/06/2009	05/23/2011	1,589.00	1,402.00	187.00
3612.09 COLUMBIA INCOME OP FUND CL Z	08/06/2009	12/22/2011	33,556.00	31,388.00	2,168.00
817.122 COLUMBIA INTERNATI FUND CLASS Z SHARES	08/12/2009	02/28/2011	12,486.00	11,080.00	1,406.00
2982.758 COLUMBIA INTERNAT FUND CLASS Z SHARES	08/12/2009	11/30/2011	38,120.00	40,446.00	-2,326.00
1479.133 COLUMBIA MARSICO L OPPORTUNITIES FD CLASS Z	08/12/2009	02/28/2011	17,971.00	14,555.00	3,416.00
3757.287 COLUMBIA MARSICO L OPPORTUNITIES FD CLASS Z	08/12/2009	11/30/2011	39,264.00	36,972.00	2,292.00
259.392 COLUMBIA MID CAP V CLASS Z SHARES	11/01/2002	02/28/2011	3,699.00	2,931.00	768.00
73.14 COLUMBIA MID CAP VAL CLASS Z SHARES	11/01/2002	05/23/2011	1,047.00	826.00	221.00
953.408 COLUMBIA MID CAP V CLASS Z SHARES	11/01/2002	11/30/2011	12,175.00	10,773.00	1,402.00
58.642 COLUMBIA MID CAP VA CLASS Z SHARES	12/13/2004	11/30/2011	749.00	918.00	-169.00
35.83 COLUMBIA MID CAP VAL CLASS Z SHARES	09/22/2005	11/30/2011	458.00	495.00	-37.00
305.267 COLUMBIA MID CAP V CLASS Z SHARES	09/22/2005	11/30/2011	3,898.00	4,218.00	-320.00
50.342 COLUMBIA MID CAP VA CLASS Z SHARES	12/14/2005	11/30/2011	643.00	710.00	-67.00
17.913 COLUMBIA MID CAP VA CLASS Z SHARES	12/14/2005	11/30/2011	229.00	253.00	-24.00
31.152 COLUMBIA MID CAP VA CLASS Z SHARES	06/27/2006	11/30/2011	398.00	419.00	-21.00
92.085 COLUMBIA MID CAP VA CLASS Z SHARES	06/27/2006	11/30/2011	1,176.00	1,239.00	-63.00
15.034 COLUMBIA MID CAP VA CLASS Z SHARES	12/13/2006	11/30/2011	192.00	220.00	-28.00
70.76 COLUMBIA MID CAP VAL CLASS Z SHARES	12/13/2006	11/30/2011	904.00	1,037.00	-133.00

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



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

Employer identification number

TTEE U/W OF HERBERT A CHASE

04-6122652

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 16.82 COLUMBIA MID CAP VAL CLASS Z SHARES	06/26/2007	11/30/2011	215.00	261.00	-46.00
73.721 COLUMBIA MID CAP VA CLASS Z SHARES	06/26/2007	11/30/2011	941.00	1,145.00	-204.00
29.647 COLUMBIA MID CAP VA CLASS Z SHARES	12/12/2007	11/30/2011	379.00	438.00	-59.00
160.547 COLUMBIA MID CAP V CLASS Z SHARES	08/06/2009	11/30/2011	2,050.00	1,577.00	473.00
78.196 COLUMBIA SMALL CAP CLASS Z SHARES	08/06/2009	02/28/2011	3,815.00	2,666.00	1,149.00
97.183 COLUMBIA SMALL CAP CLASS Z SHARES	08/06/2009	11/30/2011	4,276.00	3,313.00	963.00
27.285 COLUMBIA REAL ESTAT FUND CLASS Z SHARES	08/12/2009	02/28/2011	362.00	243.00	119.00
186.109 COLUMBIA REAL ESTA FUND CLASS Z SHARES	08/12/2009	05/23/2011	2,481.00	1,659.00	822.00
778.888 COLUMBIA REAL ESTA FUND CLASS Z SHARES	08/12/2009	11/30/2011	9,713.00	6,943.00	2,770.00
2931.762 COLUMBIA REAL EST FUND CLASS Z SHARES	08/12/2009	12/22/2011	37,204.00	26,133.00	11,071.00
87.539 COLUMBIA SMALL CAP FUND CLASS Z SHARES	03/19/2008	02/28/2011	2,915.00	2,192.00	723.00
21.182 COLUMBIA SMALL CAP FUND CLASS Z SHARES	03/19/2008	05/23/2011	733.00	530.00	203.00
129.775 COLUMBIA SMALL CAP FUND CLASS Z SHARES	03/19/2008	11/30/2011	3,920.00	3,250.00	670.00
153.015 COLUMBIA SMALL CAP FUND CLASS Z SHARES	03/19/2008	12/22/2011	4,154.00	3,831.00	323.00
202.549 COLUMBIA VALUE AND NG FUND CLASS Z SHARES	08/12/2009	02/28/2011	10,535.00	7,626.00	2,909.00
80.233 COLUMBIA VALUE AND G FUND CLASS Z SHARES	08/12/2009	05/23/2011	4,113.00	3,021.00	1,092.00
3779.15 COLUMBIA VALUE AND NG FUND CLASS Z SHARES	08/12/2009	09/30/2011	148,710.00	142,285.00	6,425.00
143. COLUMBIA SELECT SMALL CLASS Z SHARES	08/06/2009	02/28/2011	2,631.00	1,740.00	891.00
549.818 COLUMBIA SELECT SM CLASS Z SHARES	08/06/2009	07/29/2011	9,330.00	6,691.00	2,639.00
556.414 COLUMBIA SELECT LA GROWTH FUND CLASS Z SHARES	08/12/2009	02/28/2011	7,478.00	5,052.00	2,426.00
791.41 COLUMBIA SELECT LAR GROWTH FUND CLASS Z SHARES	08/12/2009	05/23/2011	10,929.00	7,186.00	3,743.00
3027.703 COLUMBIA SELECT L GROWTH FUND CLASS Z SHARES	08/12/2009	11/30/2011	37,937.00	27,492.00	10,445.00
1096.898 COLUMBIA SELECT L GROWTH FUND CLASS Z SHARES	08/12/2009	12/22/2011	13,141.00	9,960.00	3,181.00
1041. COLUMBIA BOND FUND C SHARES	08/12/2009	05/23/2011	9,765.00	9,411.00	354.00
2881.039 COLUMBIA BOND FUN SHARES	08/12/2009	08/31/2011	27,283.00	26,045.00	1,238.00

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

TTEE U/W OF HERBERT A CHASE
04-6122652
Balance Sheet
12/31/2011



<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Basis</u>	<u>Market Value</u>
72201F409	PIMCO EMERGING MKT CURRENCY	711.417	7,078.60	7,050.14
722005667	PIMCO COMMODITY REALRETURN	13665.254	101,122.88	89,370.76
693390700	PIMCO TOTAL RETURN FUND	24723.056	268,986.85	268,739.62
63872W409	NATIXIS FDS TR IV AEW REAL	595.541	10,112.29	10,118.24
52106N889	LAZARD EMERGING MKTS EQUITY	6193.494	111,235.16	104,050.70
47803W406	JOHN HANCOCK FDS III DISCIPLINED	4478.427	50,561.44	50,561.44
411511306	HARBOR INTERNATIONAL FUND	543.985	28,314.41	28,532.01
277905642	EATON VANCE LARGE-CAP VALUE	6792.272	117,302.54	116,623.31
269858304	EAGLE SM CAP GROWTH FUND	1029.980	39,437.92	39,345.24
19765Y688	COLUMBIA SELECT LARGE CAP	9896.773	89,862.71	118,959.21
19765N567	COLUMBIA SMALL CAP VALUE I FUND	923.293	36,160.64	38,002.74
197199813	COLUMBIA ACORN INTERNATIONAL	329.164	9,842.01	11,293.62
197199409	COLUMBIA ACORN FUND	1830.281	43,313.83	50,442.54
04315J860	ARTIO GLOBAL HIGH INCOME FUND	2235.347	21,235.80	20,788.73
008882532	INVESCO INTL GROWTH FUND	1124.927	28,314.41	28,494.40
	Cash/Cash Equivalent	43962.450	43,962.45	43,962.45
		Totals:	1,006,843.94	1,026,335.15