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

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

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

ENVIRONMENTAL
POSTMARK DATE

2012

MAY 09

Name of foundation

MARY ALICE ARAKELIAN FOUNDATION

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

A Employer identification number
04-6155695

P O BOX 1802

B Telephone number (see instructions)
() -

City or town, state, and ZIP code

PROVIDENCE, RI 02901-1802

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 6,236,936.

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)

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				
5a Gross rents	159,645	159,645		STMT 1
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	1,939,870			
7 Capital gain net income (from Part IV, line 2)				
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	51,708	159,645		
13 Compensation of officers, directors, trustees, etc.	46,000			46,000
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,250	NONE	NONE	1,250
c Other professional fees (attach schedule)	22,744	22,744		
17 Interest				
18 Taxes (attach schedule) (see instructions)	STMT 6			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	STMT 7			
24 Total operating and administrative expenses	206			206
Add lines 13 through 23	82,380	24,594	NONE	47,456
25 Contributions, gifts, grants paid	358,203			358,203
26 Total expenses and disbursements. Add lines 24 and 25	440,583	24,594	NONE	405,659
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-388,875			
b Net investment income (if negative, enter -0)		135,051		
c Adjusted net income (if negative, enter -0)				

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	NONE	NONE	
	2 Savings and temporary cash investments	250,686.	125,420.	125,420.
	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 ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S. and state government obligations (attach schedule)	725,185.	524,218.	698,149.
	b Investments - corporate stock (attach schedule)	4,135,428.	4,171,629.	4,762,174.
	c Investments - corporate bonds (attach schedule)	709,899.	610,285.	651,193.
	11 Investments - land, buildings, and equipment basis ►	NONE		
	Less accumulated depreciation ► (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	STMT 11.		
	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)	5,821,198.	5,431,552.	6,236,936.
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	5,821,198.	5,431,552.	
	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)	5,821,198.	5,431,552.	
	31 Total liabilities and net assets/fund balances (see instructions)	5,821,198.	5,431,552.	

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	5,821,198.
2 Enter amount from Part I, line 27a	2	-388,875.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	5,432,323.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 12	5	771.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,431,552.

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 1,906,276.		2,047,807.	-141,531.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			-141,531.		
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	-107,937.	
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	276,604.	6,333,598.	0.04367249074
2009	345,930.	5,789,746.	0.05974873509
2008	365,988.	6,680,387.	0.05478544881
2007	356,869.	7,649,182.	0.04665453116
2006	362,256.	7,188,798.	0.05039173447
2 Total of line 1, column (d)		2	0.25525294027
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0.05105058805
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4	6,604,158.
5 Multiply line 4 by line 3		5	337,146.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	1,351.
7 Add lines 5 and 6		7	338,497.
8 Enter qualifying distributions from Part XII, line 4		8	405,659.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. . . .	(attach copy of letter if necessary - see instructions)	1	1,351.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0)	2	3	1,351.
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	6,600.	
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	6,600.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ► 9	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10	10	5,249.	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 1,352. Refunded ► 11	11	3,897.	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	Telephone no ► (888) 866-3275	
Located at ► <u>PO BOX 1802, PROVIDENCE, RI</u> ZIP + 4 ► <u>02901-1802</u>		
15	► <input type="checkbox"/> 15	
16	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No X		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No X		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No X		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No X		
(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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No X		
(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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No X		
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 ► <input type="checkbox"/>	
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? <input type="checkbox"/>	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No X 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.) <input type="checkbox"/>	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No X	
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.) <input type="checkbox"/>	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	
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? <input type="checkbox"/>	

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/>	5b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/>	6b	X
If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>	7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		46,000.	-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 15		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
SEE STATEMENT 16		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	6,342,193.
b Average of monthly cash balances	1b	362,536.
c Fair market value of all other assets (see instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	6,704,729.
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	6,704,729.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	100,571.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,604,158.
6 Minimum investment return. Enter 5% of line 5	6	330,208.

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	330,208.
2a Tax on investment income for 2011 from Part VI, line 5	2a	1,351.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,351.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	328,857.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	328,857.
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	328,857.

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	405,659.
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	405,659.
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	1,351.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	404,308.

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				328,857.
2 Undistributed income, if any, as of the end of 2011.			358,203.	
a Enter amount for 2010 only		NONE		
b Total for prior years 20 09,20 20				
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. ► \$ 405,659.			358,203.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				47,456.
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				281,401.
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

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

NONE

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

NONE

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

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

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

SEE STATEMENT 17

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 18				
Total				► 3a 358,203.
b Approved for future payment				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	159,645.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	-107,937.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a _____					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				51,708.	

13 Total. Add line 12, columns (b), (d), and (e)

For MVRs, calculate the following elements of Form 2B:

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 (2) Other assets	1a(1) 1a(2)	X X
b	Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations	1b(1) 1b(2) 1b(3) 1b(4) 1b(5) 1b(6)	X X X X X X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

B-II Yes, complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

**Sign
Here**

 Signature of officer or trustee

Date

Title

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

MARK WELCH					
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KAREN J. KISER		4/5/12		P00146417
	Firm's name ► BANK OF AMERICA, N.A.			Firm's EIN ► 94-1687665	
	Firm's address ► P O BOX 1802 PROVIDENCE, RI			02901-1802	
			Phone no.		

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	3,182.	3,182.
ABBOTT LABORATORIES	1,457.	1,457.
AIR PRODUCTS AND CHEMICALS INC	189.	189.
AMERICAN ELECTRIC POWER CO	1,943.	1,943.
AMGEN INC COM	252.	252.
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	768.	768.
APACHE CORPORATION	281.	281.
AVON PRODUCTS INC	1,242.	1,242.
BARNES GROUP INC COM	510.	510.
BECTON DICKINSON & COMPANY	293.	293.
BLACKROCK INC CL A	619.	619.
BOFA MONEY MARKET RESERVES INSTITUTIONAL	341.	341.
CIGNA CORPORATION	26.	26.
CARDINAL HEALTH INCORPORATED	711.	711.
CHEVRONTEXACO CORP COM	927.	927.
CISCO SYSTEMS INCORPORATED	270.	270.
COLUMBIA ACORN FUND CLASS Z SHARES	882.	882.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	6,363.	6,363.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	11,111.	11,111.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	904.	904.
COLUMBIA CONSERVATIVE HIGH YIELD FUND CL	2,851.	2,851.
COMCAST CORP NEW CL A COM	452.	452.
COSTCO WHOLESALE CORP	96.	96.
DARDEN RESTAURANTS INC	247.	247.
DEERE JOHN CAP CORP BD	5,100.	5,100.
DISNEY WALT CO	400.	400.
EMERSON ELEC CO	789.	789.
EXXON MOBIL CORPORATION	1,480.	1,480.
FEDERAL HOME LN MTG CORP NT	7,688.	7,688.
FEDERAL NATL MTG ASSN MTN	3,220.	3,220.
GENERAL ELEC CO	1,276.	1,276.
GENERAL MILLS INC	224.	224.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS GROUP INC	534.	534.
HESS CORP COM	198.	198.
HEWLETT PACKARD CO COM	300.	300.
HOME DEPOT INC	276.	276.
HONEYWELL INTERNATIONAL INC	899.	899.
HONEYWELL INTL INC SR NT	5,400.	5,400.
INTERNATIONAL BUSINESS MACHS	1,749.	1,749.
INTUIT INC	146.	146.
ISHARES RUSSELL MIDCAP VALUE INDEX FUND	1,276.	1,276.
ISHARES S&P U S PFD STK INDEX FUND	1,952.	1,952.
J P MORGAN CHASE & CO COM	1,719.	1,719.
JPMORGAN CHASE & CO SR NT	3,700.	3,700.
KELLOGG CO	796.	796.
LOWES COMPANIES INCORPORATED	570.	570.
MACYS INC COM	125.	125.
MCDONALDS CORP	1,265.	1,265.
MCKESSON HBOC INC	80.	80.
MERCK & CO INC SR UNSECD NT	4,000.	4,000.
METLIFE INC	555.	555.
MICROSOFT CORPORATION	1,768.	1,768.
MONSANTO CO NEW COM	105.	105.
NEXTERA ENERGY INC COM	880.	880.
OCCIDENTAL PETROLEUM CORPORATION	1,351.	1,351.
PG & E CORPORATION	1,138.	1,138.
PNC BK CORP	1,015.	1,015.
PACKAGING CORP OF AMERICA	750.	750.
PARKER HANNIFIN CORPORATION	530.	530.
PEPSICO INCORPORATED	1,791.	1,791.
Pfizer INC	2,100.	2,100.
PRAKAIR INCORPORATED	600.	600.
PRICE T ROWE GROUP INC COM	1,085.	1,085.
PROCTER & GAMBLE CO COM	1,954.	1,954.
PRUDENTIAL FINL INC COM	1,088.	1,088.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
QUALCOMM INC	473.	473.
RAYTHEON CO COM NEW	618.	618.
RIO TINTO PLC SPONSORED ADR	584.	584.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	966.	966.
SBC COMMUNICATIONS INC NT	5,100.	5,100.
SCHLUMBERGER LIMITED	528.	528.
STAPLES INCORPORATED	348.	348.
STATE STREET CORP	10.	10.
TJX COMPANIES INCORPORATED NEW	586.	586.
TARGET CORP	400.	400.
TEXAS INSTRS INC	221.	221.
THORNBURG INTL VALUE FUND CL I	560.	560.
US BANCORP DEL COM NEW	786.	786.
UNILEVER CAP CORP CO GTD SR NT	3,650.	3,650.
UNITED PARCEL SERVICE CL B	741.	741.
UNITED STATES TREAS BOND DTD 05/15/86 7.	3,625.	3,625.
UNITED STATES TREAS BD DTD 08/17/92 7.25	7,250.	7,250.
UNITED STATES TREAS BD DTD 02/16/93 7.12	7,125.	7,125.
US TREASURY BONDS 6.25% 8/15/23	3,125.	3,125.
UNITED STATES TREAS BD DTD 08/15/95 6.87	3,438.	3,438.
U.S. TREASURY BONDS	1,200.	1,200.
UNITED STATES TREAS NT DTD 02/15/01 5.00	2,500.	2,500.
UNITED TECHNOLOGIES CORP	2,005.	2,005.
VANGUARD MSCI EMERGING MKTS ETF	9,232.	9,232.
VERIZON COMMUNICATIONS	1,472.	1,472.
VISA INC CL A COM	66.	66.
WACHOVIA CORP NEW SR UNSEC'D	2,675.	2,675.
WAL-MART STORES INCORPORATED	1,258.	1,258.
TE CONNECTIVITY LTD COM	500.	500.
TYCO INTL LTD NEW F COM	666.	666.
TYCO ELECTRONICS LTD COM	148.	148.
TOTAL	159,645.	159,645.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER ALLOCABLE EXPENSES - 2%	22,744.	22,744.
TOTALS	22,744.	22,744.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	337.	337.
FEDERAL TAX PAYMENT - PRIOR YE	3,730.	
FEDERAL ESTIMATES - PRINCIPAL	6,600.	
FOREIGN TAXES ON QUALIFIED FOR	780.	780.
FOREIGN TAXES ON NONQUALIFIED	733.	733.
TOTALS	12,180.	1,850.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE- INCOME OTHER NON-ALLOCABLE EXPENSE -	186. 20.	186. 20.
TOTALS	=====	206. =====

MARY ALICE ARAKELIAN FOUNDATION

04-6155695

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

=====

DESCRIPTION

SEE ATTACHED STATEMENT

TOTALS

MARY ALICE ARAKELIAN FOUNDATION

04-6155695

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

DESCRIPTION

SEE ATTACHED STATEMENT

TOTALS

MARY ALICE ARAKELIAN FOUNDATION

04-6155695

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION

SEE ATTACHED STATEMENT

TOTALS

MARY ALICE ARAKELIAN FOUNDATION

04-6155695

FORM 990PF, PART II - OTHER INVESTMENTS

— 1 —

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

SEE ATTACHED STATEMENT

TOTALS

८

DESCRIPTION

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STATEMENT 11

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

DESCRIPTION	AMOUNT
INCOME ADJ	289.
ADJUSTMENT FOR CARRYIGN VALUE	480.
ROUNDING	2.
TOTAL	771.

MARY ALICE ARAKELIAN FOUNDATION

04-6155695

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

=====

OFFICER NAME:

DONALD D. MITCHELL

ADDRESS:

PO BOX 156
WEST NEWBURYPORT, MA 01985

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

COMPENSATION 10,000.

OFFICER NAME:

MS. MARY LARNARD

ADDRESS:

65 S HAMPTON RD
AMESBURY, MA 01913

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 8,000.

OFFICER NAME:

MR. MARK WELCH

ADDRESS:

PO BOX 695
NEWBURYPORT, MA 01950

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

COMPENSATION 12,000.

OFFICER NAME:

MS. KIMBERLY A. ROCK

ADDRESS:

52 CENTRAL ST
BYFIELD, MA 01922

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 8,000.

STATEMENT 13

MARY ALICE ARAKELIAN FOUNDATION

04-6155695

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

=====

OFFICER NAME:

MR. JOHN F. LEARY, III

ADDRESS:

23 BROAD STREET
NEWBURYPORT, MA 01950-2102

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 8,000.

TOTAL COMPENSATION: 46,000.

=====

STATEMENT 14

MARY ALICE ARAKELIAN FOUNDATION

04-6155695

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

=====

EMPLOYEE NAME:

NONE

STATEMENT 15

MARY ALICE ARAKELIAN FOUNDATION

04-6155695

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

=====

NAME:
NONE

STATEMENT 16

MARY ALICE ARAKELIAN FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
=====

04-6155695

RECIPIENT NAME:

MARK WELCH

ADDRESS:

PO BOX 695
NEWBURYPORT, MA 01950

FORM, INFORMATION AND MATERIALS:

N/A

SUBMISSION DEADLINES:

SEPTEMBER 15

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

STATEMENT 17

MARY ALICE ARAKELIAN FOUNDATION

04-6155695

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

=====

RECIPIENT NAME:

SEE ATTACHED STATEMENT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORTS NAMED ORGANIZATIONS/GRANTS/SCHOLARSH

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 358,203.

TOTAL GRANTS PAID:

358,203.

=====

STATEMENT 18

SCHEDULE D
(Form 1041)Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No. 1545-0092

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

2011

Name of estate or trust

MARY ALICE ARAKELIAN FOUNDATION

Employer identification number

04-6155695

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				-55,460.
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				-55,460.

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					33,594.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b				-86,071.
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				-52,477.

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
13	Net short-term gain or (loss)	13		-55,460.
14	Net long-term gain or (loss):			
a	Total for year	14a		-52,477.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		-107,937.

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

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:		
a	The loss on line 15, column (3) or b \$3,000	16	(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.	25		
	<input type="checkbox"/> No. Enter the amount from line 23 . . .	26		
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.	27		
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . .	28		
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		

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

2011

Name of estate or trust

MARY ALICE ARAKELIAN FOUNDATION

Employer identification number
04-6155695

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

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -55,460.00

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

Schedule D-1 (Form 1041) 2011

JSA

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

MARY ALICE ARAKELIAN FOUNDATION

Employer identification number

04-6155695

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 1200. AKAMAI TECHNOLOGIES	02/16/2010	08/18/2011	24,902.00	30,798.00	-5,896.00
500. ALPHA NATURAL RESOURC	04/12/2010	10/27/2011	12,200.00	26,934.00	-14,734.00
50. ALPHA NATURAL RESOURCE	10/08/2010	10/27/2011	1,220.00	2,244.00	-1,024.00
50. ALPHA NATURAL RESOURCE	05/11/2010	10/27/2011	1,220.00	2,116.00	-896.00
75. AMAZON COM INC	02/16/2010	09/13/2011	16,288.00	8,866.00	7,422.00
50. AMGEN INC COM	02/25/2009	11/30/2011	2,835.00	2,830.00	5.00
400. AMGEN INC COM	04/08/2009	11/30/2011	22,681.00	18,987.00	3,694.00
75. APACHE CORPORATION	05/11/2010	09/13/2011	7,029.00	7,329.00	-300.00
450. APACHE CORPORATION	04/08/2009	09/13/2011	42,173.00	29,159.00	13,014.00
225. AVON PRODUCTS INC	04/01/2008	08/18/2011	4,715.00	9,013.00	-4,298.00
300. AVON PRODUCTS INC	06/19/2008	08/18/2011	6,287.00	11,117.00	-4,830.00
475. AVON PRODUCTS INC	01/24/2008	08/18/2011	9,954.00	16,790.00	-6,836.00
225. AVON PRODUCTS INC	04/08/2009	08/18/2011	4,715.00	4,638.00	77.00
125. AVON PRODUCTS INC	02/25/2009	08/18/2011	2,619.00	2,247.00	372.00
1175. CARDINAL HEALTH INCO	02/16/2010	08/18/2011	47,339.00	39,213.00	8,126.00
150. CHEVRONTEXACO CORP CO	04/08/2009	02/11/2011	14,455.00	10,156.00	4,299.00
23809.466 COLUMBIA MULTI-A EQUITY FUND CLASS Z SHARES	01/24/2008	10/26/2011	261,428.00	374,761.00	-113,333.00
3970.909 COLUMBIA MULTI-AD EQUITY FUND CLASS Z SHARES	03/02/2010	10/26/2011	43,601.00	43,680.00	-79.00
13875.02 COLUMBIA MID CAP CLASS Z SHARES	01/08/2003	10/26/2011	176,490.00	158,770.00	17,720.00
1123.212 COLUMBIA MID CAP CLASS Z SHARES	05/22/2009	10/26/2011	14,287.00	9,581.00	4,706.00
300. CROWN CASTLE INTL COR	10/27/2010	11/30/2011	12,331.00	12,674.00	-343.00
325. DISNEY WALT CO	09/15/2006	09/13/2011	10,158.00	9,698.00	460.00
75. DISNEY WALT CO	01/24/2008	09/13/2011	2,344.00	2,183.00	161.00
600. DISNEY WALT CO	01/24/2008	11/30/2011	20,869.00	17,465.00	3,404.00
100000. FEDERAL NATL MTG A	03/26/2007	02/15/2011	100,000.00	100,000.00	

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

Schedule D-1 (Form 1041) 2011

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

Employer identification number

MARY ALICE ARAKELIAN FOUNDATION

04-6155695

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 325. GENERAL ELEC CO	10/04/2001	11/30/2011	4,997.00	10,139.00	-5,142.00
200. GENERAL ELEC CO	09/17/2002	11/30/2011	3,075.00	5,797.00	-2,722.00
1675. GENERAL ELEC CO	03/02/2010	11/30/2011	25,755.00	26,674.00	-919.00
175. GOLDMAN SACHS GROUP I	06/19/2008	09/13/2011	18,055.00	32,026.00	-13,971.00
75. GOLDMAN SACHS GROUP IN	05/11/2010	09/13/2011	7,738.00	10,719.00	-2,981.00
50. GOLDMAN SACHS GROUP IN	04/08/2009	09/13/2011	5,159.00	5,660.00	-501.00
75. GOLDMAN SACHS GROUP IN	02/25/2009	09/13/2011	7,738.00	6,649.00	1,089.00
1250. HEWLETT PACKARD CO C	10/05/2005	08/18/2011	36,583.00	34,963.00	1,620.00
100. INTERNATIONAL BUSINES	02/22/2006	02/11/2011	16,393.00	8,148.00	8,245.00
75. INTERNATIONAL BUSINESS	07/24/2006	09/13/2011	12,196.00	5,662.00	6,534.00
500. JOHNSON & JOHNSON	02/25/2009	02/11/2011	30,341.00	26,944.00	3,397.00
1200. LOWES COMPANIES INCO	05/22/2009	09/13/2011	22,801.00	23,226.00	-425.00
450. METLIFE INC	05/11/2010	11/30/2011	13,526.00	19,523.00	-5,997.00
375. MICROSOFT CORPORATION	09/03/2002	02/11/2011	10,228.00	8,891.00	1,337.00
1000. MYLAN LABS INC	04/12/2010	11/30/2011	19,118.00	22,615.00	-3,497.00
500. PARKER HANNIFIN CORPO	11/10/2009	09/13/2011	33,690.00	28,318.00	5,372.00
300. RIO TINTO PLC SPONSOR	04/12/2010	09/13/2011	16,980.00	18,313.00	-1,333.00
200. RIO TINTO PLC SPONSOR	05/11/2010	09/13/2011	11,320.00	9,723.00	1,597.00
75. SOUTHWESTERN ENERGY CO	06/27/2008	02/11/2011	2,756.00	3,451.00	-695.00
125. SOUTHWESTERN ENERGY C	04/08/2009	02/11/2011	4,593.00	3,898.00	695.00
600. SOUTHWESTERN ENERGY C	11/09/2007	02/11/2011	22,045.00	15,752.00	6,293.00
1000. STAPLES INCORPORATED	03/02/2010	08/18/2011	13,521.00	24,015.00	-10,494.00
100. STATE STREET CORP	07/02/2007	02/11/2011	4,714.00	6,888.00	-2,174.00
600. STATE STREET CORP	05/21/2007	02/11/2011	28,284.00	41,171.00	-12,887.00
150. STATE STREET CORP	11/10/2009	02/11/2011	7,071.00	6,445.00	626.00

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

Schedule D-1 (Form 1041) 2011

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

Employer identification number

04-6155695

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

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b - 86,071.00

Schedule D-1 (Form 1041) 2011

Posting Date	Amount	Distribution	Relationship / Purpose	Foundation Status of Recipient
7/25/2011	\$ (10,000.00)	WESLEYAN UNIVERSITY FBO	NONE SCHOLARSHIP	N/A
8/11/2011	\$ (10,000.00)	UNIVERSITY OF MASSACHUSETTS	NONE SCHOLARSHIP	N/A
9/13/2011	\$ (10,000.00)	FIRST PARISH CHURCH	NONE SUPPORTS NAMED ORGANIZATION	N/A
9/13/2011	\$ (20,000.00)	YMCA	NONE SUPPORTS NAMED ORGANIZATION	N/A
9/13/2011	\$ (15,000.00)	SALISBURY ASSISTED LIVING CENTER	NONE SUPPORTS NAMED ORGANIZATION	N/A
9/13/2011	\$ (25,000.00)	SAVE THE LOWER GREEN	NONE SUPPORTS NAMED ORGANIZATION	N/A
9/13/2011	\$ (20,000.00)	OUR NEIGHBOR'S TABLE	NONE SUPPORTS NAMED ORGANIZATION	N/A
9/13/2011	\$ (50,000.00)	PETTENGILL HOUSE	NONE SUPPORTS NAMED ORGANIZATION	N/A
9/13/2011	\$ (10,000.00)	HUGH DOYLE RESOURCE CENTER	NONE SUPPORTS NAMED ORGANIZATION	N/A
9/13/2011	\$ (15,000.00)	BELLEVILLE IMPROVEMENT SOCIETY	NONE SUPPORTS NAMED ORGANIZATION	N/A
9/13/2011	\$ (25,000.00)	90.9 WBUR	NONE SUPPORTS NAMED ORGANIZATION	N/A
9/13/2011	\$ (25,000.00)	OPPORTUNITY WORKS	NONE SUPPORTS NAMED ORGANIZATION	N/A
9/13/2011	\$ (100,000.00)	ANNA JAQUES HOSPITAL	NONE SUPPORTS NAMED ORGANIZATION	N/A
9/28/2011	\$ (5,000.00)	FIREHOUSE CENTER FOR THE ARTS	NONE SUPPORTS NAMED ORGANIZATION	N/A
11/30/2011	\$ (6,068.00)	ST PAUL'S CHURCH - AMONG FRIENDS	NONE SUPPORTS NAMED ORGANIZATION	N/A
11/30/2011	\$ (6,068.00)	ST VINCENT DEPAUL - HOT MEAL	NONE SUPPORTS NAMED ORGANIZATION	N/A
11/30/2011	\$ (6,067.00)	CENTRAL CONGREGATIONAL CHURCH	NONE SUPPORTS NAMED ORGANIZATION	N/A
Total Paid		\$ (358,203.00)		

MARY ALICE ARAKELIAN FOUNDATION
04-6155695
Balance Sheet
12/31/2011



Cusip	Asset	Units	Basis	Market Value
00206R102	AT&T INC	1850.000	43,328.89	55,944.00
002824100	ABBOTT LABS	775.000	36,681.58	43,578.25
009158106	AIR PRODS & CHEMS INC	325.000	25,551.37	27,686.75
023135106	AMAZON COM INC	225.000	16,272.30	38,947.50
025537101	AMERICAN ELEC PWR INC	1050.000	35,007.21	43,375.50
03524A108	ANHEUSER BUSCH INBEV SA/NV	650.000	36,549.70	39,643.50
037833100	APPLE INC	100.000	36,525.85	40,500.00
067806109	BARNES GROUP INC	1500.000	23,687.70	36,165.00
071813109	BAXTER INTL INC	1100.000	56,168.31	54,428.00
075887109	BECTON DICKINSON & CO	650.000	47,957.71	48,568.00
09247X101	BLACKROCK INC	450.000	68,456.08	80,208.00
125509109	CIGNA CORP	650.000	27,976.26	27,300.00
166764100	CHEVRON CORP	300.000	20,312.25	31,920.00
17275R102	CISCO SYS INC	1500.000	37,012.50	27,120.00
197199409	COLUMBIA ACORN FUND	11069.390	215,529.26	305,072.39
197199813	COLUMBIA ACORN INTERNATIONAL	5841.200	193,285.32	200,411.57
19763T889	COLUMBIA INCOME OPPORTUNITIES	22710.604	233,207.99	211,889.94
19765P810	COLUMBIA SMALL CAP CORE FUND	24582.747	304,114.37	365,545.45
20030N101	COMCAST CORP	1750.000	34,005.18	41,492.50
22160K105	COSTCO WHSL CORP NEW	400.000	29,735.52	33,328.00
22544R305	CREDIT SUISSE COMMODITY-RETURN	18784.530	170,000.00	153,657.46
237194105	DARDEN RESTAURANTS INC	575.000	25,480.49	26,208.50
244217BK0	DEERE JOHN CAP CORP	100000.000	98,799.00	104,509.00
268648102	EMC CORP	3500.000	41,282.50	75,390.00
291011104	EMERSON ELEC CO	550.000	25,830.75	25,624.50
302182100	EXPRESS SCRIPTS INC	800.000	23,200.73	35,752.00
30231G102	EXXON MOBIL CORP	800.000	3,020.00	67,808.00
3134A4QD9	FEDERAL HOME LN MTG CORP	150000.000	150,585.30	154,047.00
369550108	GENERAL DYNAMICS CORP	900.000	59,418.36	59,769.00
42809H107	HESS CORP	425.000	26,458.19	24,140.00
437076102	HOME DEPOT INC	950.000	30,910.25	39,938.00
438516106	HONEYWELL INTL INC	1075.000	47,954.95	58,426.25
438516AP1	HONEYWELL INTL INC	100000.000	101,083.00	116,301.00
459200101	INTERNATIONAL BUSINESS MACHS	525.000	39,630.94	96,537.00

MARY ALICE ARAKELIAN FOUNDATION

04-6155695

Balance Sheet

12/31/2011

Bank of America



Cusip	Asset	Units	Basis	Market Value
461202103	INTUIT	975 000	49,175.98	51,275.25
464287473	ISHARES RUSSELL MIDCAP VALUE	4444 000	190,857.80	192,869.60
464288687	ISHARES S&P U S PFD STK INDEX	2000 000	73,765.00	71,240.00
46625H100	J P MORGAN CHASE & CO	2475 000	100,585.66	82,293.75
46625HHP8	JPMORGAN CHASE & CO	100000 000	101,402.00	103,680.00
487836108	KELLOGG CO	925 000	48,844.99	46,777.25
494368103	KIMBERLY CLARK CORP	550 000	37,031.55	40,458.00
55616P104	MACYS INC	1250.000	28,843.75	40,225.00
580135101	MCDONALDS CORP	500 000	28,002.50	50,165.00
58155Q103	MCKESSON CORP	400 000	29,743.56	31,164.00
589331AP2	MERCK & CO INC	100000 000	105,500.00	110,123.00
594918104	MICROSOFT CORP	2600 000	54,630.60	67,496.00
61166W101	MONSANTO CO	350.000	23,228.24	24,524.50
65339F101	NEXTERA ENERGY INC	400.000	21,242.00	24,352.00
674599105	OCCIDENTAL PETE CORP DEL	800.000	53,859.29	74,960.00
69331C108	PG&E CORP	625.000	26,071.88	25,762.50
693475105	PNC FINL SVCS GROUP INC	900.000	52,127.16	51,903.00
695156109	PACKAGING CORP AMER	1000.000	23,125.00	25,240.00
713448108	PEPSICO INC	1125.000	45,042.29	74,643.75
717081103	PFIZER INC	2625.000	40,429.77	56,805.00
718172109	PHILIP MORRIS INTL INC	325.000	24,773.16	25,506.00
74005P104	PRAXAIR INC	300.000	15,723.08	32,070.00
74144T108	PRICE T ROWE GROUP INC	875.000	44,673.13	49,831.25
742718109	PROCTER & GAMBLE CO	950.000	59,514.27	63,374.50
744320102	PRUDENTIAL FINL INC	750.000	35,492.03	37,590.00
747525103	QUALCOMM INC	1100.000	52,510.92	60,170.00
780259206	ROYAL DUTCH SHELL PLC	1150.000	73,923.03	84,053.50
78387GAP8	SBC COMMUNICATIONS INC	100000.000	99,060.00	110,144.00
806857108	SCHLUMBERGER LTD	550.000	33,703.00	37,570.50
872540109	TJX COS INC NEW	575.000	25,830.41	37,116.25
885215566	THORNBURG INTL VALUE FUND	11741.485	301,991.00	288,605.70
902973304	US BANCORP DEL	1850.000	53,130.67	50,042.50
904764AJ6	UNILEVER CAP CORP	100000.000	104,441.00	106,436.00
911312106	UNITED PARCEL SVC INC	475.000	35,901.59	34,765.25

MARY ALICE ARAKELIAN FOUNDATION

04-6155695

Balance Sheet

12/31/2011

Bank of America



Cusip	Asset	Units	Basis	Market Value
912810DW5	UNITED STATES TREAS BD	50000.000	50,984.38	64,121 00
912810EM6	UNITED STATES TREAS BD	100000.000	101,937.50	151,359.00
912810EP9	UNITED STATES TREAS BD	100000 000	102,054 69	151,234 00
912810EQ7	UNITED STATES TREAS BD	50000.000	46,445.31	71,562.50
912810EV6	UNITED STATES TREAS BD	50000.000	50,273 44	77,000 00
912810EW4	UNITED STATES TREAS BD	20000 000	21,937 50	28,825 00
913017109	UNITED TECHNOLOGIES CORP	1075 000	35,046.56	78,571 75
922042858	VANGUARD MSCI EMERGING MKTS	9000 000	355,033.25	343,890 00
92826C839	VISA INC	300 000	24,123 21	30,459 00
H84989104	TE CONNECTIVITY LTD	925.000	35,646 91	28,499.25
H89128104	TYCO INTL LTD	675.000	23,453.62	31,529.25
Cash/Cash Equivalent		125419 510	125,419.51	125,419 51
			Totals.	5,431,552.00
				6,236,935 36