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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

Name of foundation

VIPONT DE MERWIN R.D TR 151872 FBO 312065014

A Employer identification number

04-6148959

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

PO BOX 1330

Room/suite

B Telephone number (see instructions)

(508) 862-0875

City or town, state, and ZIP code

HYANNIS, MA 02601

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☐ Section 501(c)(3) exempt private foundation☒ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

Fair market value of all assets at end

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

16) ▶ \$ 1,767,823.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

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 ▶ ☐**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 ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	50,471.	50,471.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	90,179.			
b Gross sales price for all assets on line 6a	1,302,113.			
7 Capital gain net income (from Part IV, line 2)		90,179.		
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	140,650.	140,650.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	17,601.	11,736.		5,867.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule) STMT 5	35.	23.	NONE	12.
b Accounting fees (attach schedule) STMT 6	575.	383.	NONE	192.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 7	9,034.	463.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	27,245.	12,605.	NONE	6,071.
25 Contributions, gifts, grants paid	188,506.			188,506.
26 Total expenses and disbursements. Add lines 24 and 25	215,751.	12,605.	NONE	194,577.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-75,101.			
b Net investment income (if negative, enter -0-)		128,045.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

JSA

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	109,377.	8,453.	8,453.
	2	Savings and temporary cash investments			
	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
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule) . .			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8	1,661,482.	1,687,248.	1,759,370.
	14	Land, buildings, and equipment basis Less: accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,770,859.	1,695,701.	1,767,823.	
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 ▶ ☐ 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. ▶ ☒				
	27	Capital stock, trust principal, or current funds	1,770,859.	1,695,701.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
	30	Total net assets or fund balances (see instructions)	1,770,859.	1,695,701.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,770,859.	1,695,701.	

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	1,770,859.
2	Enter amount from Part I, line 27a	2	-75,101.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,695,758.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	57.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,695,701.

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 1,297,088.		1,211,934.	85,154.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			85,154.		
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	90,179.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	50,544.	1,782,498.	0.02835571204
2009	52,331.	1,658,322.	0.03155659757
2008	50,495.	1,693,880.	0.02981025811
2007			
2006			
2 Total of line 1, column (d)			0.08972256772
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			0.02990752257
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			1,812,307.
5 Multiply line 4 by line 3			54,202.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,280.
7 Add lines 5 and 6			55,482.
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.			194,577.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	1,280.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,280.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,280.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,000.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,000.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,720.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ☒ 1,720. Refunded ☐ 11	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MA		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X
Website address ☐ N/A				
14	The books are in care of ☐ TD Bank, NA Telephone no. ☐ (508) 862-0875			
	Located at ☐ PO BOX 1330, HYANNIS, MA ZIP + 4 ☐ 02601			
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 ☐ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ☐	16	Yes	No X

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.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	1b	
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No		
If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ☐	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) ☐	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? ☐	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		17,601.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		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 CHARITABLE CONTRIBUTION TO HISTORIC NEW ENGLAND	
	188,506.
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	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,794,679.
b	Average of monthly cash balances	1b	45,227.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,839,906.
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	1,839,906.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,599.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,812,307.
6	Minimum investment return. Enter 5% of line 5	6	90,615.

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	90,615.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,280.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,280.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	89,335.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	89,335.
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	89,335.

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	194,577.
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	194,577.
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	1,280.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	193,297.

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				89,335.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			85,260.	
b Total for prior years 20 09 , 20 , 20		12,241.		
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 ▶ \$ 194,577.				
a Applied to 2010, but not more than line 2a			85,260.	
b Applied to undistributed income of prior years (Election required - see instructions)		12,241.		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				89,335.
e Remaining amount distributed out of corpus	7,741.			
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	7,741.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
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				NONE
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	7,741.			
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	7,741.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 11				
Total			▶ 3a	188,506.
b Approved for future payment				
Total			▶ 3b	

Form **990-PF** (2011)

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|-------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions. | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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

**Sign
Here**

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

Priscia J Smith
Signature of officer or trustee

04/24/2012
Date

► Vice President
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed	PTIN
---	------

Firm's name

Firm's address ►

Firm's EIN ▶

Phone no.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	894.	894.
AT&T INC 4.45% 05/15/2021 DTD 04/29/11	219.	219.
ABBOTT LABORATORIES	696.	696.
INVESCO INTERNATIONAL GROWTH FUND INSTIT	1,768.	1,768.
AMERICAN EXPRESS CO	245.	245.
APACHE CORP COM	87.	87.
APPLIED MATERIALS INC.	36.	36.
ARCHER DANIELS MID	51.	51.
BANK OF AMER CORP 3.125% 06/15/2012 DTD	342.	342.
BNK OF NOVA SCOTIA 2.375% 12/17/2013 DTD	246.	246.
BAXTER INTL INC	84.	84.
BERKSHIRE HATHAWAY 5.40% 5/15/2018 DTD 11	662.	662.
BOEING CO	84.	84.
BRISTOL-MEYERS SQUIBB	106.	106.
CAPITAL ONE FINANCIAL CORP	22.	22.
CATERPILLAR INC.	41.	41.
CHEVRONTXACO CORP	972.	972.
CIMAREX ENERGY CO	28.	28.
CISCO SYSTEMS INC	106.	106.
CISCO SYSTEMS INC 4.950% 02/15/2019 DTD	120.	120.
COCA COLA CO	348.	348.
COCA COLA CO 1.500% 11/15/2015 DTD 11/15	203.	203.
COLGATE PALMOLIVE	363.	363.
CONOCOPHILLIPS	158.	158.
CONOCOPHILLIPS 4.750% 02/01/2014 DTD 02/	148.	148.
CONOCOPHILLIPS 5.625% 10/15/2016 DTD 10/	1,141.	1,141.
CREDIT SUISSE NY 6.000% 02/15/2018 DTD 09	78.	78.
DANAHER CORP	6.	6.
DIAGEO PLC ADR	212.	212.
WALT DISNEY CO	130.	130.
E I DUPONT DE NEMOURS	131.	131.
DUKE ENERGY CORP NEW	295.	295.
IQ4447 P343 04/24/2012 16:11:29		
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ECOLAB INC	159.	159.
EMERSON ELECTRIC CO	358.	358.
EXELON CORP COM	347.	347.
EXXON MOBIL CORP	739.	739.
FED HOME LN MTG 5.00% 01/30/2014 DTD 01/	3,244.	3,244.
FED FARM CREDIT BK6.000% 03/07/2011 DTD	1,500.	1,500.
FED HOME LN MTG 4.75% 11/17/2015 DTD 10/	1,657.	1,657.
FNMA 5.375% 06/12/2017 DTD 06/08/07	806.	806.
FIDELITY SPARTAN HIGH INCOME	3,235.	3,235.
GALLAGHER ARTHUR J & CO	260.	260.
GE COMPANY 5.00% 02/01/2013 DTD 1/28/200	1,856.	1,856.
GEN ELEC CAP CORP 5.625% 09/15/2017 DTD	375.	375.
HARBOR INTERNATIONAL FUND	2,499.	2,499.
HARTFORD MUT FDS INC MIDCAP FD CL Y FD#	81.	81.
HEWLETT PACKARD	66.	66.
HEWLETT PACKARD CO 4.750% 06/02/2014 DTD	677.	677.
HOME DEPOT INC	477.	477.
HONEYWELL INTL INC	197.	197.
ILLINOIS TOOL WKS INC	337.	337.
INTEL CORP	204.	204.
INTERNATIONAL BUSINESS MACHINES	203.	203.
J P MORGAN CHASE & CO	357.	357.
JPMORGAN CHASE & CO 6.00% 01/15/2018 DTD	1,233.	1,233.
PERKINS MID CAP VALUE FUND INSTITUTIONAL	317.	317.
JOHNSON & JOHNSON	915.	915.
KIMBERLY CLARK CORP	77.	77.
KRAFT FOODS INC	122.	122.
KRAFT FOODS INC 5.625% 11/01/2011 DTD 11/	214.	214.
L-3 COMMUNICATIONS HLDGS INC COM	99.	99.
LINEAR TECHNOLOGIES CORP	211.	211.
LOCKHEED MARTIN CORP	280.	280.
LORILLARD INC COM	364.	364.
MARATHON OIL	141.	141.
IQ4447 P343 04/24/2012 16:11:29	312065014	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MARATHON PETROLEUM CORP COM	108.	108.
MCDONALDS CORP.	301.	301.
MERCK & CO INC NEW COM	160.	160.
MICROSOFT CORP	381.	381.
NEXTERA ENERGY INC COM	264.	264.
NIKE INC	56.	56.
NORFOLK SOUTHERN CORP.	90.	90.
ONTARIO PROVINCE 2.950% 02/05/2015 DTD 10	182.	182.
ORACLE SYSTEMS CORPORATION	75.	75.
PAYCHEX INC	205.	205.
PEPSICO, INC	607.	607.
PEPSICO INC 5.15% 05/15/2012 DTD 05/21/2	1,001.	1,001.
PEPSICO INC 3.100% 01/15/2015 DTD 01/14/	209.	209.
PFIZER, INC.	250.	250.
PHILIP MORRIS INTL INC COM	385.	385.
PROCTOR & GAMBLE	733.	733.
QUALCOMM INC	95.	95.
ROYCE SPECIAL EQUITY FD #327	94.	94.
SBC COMMUNICATIONS 5.10% 09/15/2014 DTD	164.	164.
SIGMA ALDRICH CORP	24.	24.
SOUTHERN COMPANY	246.	246.
STATE STREET CORP	2.	2.
STRYKER CORP	166.	166.
TD ASSET MGMT US GOVT PORT INSTL #2	15.	15.
TARGET CORP	160.	160.
3M COMPANY	336.	336.
TOYOTA MOTOR CORP ADR	59.	59.
U.S. BANCORP	208.	208.
UNITIED PARCEL SVC CL B	125.	125.
U S TREAS. BONDS 4.25% 11/15/2014 DTD 11	1,063.	1,063.
U S TREASURY NOTE 4.875% 08/15/2016 DTD	535.	535.
U S TREASURY NOTE 4.125% 08/31/2012 DTD	1,315.	1,315.
U S TREASURY NOTE 3.125% 08/31/2013 DTD	684.	684.
IQ4447 P343 04/24/2012 16:11:29		
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
U S TREASURY NOTE 3.125% 05/15/2019 DTD	787.	787.
U S TREASURY NOTE 0.875% 02/29/2012 DTD	311.	311.
U S TREASURY BOND 2.625% 08/15/2020 DTD	215.	215.
U S TREASURY NOTE 1.875% 08/31/2017 DTD	198.	198.
UNITED TECHNOLOGIES	376.	376.
UNITEDHEALTH GROUP INC COM	83.	83.
VALERO ENERGY CORP COM	26.	26.
VANGUARD SHORT-TERM FEDERAL FUND(0049)	313.	313.
VANGUARD INFLATION PROTECTED SEC 119	1,794.	1,794.
VERIZON COMMUNICATION	675.	675.
WAL-MART STORES 4.55% 5/1/2013 DTD 4/29/	641.	641.
WELLS FARGO & COMPANY NEW	209.	209.
WELLS FARGO & CO 5.625% 12/11/2017 DTD 1	518.	518.
YUM BRANDS INC	189.	189.
ACE LTD	209.	209.
TOTAL	50,471.	50,471.

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
OTHER NON-ALLOCABLE EXPENSE -	35.	23.		12.
TOTALS	35.	23.	NONE	12.
	=====	=====	=====	=====

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	575.	383.		192.
TOTALS	575.	383.	NONE	192.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES		
FEDERAL TAX PAYMENT - PRIOR YE	4.	
FEDERAL ESTIMATES - INCOME	5,567.	
FOREIGN TAXES ON QUALIFIED FOR	3,000.	463.
	463.	
	-----	-----
TOTALS	9,034.	463.
	=====	=====

VIPONT DE MERWIN R.D TR 151872 FBO 312065014

04-6148959

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
SEE ATTACHED INVESTMENT REVIEW	C		
TOTAL EQUITIES	C	1,029,142.	1,079,994.
TOTAL FIXED INCOME	C	658,106.	679,376.
		-----	-----
TOTALS		1,687,248.	1,759,370.
		=====	=====

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

DESCRIPTION -----	AMOUNT -----
CASH ACCRUAL ADJUSTING ENTRY	51.
ROUNDING ADJUSTMENT	6.

TOTAL	57.
	=====

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

OFFICER NAME:

TD Bank

ADDRESS:

99 West Street

Pittsfield, MA

TITLE:

TRUSTEE

COMPENSATION 17,601.

TOTAL COMPENSATION: 17,601.
=====

VIPONT DE MERWIN R.D TR 151872 FBO 312065014

04-6148959

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

HISTORIC NEW ENGLAND

AMOUNT OF GRANT PAID 188,506.

TOTAL GRANTS PAID:

188,506.

=====

STATEMENT 11

MERWIN VIPONT DE R D TUW

31-2065-01-4

Investment Review Settlement Date Positions

Frozen Date: 12/31/2011

<u>Par / Shares</u>	<u>Description</u> <u>CUSIP Number</u>	<u>Price</u> <u>Price Date</u>	<u>Tax Cost</u> <u>Carrying Value</u>	<u>Market Value</u> <u>Accrual</u>
CASH AND EQUIVALENTS				
Cash				
	INCOME CASH	0.000000	0.00 0.00	0.00 0.00000
	PRINCIPAL CASH	0.000000	0.00 0.00	0.00 0.00000
Total Cash			0.00 0.00	0.00 0.00000
Cash Equivalents				
8,452.610	TD ASSET MGMT US GOVT PORT INSTL #2 87237U-84-0	1.000000 12/12/2006	8,452.61 8,452.61	8,452.61 0.17000
0.000	TD ASSET MGMT US GOVT PORT INSTL #2 87237U-84-0	1.000000 12/12/2006	0.00 0.00	0.00 0.08000
Total Cash Equivalents			8,452.61 8,452.61	8,452.61 0.25000
Total CASH AND EQUIVALENTS			8,452.61 8,452.61	8,452.61 0.25000

MERWIN VIPONT DE R D TUW

31-2065-01-4

Investment Review Settlement Date Positions

Frozen Date: 12/31/2011

<u>Par / Shares</u>	<u>Description</u> <u>CUSIP Number</u>	<u>Price</u> <u>Price Date</u>	<u>Tax Cost</u> <u>Carrying Value</u>	<u>Market Value</u> <u>Accrual</u>
FIXED INCOME				
Government Bonds				
30,000.000	FED HOME LN MTG 5.00% 01/30/2014 DTD 01/30/2004 3128X2-TM-7	109.334000 12/31/2011	31,240.50 31,240.50	32,800.20 629.16000
30,000.000	FED HOME LN MTG 4.75% 11/17/2015 DTD 10/21/2005 3134A4-VG-6	114.622000 12/31/2011	30,123.90 30,123.90	34,386.60 174.16000
15,000.000	F.H.L.M.C. NOTES 3.75% 03/27/2019 DTD 03/27/2009 3137EA-CA-5	114.337000 12/31/2011	17,030.13 17,030.13	17,150.55 146.87000
30,000.000	FNMA 5.375% 06/12/2017 DTD 06/08/07 31398A-DM-1	120.969000 12/31/2011	35,268.45 35,268.45	36,290.70 85.10000
25,000.000	U S TREAS. BONDS 4.25% 11/15/2014 DTD 11/15/2004 912828-DC-1	111.047000 12/31/2011	27,114.26 27,114.26	27,761.75 137.19000
35,000.000	U S TREASURY NOTE 4.875% 08/15/2016 DTD 08/15/2006 912828-FQ-8	118.618000 12/31/2011	40,136.72 40,136.72	41,516.30 644.48000
70,000.000	U S TREASURY NOTE 3.125% 08/31/2013 DTD 09/02/08 912828-JK-7	104.782000 12/31/2011	73,843.36 73,843.36	73,347.40 739.18000
30,000.000	U S TREASURY NOTE 3.125% 05/15/2019 DTD 05/15/09 912828-KQ-2	112.141000 12/31/2011	29,345.51 29,345.51	33,642.30 121.05000
40,000.000	U S TREASURY BOND 2.625% 08/15/2020 DTD 08/15/10 912828-NT-3	107.868000 12/31/2011	39,212.70 39,212.70	43,147.20 396.60000
Total Government Bonds			323,315.53 323,315.53	340,043.00 3,073.79000
Corporate Bonds				
10,000.000	AT&T INC 4.45% 05/15/2021 DTD 04/29/11 00206R-AX-0	109.846000 12/31/2011	10,170.00 10,170.00	10,984.60 56.86000
15,000.000	BNK OF NOVA SCOTIA 2.375% 12/17/2013 DTD 06/17/10 064149-B9-7	102.670000 12/31/2011	15,287.40 15,287.40	15,400.50 13.85000
15,000.000	BERKSHIRE HATHAWAY 5.40% 5/15/2018 DTD 11/15/2008 084664-BE-0	116.622000 12/31/2011	16,564.95 16,564.95	17,493.30 103.50000
10,000.000	CISCO SYSTEMS INC 4.950% 02/15/2019 DTD 02/17/09	115.923000 12/31/2011	10,927.10 10,927.10	11,592.30 187.00000

MERWIN VIPONT DE R D TUW

31-2065-01-4

Investment Review Settlement Date Positions

Frozen Date: 12/31/2011

Par / Shares	Description CUSIP Number	Price Price Date	Tax Cost Carrying Value	Market Value Accrual
	17275R-AE-2			
15,000.000	COCA COLA CO 1.500% 11/15/2015 DTD 11/15/10 191216-AP-5	101.364000 12/31/2011	14,334.60 14,334.60	15,204.60 28.75000
15,000.000	CONOCOPHILLIPS 4.750% 02/01/2014 DTD 02/03/09 20825C-AS-3	108.002000 12/31/2011	16,374.60 16,374.60	16,200.30 296.87000
10,000.000	GE COMPANY 5.00% 02/01/2013 DTD 1/28/2003 369604-AY-9	104.210000 12/31/2011	10,254.70 10,254.70	10,421.00 208.33000
15,000.000	GEN ELEC CAP CORP 5.625% 09/15/2017 DTD 09/24/07 36962G-3H-5	110.678000 12/31/2011	16,331.85 16,331.85	16,601.70 248.43000
15,000.000	HEWLETT PACKARD CO 4.750% 06/02/2014 DTD 02/26/09 428236-AV-5	105.606000 12/31/2011	16,368.90 16,368.90	15,840.90 57.39000
15,000.000	JPMORGAN CHASE & CO 6.00% 01/15/2018 DTD 12/20/07 46625H-GY-0	111.568000 12/31/2011	16,204.20 16,204.20	16,735.20 415.00000
25,000.000	ONTARIO PROVINCE 2.950% 02/05/2015 DTD 02/05/10 683234-8H-4	105.311000 12/31/2011	26,145.90 26,145.90	26,327.75 299.09000
25,000.000	PEPSICO INC 3.100% 01/15/2015 DTD 01/14/10 713448-BM-9	105.982000 12/31/2011	25,855.00 25,855.00	26,495.50 357.36000
10,000.000	SBC COMMUNICATIONS 5.10% 09/15/2014 DTD 10/27/2004 78387G-AP-8	110.144000 12/31/2011	11,034.70 11,034.70	11,014.40 150.16000
15,000.000	WACHOVIA CORP 5.750% 02/01/2018 DTD 01/31/08 92976W-BH-8	113.602000 12/31/2011	17,031.00 17,031.00	17,040.30 359.37000
25,000.000	WAL-MART STORES 4.55% 5/1/2013 DTD 4/29/2003 931142-BT-9	105.545000 12/31/2011	26,793.39 26,793.39	26,386.25 189.58000
Total Corporate Bonds			249,678.29 249,678.29	253,738.60 2,971.54000
Mutual Funds - Fixed				
5,618.204	FIDELITY HIGH INCOME FUND #455 316146-40-6	8.640000 12/31/2011	50,054.93 50,054.93	48,541.28 577.39000
0.000	VANGUARD SHORT-TERM FEDERAL #49 922031-60-4	10.840000 12/31/2011	0.00 0.00	0.00 1.70000
2,626.045	VANGUARD INFLATION PROTECTED SEC 119	14.110000	35,057.70	37,053.49

MERWIN VIPONT DE R D TUW

31-2065-01-4

Investment Review Settlement Date Positions

Frozen Date: 12/31/2011

<u>Par / Shares</u>	<u>Description</u> <u>CUSIP Number</u>	<u>Price</u> <u>Price Date</u>	<u>Tax Cost</u> <u>Carrying Value</u>	<u>Market Value</u> <u>Accrual</u>
	922031-86-9	12/31/2011	35,057.70	0.00000
Total Mutual Funds - Fixed			85,112.63	85,594.77
			85,112.63	579.09000
Total FIXED INCOME			658,106.45	679,376.37
			658,106.45	6,624.42000

MERWIN VIPONT DE R D TUW

31-2065-01-4

Investment Review Settlement Date Positions

Frozen Date: 12/31/2011

<u>Par / Shares</u>	<u>Description</u> <u>CUSIP Number</u>	<u>Price</u> <u>Price Date</u>	<u>Tax Cost</u> <u>Carrying Value</u>	<u>Market Value</u> <u>Accrual</u>
EQUITIES				
Common Stocks				
Consumer Discretionary				
425.000	HOME DEPOT INC 437076-10-2	42.040000 12/31/2011	12,359.79 12,359.79	17,867.00 0.00000
230.000	MCDONALDS CORP 580135-10-1	100.330000 12/31/2011	19,642.00 19,642.00	23,075.90 0.00000
90.000	NIKE INC. CLASS B 654106-10-3	96.370000 12/31/2011	7,773.52 7,773.52	8,673.30 32.40000
Total Consumer Discretionary			39,775.31 39,775.31	49,616.20 32.40000
Consumer Staples				
370.000	COCA COLA CO 191216-10-0	69.970000 12/31/2011	25,263.60 25,263.60	25,888.90 0.00000
130.000	COLGATE PALMOLIVE CO 194162-10-3	92.390000 12/31/2011	9,519.55 9,519.55	12,010.70 0.00000
110.000	KIMBERLY CLARK CORP 494368-10-3	73.560000 12/31/2011	7,075.62 7,075.62	8,091.60 77.00000
420.000	KRAFT FOODS INC 50075N-10-4	37.360000 12/31/2011	14,347.20 14,347.20	15,691.20 121.80000
140.000	LORILLARD INC. COM 544147-10-1	114.000000 12/31/2011	14,925.40 14,925.40	15,960.00 0.00000
310.000	PEPSICO INCORPORATED 713448-10-8	66.350000 12/31/2011	19,925.16 19,925.16	20,568.50 159.65000
500.000	PHILIP MORRIS INTL INC COM 718172-10-9	78.480000 12/31/2011	34,785.00 34,785.00	39,240.00 385.00000
525.000	PROCTER & GAMBLE CO 742718-10-9	66.710000 12/31/2011	31,358.56 31,358.56	35,022.75 0.00000
Total Consumer Staples			157,200.09 157,200.09	172,473.65 743.45000
Energy				
385.000	CHEVRON CORPORATION 166764-10-0	106.400000 12/31/2011	25,951.00 25,951.00	40,964.00 0.00000
240.000	CONOCOPHILLIPS 20825C-10-4	72.870000 12/31/2011	16,814.40 16,814.40	17,488.80 0.00000

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Investment Review Settlement Date Positions

Frozen Date: 12/31/2011

<u>Par / Shares</u>	<u>Description</u> <u>CUSIP Number</u>	<u>Price</u> <u>Price Date</u>	<u>Tax Cost</u> <u>Carrying Value</u>	<u>Market Value</u> <u>Accrual</u>
490.000	EXXON MOBIL CORP 30231G-10-2	84.760000 12/31/2011	38,181.92 38,181.92	41,532.40 0.00000
470.000	MARATHON OIL CORP 565849-10-6	29.270000 12/31/2011	15,084.36 15,084.36	13,756.90 0.00000
240.000	MARATHON PETROLEUM CORP COM 56585A-10-2	33.290000 12/31/2011	9,874.85 9,874.85	7,989.60 0.00000
310.000	SPECTRA ENERGY CORP 847560-10-9	30.750000 12/31/2011	8,950.97 8,950.97	9,532.50 0.00000
Total Energy			114,857.50 114,857.50	131,264.20 0.00000
Financials				
480.000	J P MORGAN CHASE & CO 46625H-10-0	33.250000 12/31/2011	19,826.04 19,826.04	15,960.00 0.00000
Total Financials			19,826.04 19,826.04	15,960.00 0.00000
Health Care				
390.000	ABBOTT LABS CO 002824-10-0	56.230000 12/31/2011	19,141.04 19,141.04	21,929.70 0.00000
270.000	BAXTER INTERNATIONAL INC 071813-10-9	49.480000 12/31/2011	14,910.75 14,910.75	13,359.60 90.45000
320.000	BRISTOL MYERS SQUIBB CO. 110122-10-8	35.240000 12/31/2011	9,020.80 9,020.80	11,276.80 0.00000
525.000	JOHNSON & JOHNSON CO 478160-10-4	65.580000 12/31/2011	33,285.18 33,285.18	34,429.50 0.00000
420.000	MERCK & CO INC NEW COM 58933Y-10-5	37.700000 12/31/2011	13,664.74 13,664.74	15,834.00 176.40000
1,250.000	PFIZER 717081-10-3	21.640000 12/31/2011	22,506.13 22,506.13	27,050.00 0.00000
Total Health Care			112,528.64 112,528.64	123,879.60 266.85000
Industrials				
100.000	BOEING CO 097023-10-5	73.350000 12/31/2011	6,694.00 6,694.00	7,335.00 0.00000
90.000	CATERPILLAR INC. 149123-10-1	90.600000 12/31/2011	8,627.37 8,627.37	8,154.00 0.00000
240.000	EMERSON ELECTRIC CO 291011-10-4	46.590000 12/31/2011	11,570.40 11,570.40	11,181.60 0.00000
280.000	HONEYWELL INTL INC 438516-10-6	54.350000 12/31/2011	14,314.94 14,314.94	15,218.00 0.00000

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Frozen Date: 12/31/2011

<u>Par / Shares</u>	<u>Description</u> <u>CUSIP Number</u>	<u>Price</u> <u>Price Date</u>	<u>Tax Cost</u> <u>Carrying Value</u>	<u>Market Value</u> <u>Accrual</u>
160.000	LOCKHEED MARTIN CORP 539830-10-9	80.900000 12/31/2011	11,715.66 11,715.66	12,944.00 0.00000
210.000	NORFOLK SOUTHERN CORP 655844-10-8	72.860000 12/31/2011	15,020.78 15,020.78	15,300.60 0.00000
110.000	3M CO 88579Y-10-1	81.730000 12/31/2011	7,693.08 7,693.08	8,990.30 0.00000
120.000	UNITED PARCEL SERVICE CL B 911312-10-6	73.190000 12/31/2011	8,046.00 8,046.00	8,782.80 0.00000
170.000	UNITED TECHNOLOGIES 913017-10-9	73.090000 12/31/2011	11,179.93 11,179.93	12,425.30 0.00000
Total Industrials			94,862.16 94,862.16	100,331.60 0.00000
Information Technology				
970.000	INTEL CORP 458140-10-0	24.250000 12/31/2011	21,194.50 21,194.50	23,522.50 0.00000
90.000	INTL BUSINESS MACHINES CORP 459200-10-1	183.880000 12/31/2011	14,983.02 14,983.02	16,549.20 0.00000
520.000	MICROSOFT CORPORATION 594918-10-4	25.960000 12/31/2011	12,780.03 12,780.03	13,499.20 0.00000
Total Information Technology			48,957.55 48,957.55	53,570.90 0.00000
Materials				
160.000	E I DUPONT DE NEMOURS INC 263534-10-9	45.780000 12/31/2011	8,018.53 8,018.53	7,324.80 0.00000
Total Materials			8,018.53 8,018.53	7,324.80 0.00000
Telecommunication Services				
1,020.000	AT&T INC 00206R-10-2	30.240000 12/31/2011	30,278.57 30,278.57	30,844.80 0.00000
200.000	VERIZON COMMUNICATIONS 92343V-10-4	40.120000 12/31/2011	6,059.75 6,059.75	8,024.00 0.00000
Total Telecommunication Services			36,338.32 36,338.32	38,868.80 0.00000
Utilities				
590.000	DUKE ENERGY CORP NEW 26441C-10-5	22.000000 12/31/2011	10,838.30 10,838.30	12,980.00 0.00000
240.000	NEXTERA ENERGY INC	60.880000	12,914.14	14,611.20

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Frozen Date: 12/31/2011

<u>Par / Shares</u>	<u>Description</u> <u>CUSIP Number</u>	<u>Price</u> <u>Price Date</u>	<u>Tax Cost</u> <u>Carrying Value</u>	<u>Market Value</u> <u>Accrual</u>
	COM 65339F-10-1	12/31/2011	12,914.14	0.00000
520.000	SOUTHERN CO 842587-10-7	46.290000 12/31/2011	20,519.20 20,519.20	24,070.80 0.00000
Total Utilities			44,271.64 44,271.64	51,662.00 0.00000
Total Common Stocks			676,635.78 676,635.78	744,951.75 1,042.70000
Mutual Funds - Equities				
3,575.479	INVESCO INTERNATIONAL GROWTH FUND INSTITUTIONAL CLASS 008882-77-1	25.610000 12/31/2011	98,969.26 98,969.26	91,568.02 0.00000
807.724	BUFFALO SMALL CAP FD #1444 119804-10-2	24.930000 12/31/2011	19,695.98 19,695.98	20,136.56 0.00000
1,676.061	HARBOR INTERNATIONAL FD- INST CL FUND #11 411511-30-6	52.450000 12/31/2011	100,570.41 100,570.41	87,909.40 0.00000
868.821	HARTFORD MUT FDS INC MIDCAP FD CL Y FD# 229 416645-68-7	19.520000 12/31/2011	19,630.16 19,630.16	16,959.39 0.00000
899.178	PERKINS MID CAP VALUE FUND INSTITUTIONAL CLASS 47103C-24-1	20.180000 12/31/2011	19,511.69 19,511.69	18,145.41 0.00000
1,003.475	ROYCE SPECIAL EQUITY FD #327 780905-78-2	19.700000 12/31/2011	19,735.89 19,735.89	19,768.46 0.00000
530.000	SPDR GOLD TRUST 78463V-10-7	151.990000 12/31/2011	74,393.20 74,393.20	80,554.70 0.00000
Total Mutual Funds - Equities			352,506.59 352,506.59	335,041.94 0.00000
Total EQUITIES			1,029,142.37 1,029,142.37	1,079,993.69 1,042.70000
Total Settlement Date Position			1,695,701.43 1,695,701.43	1,767,822.67 7,667.37000