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

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

OMB No 1545-0052 **2011**

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

Name of foundation
PATRICK CARNEY FOUNDATION
C/O CLAREMONT MANAGEMENT COMPANY

A Employer identification number 04-6614314

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
ONE LAKESHORE CENTER

B Telephone number (508)279-4300

City or town, state, and ZIP code
BRIDGEWATER, MA 02324

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 6,445,729.

J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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))

		(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	1,069,510.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,734.	6,734.		STATEMENT 2
	4 Dividends and interest from securities	87,881.	87,881.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<325,762.>			STATEMENT 1
	b Gross sales price for all assets on line 6a 4,956,370.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	838,363.	94,615.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	71,162.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	14,292.	0.		0.
	16a Legal fees STMT 4	8,900.	0.		0.
	b Accounting fees STMT 5	1,750.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 6	15,006.	1,348.		0.
	19 Depreciation and depletion	303.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	127.	0.		0.
	22 Printing and publications				
	23 Other expenses STMT 7	20,025.	15,065.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	131,565.	16,413.		0.
	25 Contributions, gifts, grants paid	889,800.			889,800.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,021,365.	16,413.		889,800.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<183,002.>			
	b **Net investment income** (if negative, enter -0-)		78,202.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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13010510 797871 046614314 2011.03050 PATRICK CARNEY FOUNDATION C 04661401

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	89,053.	25,909.	25,909.
	2 Savings and temporary cash investments	1,529,451.	889,395.	889,395.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	95.	57.	57.
	10a Investments - U.S. and state government obligations STMT 8	875,000.	550,035.	550,176.
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	4,426,209.	5,273,423.	4,979,738.
	14 Land, buildings, and equipment: basis ▶ 1,941.			
	Less accumulated depreciation STMT 10▶ 1,487.	757.	454.	454.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	6,920,565.	6,739,273.	6,445,729.
Liabilities	17 Accounts payable and accrued expenses	555.	2,265.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	555.	2,265.	
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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	6,920,010.	6,737,008.	
	30 Total net assets or fund balances	6,920,010.	6,737,008.	
	31 Total liabilities and net assets/fund balances	6,920,565.	6,739,273.	

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	6,920,010.
2 Enter amount from Part I, line 27a	2	<183,002.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,737,008.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,737,008.

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	JP MORGAN - SEE ATTACHED	D	07/08/11	07/11/11
b	FIDELITY - SEE ATTACHED	P	VARIOUS	06/30/11
c	FIDELITY - SEE ATTACHED	P	VARIOUS	06/30/11
d	FIDELITY - SEE ATTACHED - DISALLOWED LOSS	P	12/20/06	11/16/11
e	CAPITAL GAINS DIVIDENDS			

	(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	1,044,788.		748,213.	296,575.
b	41,063.		44,084.	<3,021.>
c	3,849,544.		4,168,538.	<318,994.>
d	1,156.			1,156.
e	19,819.			19,819.

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				296,575.
b				<3,021.>
c				<318,994.>
d				1,156.
e				19,819.

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 <4,465.>

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).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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 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	865,760.	5,767,781.	.150103
2009	1,106,144.	4,254,204.	.260012
2008	884,659.	5,841,530.	.151443
2007	911,795.	6,241,948.	.146075
2006	883,875.	2,992,082.	.295405

2	**Total** of line 1, column (d)	2	1.003038
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	.200608
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,730,689.
5	Multiply line 4 by line 3	5	1,350,230.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	782.
7	Add lines 5 and 6	7	1,351,012.
8	Enter qualifying distributions from Part XII, line 4	8	889,800.

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 ▶ ☐ 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	1,564.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,564.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	1,564.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 6,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	6,000.
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	4,436.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	1,600. **Refunded** ▶	11	2,836.

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	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? If "No," attach explanation*	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)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 11	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ KATHLEEN LARISA Telephone no. ▶ (508)279-4300
Located at ▶ ONE LAKESHORE CENTER, BRIDGEWATER, MA ZIP+4 ▶ 02324

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 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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		X
	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.) N/A	2b		
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.)* N/A	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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
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)? ☐ 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)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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? *If "Yes" to 6b, file Form 8870.*	6b		X
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? N/A	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.

(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
PATRICK CARNEY 326 VIA LINDA PALM BEACH, FL 33480	TRUSTEE 0.00	0.	0.	0.
KATHLEEN LARISA ONE LAKESHORE CENTER BRIDGEWATER, MA 02324	EXECUTIVE DIRECTOR 30.00	71,162.	15,936.	0.
LILLIAN CARNEY ONE LAKESHORE CENTER BRIDGEWATER, MA 02324	TRUSTEE 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2011)

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

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	6,799,520.
b	Average of monthly cash balances	1b	33,667.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,833,187.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,833,187.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	102,498.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,730,689.
6	**Minimum investment return.** Enter 5% of line 5	6	336,534.

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	336,534.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,564.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,564.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	334,970.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	334,970.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	334,970.

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	889,800.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	889,800.
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	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	889,800.

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				334,970.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 738,190.				
b From 2007 610,009.				
c From 2008 595,287.				
d From 2009 897,839.				
e From 2010 583,158.				
f **Total** of lines 3a through e	3,424,483.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 889,800.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				334,970.
e Remaining amount distributed out of corpus	554,830.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,979,313.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	738,190.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	3,241,123.			
10 Analysis of line 9:				
a Excess from 2007 610,009.				
b Excess from 2008 595,287.				
c Excess from 2009 897,839.				
d Excess from 2010 583,158.				
e Excess from 2011 554,830.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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).)

PATRICK CARNEY

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 12

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE				889,800.
Total			▶ 3a	889,800.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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			14	6,734.	
4 Dividends and interest from securities			14	87,881.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<325,762.>	
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)		0.		<231,147.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <231,147.>

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

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

			Yes	No
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?			
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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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

Signature of officer or trustee | Date 5/14/12 | Title Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CATHERINE LOPES		5/11/12		P01407491

Firm's name ▶ LEFKOWITZ, GARFINKEL, ET AL P.C. | Firm's EIN ▶ 05-0456296

Firm's address ▶ TEN WEYBOSSET STREET - SUITE 700
PROVIDENCE, RI 02903 | Phone no. 401-421-4800

123622
12-02-11

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
PATRICK CARNEY FOUNDATION C/O CLAREMONT MANAGEMENT COMPANY	04-6614314

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
PATRICK CARNEY FOUNDATION C/O CLAREMONT MANAGEMENT COMPANY	04-6614314

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GOLEEN PARTNERS: PATRICK CARNEY 326 VIA LINDA PALM BEACH, FL 33480	$ 1,069,510.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
PATRICK CARNEY FOUNDATION C/O CLAREMONT MANAGEMENT COMPANY	04-6614314

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SHARES OF VARIOUS STOCKS	$ 1,069,510.	07/08/11

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
PATRICK CARNEY FOUNDATION C/O CLAREMONT MANAGEMENT COMPANY	04-6614314

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
2	COMPUTER	01/31/09	200DB	5.00	MQ	17	1,941.				1,941.	1,184.		303.	1,487.
	* TOTAL 990-PF PG 1 DEPR						1,941.				1,941.	1,184.		303.	1,487.

128111
05-01-11

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JP MORGAN - SEE ATTACHED			DONATED	07/08/11	07/11/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,044,788.	1,069,510.	0.	0.	<24,722.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIDELITY - SEE ATTACHED	PURCHASED	VARIOUS	06/30/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
41,063.	44,084.	0.	0.	<3,021.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIDELITY - SEE ATTACHED	PURCHASED	VARIOUS	06/30/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,849,544.	4,168,538.	0.	0.	<318,994.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIDELITY - SEE ATTACHED - DISALLOWED LOSS	PURCHASED	12/20/06	11/16/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,156.	0.	0.	0.	1,156.

CAPITAL GAINS DIVIDENDS FROM PART IV	19,819.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<325,762.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
FIDELITY INVESTMENTS	6,657.
JP MORGAN	77.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6,734.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY INVESTMENTS	107,514.	19,819.	87,695.
JP MORGAN	186.	0.	186.
TOTAL TO FM 990-PF, PART I, LN 4	107,700.	19,819.	87,881.

FORM 990-PF — LEGAL FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	8,900.	0.		0.
TO FM 990-PF, PG 1, LN 16A	8,900.	0.		0.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP	1,750.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,750.	0.		0.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	5,460.	0.		0.
FOREIGN TAXES	1,348.	1,348.		0.
INCOME TAXES	8,198.	0.		0.
TO FORM 990-PF, PG 1, LN 18	15,006.	1,348.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	15,065.	15,065.		0.
COMPUTER SUPPORT SERVICES	300.	0.		0.
PAYROLL PROCESSING	1,216.	0.		0.
TELEPHONE	1,642.	0.		0.
INSURANCE	38.	0.		0.

POSTAGE	147.	0.		0.
LICENSES AND FEES	1,323.	0.		0.
OFFICE SUPPLIES	294.	0.		0.
TO FORM 990-PF, PG 1, LN 23	20,025.	15,065.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		550,035.	550,176.
TOTAL U.S. GOVERNMENT OBLIGATIONS			550,035.	550,176.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			550,035.	550,176.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	5,268,372.	4,974,687.
OTHER INVESTMENTS	COST	5,051.	5,051.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,273,423.	4,979,738.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1,941.	1,487.	454.
TOTAL TO FM 990-PF, PART II, LN 14	1,941.	1,487.	454.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 11
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
GOLEEN PARTNERS LLC: PATRICK CARNEY	326 VIA LINDA PALM BEACH, FL 33480

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KATHLEEN LARISA,C/O CLAREMONT COMPANIES
ONE LAKESHORE CENTER
BRIDGEWATER, MA 02324

TELEPHONE NUMBER

508-279-4300

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE WRITTEN REQUESTS ON LETTERHEAD AND SHOULD PROVIDE INFORMATION REGARDING QUALIFIED CHARITABLE STATUS AND INTENDED USE OF GRANT.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE OTHER THAN AS DETAILED IN 2 (B) ABOVE.

Date (Date on Check)	Grantee name	Grantee Address	Debit	Purpose of Grant	charity type
01/05/11	Cycle for Survival	Memorial Sloan Kettering Cancer Center 1275 York Ave. NY, NY 10065	1,000.00	medical research	medical
01/05/11	Himilayan Project	c/o Marion Institute 202 Spring St. Marion, MA 02738	100.00	programming	youth development
01/25/11	Catholic Schools Foundation	260 Franklin St , Suite 630 Boston, MA 02110	10,000.00	scholarship assistance	Catholic Education
01/25/11	Dana-Farber Cancer Institute	10 Brookline Place West 6th Floor Brookline, MA 02445	20,000.00	medical research	medical
01/25/11	FINCA	PO Box 98048 Washington, DC 20090-8048	500.00	general operations	international development
01/25/11	Friends Acadmey	1088 Tucker Rd. N. Dartmouth, MA 02747	1,000.00	general operations	education
01/25/11	Massachusetts General Hospital	165 Cambridge St., Suite 600 Boston, MA 02114	32,000.00	medical research	medical
01/25/11	New Bedford Whaling Museum	18 Johnny Cake Hill New Bedford, MA 02740	150.00	membership	arts and culture
01/25/11	Philanthropy Roundtable	1150 17th St. NW Suite 501 Washington DC 20036	500.00	membership	professional development
01/25/11	Phoenix Multisport	4735 Walnut Suite C Boulder, CO 80301	325.00	general operations	Health and Human Services
01/25/11	Rhode Island Community Food Bank	200 Niantic Ave. Providence, RI 02907	325.00	general operations	Health and Human Services
01/31/11	Bishop Stang	500 Slocum Rd. N. Dartmouth, MA 02747	100,000.00	capital campaign	Catholic Education
01/31/11	Cape Abilities	895 Mary Dunn Rd. Hyannis, MA 02601	2,500.00	general operations	Health and Human Services
01/31/11	Play Ball Foundation	Chalres St. Station PO Box 140375 Boston, MA 02114	2,500.00	general operations	youth development
01/31/11	William MacLean Scholarship Fund	285 Old Westport Rd. N Dartmouth, MA 02747	20,000.00	scholarship	education
01/31/11	Yoga Hope c/o Third Sector NE	89 South St Suite 700 Boston, MA 02111	2,500.00	programming	Health and Human Services
03/14/11	American Ireland Fund	211 Congress St. Boston, MA 02110	2,500.00	programming	youth development
03/14/11	Avon Foundation for Women	PO Box 1073 Rye, NY 10580	500 00	medical research	medical
03/14/11	Boston College	Fulton Hall 140 Commonwealth Ave Chestnut Hill, MA 02467	1,000.00	professional development	Catholic Education
03/14/11	Child & Family Services, Inc.	1061 Pleasant St. New Bedford, MA 02740	500.00	Big Brother and Big Sister	Health and Human Services
03/14/11	Council on Foundations	PO Box 75661 Baltimore, MD 21275	840.00	membership	professional development
03/14/11	Dana-Farber Cancer Institute	10 Brookline Place West 6th Floor Brookline, MA 02445	100 00	medical research	medical
03/14/11	Dartmouth Natural Resources Trust, Inc.	PO Box P-17 Dartmouth, MA 02748	250 00	membership	environment
03/14/11	Dennison Memorial Community Center	755 South First St. 1st Floor New Bedford, MA 02744	1,000 00	general operations	youth development
03/14/11	Diocese of Palm Beach	9995 N. Military Trail PO Box 109650 Palm Beach Gardens, FL 33410	1,000 00	general operations	Catholic Iniaitive
03/14/11	Feeding South Florida	426 Claremore Dr West Palm Beach, FL 33401	1,000.00	general operations	Health and Human Services
03/14/11	Habitat for Humanity of Bergen County	10 Banta Place, Suite 105 Hackensack, NJ 07601	100.00	general operations	Health and Human Services
03/14/11	Immaculate Conception Church	3 Fayette St. Lowell, MA 01852	1,000.00	general operations	Catholic Iniaitive
03/14/11	Market Ministries, Inc.	60th Eighth St. New Bedford, MA 02740	1,000.00	general operations	Health and Human Services
03/14/11	Nemaskset Group	56 Bridge St. Fairhaven, MA 02719	1,000.00	general operations	Health and Human Services
03/14/11	New England Province of Jesuits	85 School St. Watertown, MA 02472	5,000.00	general operations	Catholic Iniaitive
03/14/11	Order of Malta	PO Box 10023 Uniondale, NY 11555	1,500 00	membership	Catholic Iniaitive
03/14/11	Our Sisters' School, Inc.	145 Brownell Ave. New Bedford, MA 02740	8,000 00	scholarship	education
03/14/11	Schooner Ernestina-Morrissey Assocation	PO Box 2995 New Bedford, MA 02741	1,000.00	capital improvements	arts and culture
03/14/11	Susan G. Koman	PO Box 660843 Dallas, TX 75266	250.00	medical research	medical
03/14/11	United Way of Greater New Bedford	PO Box 7823 New Bedford, MA 02742	18,000.00	programming	Health and Human Services
03/14/11	United Way of Greater New Bedford	PO Box 7823 New Bedford, MA 02742	1,000.00	programming	Health and Human Services
03/14/11	United Way of Palm Beach County	2600 Quantam Blvd Boynton Beach, FL 33426	1,000.00	general operations	Health and Human Services
03/14/11	WHALE	128 Union St. New Bedford, MA 02740	500.00	membership	arts and culture
03/14/11	WHALE	128 Union St. New Bedford, MA 02740	1,000.00	general operations	arts and culture
03/16/11	Big Sister Association of Greater Boston	161 Massachusetts Ave Boston, MA 02115	1,000.00	general operations	youth development
03/16/11	Community Boating Center	1641 Padanaram Ave. New Bedford, MA 02744	500 00	scholarship	youth development
03/29/11	Diocese of Palm Beach	9995 N. Military Trail PO Box 109650 Palm Beach Gardens, FL 33410	10,000.00	build Haiti church	Catholic Iniaitive
03/29/11	Nativity Preparatory School New Bedford	66 Spring Street NB, MA 02740	5,000.00	scholarship	education
05/04/11	Boys & Girls Club of Greater New Bedford	166 Jenny St. New Bedford, MA 02741	1,000.00	general operations	youth development
05/04/11	Child & Family Services, Inc.	1061 Pleasant St. New Bedford, MA 02740	500.00	programming	Health and Human Services
05/04/11	College of New Rochelle	29 Castle Place New Rochelle, NY 10805	7,500.00	general operations	education

Date (Date on Check)	Grantee name	Grantee Address	Debit	Purpose of Grant	charity type
05/04/11	College of New Rochelle	29 Castle Place New Rochelle, NY 10805	50,000.00	scholarship	education
05/04/11	College of New Rochelle	29 Castle Place New Rochelle, NY 10805	25,000 00	scholarship	education
05/04/11	Community Boating Center	1641 Padanaram Ave. New Bedford, MA 02744	2,000.00	scholarship	youth development
05/04/11	Dartmouth YMCA	276 Gulf Rd., S. Darmouth, MA 02748	500 00	programming	youth development
05/04/11	Diocese of Fall River St. Mary's	783 Dartmouth St. S. Dartmouth, MA 02748	10,000.00	programming	Catholic Inialtive
05/04/11	Edward M. Kennedy Institute for the Senate	400 Atlantic Ave. Boston, MA 02110	20,000.00	capital buildings	public and civic benefit
05/04/11	GreenFleet, Inc.	46 Pearl St. NB, MA 02740	1,000.00	programming	youth development
05/04/11	Healthy Mothers Healthy Babies	500 Gulfstream Blvd , #201 Delray Beach, FL 33483	1,000.00	general operations	Health and Human Services
05/04/11	Holy Family Holy Name	91 Summer St. New Bedford, MA 02740	14,000.00	general operations	Catholic Education
05/04/11	Junior Achievement	106 Spring St. New Bedford, MA 02740	1,000.00	general operations	youth development
05/04/11	Nativity Preparatory School New Bedford	66 Spring Street NB, MA 02740	5,000.00	scholarship	education
05/04/11	WHALE	128 Union St. New Bedford, MA 02740	1,000.00	general operations	arts and culture
05/04/11	YWCA Southeastern MA	20 South Sixt St. New Bedford, MA 02740	9,000.00	capital buildings	Health and Human Services
05/18/11	Boston College	140 Commonwealth Ave Chestnut Hill, MA 02467	250,000.00	scholarship assistance	Catholic Education
05/18/11	Crohn's & Colitis Foundation of America	21301 Powerline Rd. 301 Boca Raton, FL 33433	250.00	medical research	medical
05/18/11	Patrons of the Arts in the Vatican Museums	250 S. Australian Ave , Suite 600 West Palm Beach, FL 33401	1,000.00	membership	arts and culture
05/18/11	Wilkens Charitable Fund at the Cape Cod FNDT	259 Willow St Yarmouthport, MA 02675	1,000.00	programming	youth development
06/08/11	My Turn, Inc.	156 Main St. Brockton, MA 02301	5,000.00	programming	youth development
06/08/11	Star Kids	PO Box 7918 Darmouth, MA 02747	3,500.00	scholarship	education
06/08/11	Teach for America	60 Canal Street Boston, MA 02115	5,000.00	capacity grant	education
06/09/11	Association of Small Foundations	PO Box 247 Winooski, VT 05404	695.00	membership	professional development
06/09/11	Rotch-Jones-Duff House & Garden Museum	396 County St. New Bedford, MA 02740	1,650.00	general operations	arts and culture
06/09/11	United Interfaith Action	160 Rock St. Fall River, MA 02720	2,000.00	programming	education
06/21/11	College of New Rochelle	29 Castle Place New Rochelle, NY 10805	1,500.00	general operations	education
06/21/11	Save the Bay	100 Save the Bay Dr. Providence, RI 02905	500.00	general operations	environment
06/28/11	Berkley Scholarship Fund	21 North Main St Berkley, MA 02779	500.00	scholarship assistance	education
07/19/11	St Mary's Education Fund	P.O. Box 1470 Fall River, MA 02722	25,000 00	scholarship	Catholic Education
07/27/11	Ilha Verde Charity Golf, Inc	620 Chase Road,North Dartmouth, MA 02747	1,000.00	porgramming	youth development
07/27/11	Women & Infants Hospital of Rhode Island	101 Dudley St. Providence , RI 02905-2499	2,500.00	capitol buildings	Health and Human Services
07/29/11	Community Foundation of Southeastern MA	63 Union St, New Bedford, MA 02740	1,500.00	general operations	community development
09/23/11	Crossroads for Kids	119 Myrtle St. Duxbury, MA 02332	500.00	programming	youth development
09/23/11	SHARE Foundation	285 Old Westport Rd. N Dartmouth, MA 02747	1,000.00	scholarship	education
09/28/11	Atlantic Aviators	P.O. Box 50902 New Bedford, MA 02745	1,000.00	capital grant to build playground	youth development
09/28/11	Child & Family Services, Inc	1061 Pleasant St. New Bedford, MA 02740	5,000 00	programming	Health and Human Services
09/28/11	Dana-Farber Cancer Institute	10 Brookline Place West 6th Floor Brookline, MA 02445	250 00	medical research	medical
09/28/11	John Thomas & Special Friends	P.O. Box 602 Dedham, MA 02027	500 00	general operations	Health and Human Services
09/28/11	Pan Massachusetts Challenge	77 4th Avenue Needham MA 02494	1,000 00	medical research	medical
09/28/11	SHUZZ	3301 NW Boca Raton Blvd Suite 100 Boca Raton, FL 33431	200.00	general operations	youth development
09/29/11	St. Brendan's Church	60 Turner Ave. Riverside, RI 02915	1,000.00	general operations	Catholic Iniaitive
10/05/11	ArtWorks!	384 Acushnet Ave. New Bedford, MA 02740	500 00	general operations	arts and culture
10/05/11	Boston College	St. Thomas More Hall Rm 220 Chestnut Hill, MA 02467	50,000 00	scholarship assistance	Catholic Education
10/05/11	Brain Science Foundation	148 Linden St., Suite 303 Wellesley, MA 02482	1,000.00	general operations	medical
10/05/11	Campaign for Catholic Schools	66 Brooks Dr. Braintree, MA 02184	5,000.00	scholarship assistance	Catholic Education
10/05/11	Community Foundation for Palm Beach	700 South Dixie Highway, Suite 200 West Palm Beach, FL	1,000.00	membership	public and civic benefit
10/05/11	Holy Cross Parish	15939 SW 159th St. Indiantown, FL 34956	1,000.00	general operations	Catholic Inialtive
10/05/11	Longitude, Inc	21 Crescent St. Providence, RI 02907	250.00	general operations	International development
10/05/11	Marion Institute for Yoga Kids	202 Spring St. Marion, MA 02738	7,500.00	programming	youth development
10/05/11	Massachusetts Childrens Alliance	14 Beacon St. Suite 505 Boston, MA 02108	515.00	programming	public and civic benefit
10/05/11	Matt T. Benoit Scholarship Fund	P.O. Box 386 Westport, MA 02790	250.00	scholarship	education
10/05/11	Missions for Humanity	347 Rochester St. Fall River, MA 02721	1,000.00	general operations	medical

Date (Date on Check)	Grantee name	Grantee Address	Debit	Purpose of Grant	charity type
10/05/11	New Bedford Community Rowing	1213 Purchase St. Suite 228 New Bedford, MA 02740	1,000.00	scholarship	youth development
10/05/11	New Bedford Preservation Society	P.O. Box 1618 New Bedford, MA 02741	100.00	membership	arts and culture
10/05/11	Penikese Island School	P.O. Box 161 Woods Hole, MA 02543	500.00	general operations	education
10/05/11	South Shore Housing	169 Summer St. Kingston, MA 02364	2,500.00	general operations	community development
10/05/11	Stonehill College Center for Nonprofit Management	320 Washington St Easton, MA 02357	1,000 00	programming	education
10/05/11	Whitmarsh House	P.O. Box 72832 Providence, RI 02907	250.00	general operations	youth development
10/12/11	East Providence Land Conservation Trust	P.O. Box 16201 East Providence, RI 02916	250.00	general operations	environment
10/12/11	Inter-Church Council	412 County St. NB, MA 02740	500.00	capacity building	community development
10/12/11	Ocean Explorium	P.O. Box 1906 New Bedford, MA 02741	1,000 00	membership	arts and culture
10/12/11	Providence Children's Museum	100 South Street Providence, RI 02903	800 00	general operations	youth development
10/12/11	St. Mary's Parish	783 Dartmouth St. S. Dartmouth, MA 02748	1,000.00	general operations	Catholic Inaitive
10/12/11	Yoga Hope c/o Third Sector NE	89 South St Suite 700 Boston, MA 02111	2,500.00	programming	Health and Human Services
10/19/11	American Cancer Society	250 Williams St. NW Atlanta, GA 30303	250.00	medical research	medical
10/20/11	Catholic Education Center Department of Ed	423 Highland Ave Fall River, MA 02720	20,000 00	technology grant	Catholic Education
10/20/11	Community Boating Center	1641 Padanaram Ave. New Bedford, MA 02744	4,000.00	capital improvements	youth development
10/20/11	Diocese of Palm Beach	9995 N Military Trail PO Box 109650 Palm Beach Gardens, FL 33410	1,000.00	scholarship	Catholic Education
10/27/11	Dartmouth Education Foundation	P O Box 70091 Dartmouth MA 02747	300.00	programming	education
11/03/11	Dana-Farber Cancer Institute	10 Brookline Place West 6th Floor Brookline, MA 02445	20,000.00	medical research	medical
11/16/11	Community Foundation of Southeastern MA	63 Union St, New Bedford, MA 02740	2,000.00	general operations	community development
12/07/11	Play Ball Foundation	SS Runners 104 Cross St. Belmont, MA 02478	500.00	general operations	youth development
12/21/11	American Cancer Society	235 South County Rd , Suite 20 Palm Beach, FL 33480	750.00	medical research	medical
12/21/11	Coalition for Buzzards Bay	620 Belleville Ave. NB, MA 02745	250.00	membership	environment
12/21/11	Dana-Farber Cancer Institute	10 Brookline Place West 6th Floor Brookline, MA 02445	20,000.00	medical research	medical
12/21/11	Gifts to Give	21 Cove St. New Bedford, MA 02744	3,000.00	general operations	Health and Human Services
12/21/11	Holy Union Sisters	P O. Box 410 Milton, MA 02186	100.00	general operations	Catholic Iniaitive
12/21/11	Kennedy Donovan Center	One Commercial Center Foxboro, MA 02035	2,500.00	programming	education
12/21/11	St. Vincent's Home	2425 Highland Ave Fall River, MA 02720	250.00	programming	health and human services
12/21/11	Third Eye Unlimited	48 Union St New Bedford, MA 02740	10,000.00	general operations	youth development
12/21/11	Women's Fund	63 Union St, New Bedford, MA 02740	5,000.00	programming	Health and Human Services
		Total	889,800.00		

Fidelity INVESTMENTS

2011 TAX REPORTING STATEMENT

THE PATRICK CARNEY FOUNDATION Account No 671-667579 Customer Service 401-421-4800
Recipient ID No 04-6614314 Payer's Fed ID Number 04-3523567

FORM 1099-B* 2011 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715
C = CORRECTED Corrected on 03/19/12

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ Provided to IRS/ Not Provided (6) þ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)
ALLY BK MIDVALE UTAHCD 1 35000% 06/17/20 02004MLC5	12/14/09	06/17/11 Long-Term	100,000 000 Redemption	100,000.00	100,000 00 N	0 00		
AMERICAN EXPRESS CENTURION BK 1.30000% 0 02586T6N9	12/14/09	06/16/11 Long-Term	125,000 000 Redemption	125,000 00	125,000 00 N	0.00		
DFA EMERGING MRKTS CORE EQU PORTF 233203421	unknown	11/16/11 Long-Term	2,487 562 Sale	44,980 00	38,014 N	6,966		
DFA INTERNATIONAL CORE EQUITY 233203371	12/20/06	11/16/11 Long-Term	4,787 234 Sale	44,980 00	62,574.11 N	-17,594 11	1,155 89	
DFA INTERNATIONAL SMALL COMPANY PORT 233203629	12/19/07	11/21/11 Long-Term	26,055 952 Sale	366,328 47	475,025 00 N	-108,696 53		
	03/10/08	11/21/11 Long-Term	48 788 Sale	685.93	833 79 N	-147.86		
	06/10/08	11/21/11 Long-Term	349.538 Sale	4,914 26	6,186 82 N	-1,272 56		
	09/09/08	11/21/11 Long-Term	153 654 Sale	2,160.27	2,195.71 N	-35 44		
	12/10/08	11/21/11 Long-Term	217 094 Sale	3,052 19	2,075 42 N	976.77		
	03/10/09	11/21/11 Long-Term	51.711 Sale	727 02	429.20 N	297 82		
	06/09/09	11/21/11 Long-Term	305.418 Sale	4,293 96	3,628.36 N	665 60		
	09/09/09	11/21/11 Long-Term	79 605 Sale	1,119 19	1,114 47 N	4 72		
	12/09/09	11/21/11 Long-Term	167.972 Sale	2,361.57	2,371 77 N	-10 20		
	03/09/10	11/21/11 Long-Term	17.037 Sale	239 53	246 87 N	-7 34		

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Fidelity INVESTMENTS

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Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ Provided to IRS/ Not Provided (6) þ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)
DFA INTERNATIONAL SMALL COMPANY PORT 233203629	06/08/10	11/21/11 Long-Term	287 135 Sale	4,036 92	3,732 76 N	304 16		
	09/08/10	11/21/11 Long-Term	57 105 Sale	802 86	832 02 N	-29 16		
	12/09/10	11/21/11 Short-Term	361 317 Sale	5,079.86	5,947 28 N	-867 42		
	03/08/11	11/21/11 Short-Term	18.905 Sale	265 79	337.83 N	-72 04		
	06/08/11	11/21/11 Short-Term	303 902 Sale	4,272 65	5,324 36 N	-1,051 71		
	09/08/11	11/21/11 Short-Term	152 912 Sale	2,149 84	2,334 96 N	-185 12		
Sub Totals				**402,490.31**	**512,816.62** z			
				Short-Term Losses		-2,176 29		
				Long-Term Gains		2,249 07		
				Long-Term Losses		-110,199 09		
DFA T A US CORE EQUITY 2 PORTFOLIO 233203314	12/19/07	11/16/11 Long-Term	135,637 424 Sale	1,156,968.37	1,245,169 24 N	-88,200 87		
	03/10/08	11/16/11 Long-Term	494 005 Sale	4,213 79	4,026 14 N	187 65		
	06/10/08	11/16/11 Long-Term	587 083 Sale	5,007 74	5,189 81 N	-182 07		
	09/09/08	11/16/11 Long-Term	606 594 Sale	5,174 16	4,955 87 N	218 29		
	12/10/08	11/16/11 Long-Term	1,062 366 Sale	9,061 83	6,097 98 N	2,963 85		
	03/10/09	11/16/11 Long-Term	758 893 Sale	6,473 25	3,392 25 N	3,081 00		
	06/09/09	11/16/11 Long-Term	581 641 Sale	4,961 32	3,617 81 N	1,343 51		

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Fidelity INVESTMENTS

2011 TAX REPORTING STATEMENT

THE PATRICK CARNEY FOUNDATION Account No **671-667579** Customer Service 401-421-4800
Recipient ID No **04-6614314** Payer's Fed ID Number. 04-3523567

FORM 1099-B* 2011 Proceeds from Broker and Barter Exchange Transactions

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Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ Provided to IRS/ Not Provided (6) þ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)
DFA T A US CORE EQUITY 2 PORTFOLIO 233203314	09/09/09	11/16/11 Long-Term	442 942 Sale	3,778 23	3,074.02 N	704 21		
	12/09/09	11/16/11 Long-Term	682.334 Sale	5,820 21	4,905 98 N	914.23		
	03/09/10	11/16/11 Long-Term	269 834 Sale	2,301.65	2,112 80 N	188 85		
	06/08/10	11/16/11 Long-Term	445 244 Sale	3,797 87	3,245 83 N	552 04		
	09/08/10	11/16/11 Long-Term	622 072 Sale	5,306 19	4,671 76 N	634 43		
	12/09/10	11/16/11 Short-Term	750 087 Sale	6,398 14	6,540 76 N	-142 62		
	03/08/11	11/16/11 Short-Term	241 250 Sale	2,057 83	2,287 05 N	-229 22		
	06/08/11	11/16/11 Short-Term	441 530 Sale	3,766 19	4,009 09 N	-242 90		
	09/08/11	11/16/11 Short-Term	548.315 Sale	4,677 10	4,452 32 N	224.78		
Sub Totals				**1,229,763.87**	**1,307,748.71** z			
				Short-Term Gains		224 78		
				Short-Term Losses		-614 74		
				Long-Term Gains		10,788 06		
				Long-Term Losses		-88,382 94		
DFA TAX MANAGED US SMALL CAP PORT 233203553	12/19/07	11/16/11 Long-Term	6,706 630 Sale	145,916 96	155,811 44 N	-9,894 48		
	03/10/08	11/16/11 Long-Term	15 319 Sale	333 30	306 07 N	27 23		
	06/10/08	11/16/11 Long-Term	19 571 Sale	425 81	439.36 N	-13 55		

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Fidelity INVESTMENTS

2011 TAX REPORTING STATEMENT

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Recipient ID No **04-6614314** Payer's Fed ID Number. 04-3523567

FORM 1099-B* **2011 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO 1545-0715
C = *CORRECTED Corrected on 03/19/12*

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ Provided to IRS/ Not Provided (6) þ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)
DFA TAX MANAGED US SMALL CAP PORT 233203553	09/09/08	11/16/11 Long-Term	23 172 Sale	504 16	485.22 N	18.94		
	12/10/08	11/16/11 Long-Term	66 488 Sale	1,446 59	912 22 N	534 37		
	03/10/09	11/16/11 Long-Term	12 566 Sale	273 40	131 31 N	142 09		
	06/09/09	11/16/11 Long-Term	12.955 Sale	281 86	198 47 N	83 39		
	09/09/09	11/16/11 Long-Term	8 874 Sale	193 07	150 85 N	42 22		
	12/09/09	11/16/11 Long-Term	18 004 Sale	391 72	308 95 N	82.77		
	03/09/10	11/16/11 Long-Term	3 915 Sale	85 18	75 72 N	9 46		
	06/08/10	11/16/11 Long-Term	5 013 Sale	109 07	89 54 N	19 53		
	09/08/10	11/16/11 Long-Term	12 007 Sale	261 24	220 56 N	40 68		
	12/09/10	11/16/11 Short-Term	22 095 Sale	480.72	497 13 N	-16 41		
	03/08/11	11/16/11 Short-Term	3 421 Sale	74 43	83 12 N	-8 69		
	06/08/11	11/16/11 Short-Term	8 076 Sale	175.71	187 11 N	-11 40		
	09/08/11	11/16/11 Short-Term	10 446 Sale	227 27	215 08 N	12 19		
Sub Totals				**151,180.49**	**160,112.15** z			
				Short-Term Gains		12 19		
				Short-Term Losses		-36 50		
				Long-Term Gains		1,000 68		
				Long-Term Losses		-9,908.03		

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Fidelity INVESTMENTS

2011 TAX REPORTING STATEMENT

THE PATRICK CARNEY FOUNDATION Account No 671-667679 Customer Service 401-421-4800
Recipient ID No 04-6614314 Payer's Fed ID Number 04-3523567

FORM 1099-B* 2011 Proceeds from Broker and Barter Exchange Transactions

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Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ Provided to IRS/ Not Provided (6) þ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)
DFA TAX MANAGED US TARGETED VALUE PORT 233203579	12/19/07	11/16/11 Long-Term	35,114 500 Sale	694,896.68	742,691 21 N	-47,794 53		
	03/10/08	11/16/11 Long-Term	66 791 Sale	1,321 76	1,257 68 N	64 08		
	06/10/08	11/16/11 Long-Term	97 088 Sale	1,921 32	2,024.28 N	-102 96		
	09/09/08	11/16/11 Long-Term	104 266 Sale	2,063 37	2,021 71 N	41.66		
	12/10/08	11/16/11 Long-Term	363 644 Sale	7,196 32	4,531 00 N	2,665 32		
	03/10/09	11/16/11 Long-Term	101 710 Sale	2,012 79	922 51 N	1,090 28		
	06/09/09	11/16/11 Long-Term	62 845 Sale	1,243 67	860 35 N	383 32		
	09/09/09	11/16/11 Long-Term	64 373 Sale	1,273 91	1,005 50 N	268 41		
	12/09/09	11/16/11 Long-Term	113 774 Sale	2,251 52	1,798 76 N	452 76		
	03/09/10	11/16/11 Long-Term	11.917 Sale	235 83	216 53 N	19.30		
	06/08/10	11/16/11 Long-Term	36 509 Sale	722 49	613 72 N	108 77		
	09/08/10	11/16/11 Long-Term	69 212 Sale	1,369 67	1,192 53 N	177 14		
	12/09/10	11/16/11 Short-Term	143.444 Sale	2,838.68	3,005 15 N	-166 47		
	06/08/11	11/16/11 Short-Term	35 587 Sale	704 25	763 35 N	-59 10		

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Fidelity INVESTMENTS

2011 TAX REPORTING STATEMENT

THE PATRICK CARNEY FOUNDATION Account No **671-667579** Customer Service. 401-421-4800
Recipient ID No. **04-6614314** Payer's Fed ID Number 04-3523567

FORM 1099-B* **2011 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO 1545-0715 C = CORRECTED Corrected on 03/19/12

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ Provided to IRS/ Not Provided (6) þ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)
DFA TAX MANAGED US TARGETED VALUE PORT 233203579	09/08/11	11/16/11 Short-Term	66 014 Sale	1,306.37	1,237 11 N	69 26		
Sub Totals				**721,358.63**	**764,141.39** z			
				Short-Term Gains		69 26		
				Short-Term Losses		-225 57		
				Long-Term Gains		5,271 04		
				Long-Term Losses		-47,897.49		
DFA TAX MNGD U S MKT WIDE VAL PORT II 25434D831	12/19/07	11/16/11 Long-Term	28,559 562 Sale	388,391.59	464,110.20 N	-75,718.61		
	03/10/08	11/16/11 Long-Term	134 386 Sale	1,827 56	1,937.85 N	-110.29		
	06/10/08	11/16/11 Long-Term	195 447 Sale	2,657.95	3,019 66 N	-361.71		
	09/09/08	11/16/11 Long-Term	199 644 Sale	2,715 03	2,739.12 N	-24.09		
	12/10/08	11/16/11 Long-Term	510.601 Sale	6,943 84	4,661.79 N	2,282.05		
	03/10/09	11/16/11 Long-Term	171 115 Sale	2,327 05	1,146 47 N	1,180.58		
	06/09/09	11/16/11 Long-Term	163 575 Sale	2,224 51	1,637 39 N	587 12		
	09/09/09	11/16/11 Long-Term	107 376 Sale	1,460 24	1,227 31 N	232 93		
	12/09/09	11/16/11 Long-Term	158 653 Sale	2,157 58	1,862 59 N	294 99		
	03/09/10	11/16/11 Long-Term	59 031 Sale	802 78	755.01 N	47 77		
	06/08/10	11/16/11 Long-Term	93 769 Sale	1,275 20	1,119 60 N	155.60		

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Fidelity INVESTMENTS

2011 TAX REPORTING STATEMENT

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Recipient ID No 04-6614314 Payer's Fed ID Number 04-3523567

FORM 1099-B* 2011 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715
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Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ Provided to IRS/ Not Provided (6) þ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)
DFA TAX MNGD U S MKT WIDE VAL PORT II 25434D831	09/08/10	11/16/11 Long-Term	109 024 Sale	1,482 66	1,335 54 N	147 12		
	12/09/10	11/16/11 Short-Term	171 526 Sale	2,332 64	2,406 51 N	-73 87		
	03/08/11	11/16/11 Short-Term	64 885 Sale	882 39	1,010 91 N	-128 52		
	06/08/11	11/16/11 Short-Term	111 406 Sale	1,515 05	1,657 72 N	-142 67		
	09/08/11	11/16/11 Short-Term	136 619 Sale	1,857 95	1,786 98 N	70 97		
Sub Totals				**420,854.02**	**492,414.65** z			
			Short-Term Gains			70 97		
			Short-Term Losses			-345.06		
			Long-Term Gains			4,928 16		
			Long-Term Losses			-76,214 70		
DISCOVER BK GREENWOOD DEL 1 25000% 06/16 254670UW0	12/14/09	06/16/11 Long-Term	200,000 000 Redemption	200,000 00	200,000.00 N	0 00		
GE CAP RETAIL BK DRAPER UTAH 1 30000% 06 36159UMA1	12/15/09	06/20/11 Long-Term	75,000.000 Redemption	75,000 00	75,000 00 N	0.00		

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Fidelity INVESTMENTS

2011 TAX REPORTING STATEMENT

THE PATRICK CARNEY FOUNDATION Account No 671-667579 Customer Service 401-421-4800
Recipient ID No 04-6614314 Payer's Fed ID Number 04-3523567

FORM 1099-B* 2011 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715
C=CORRECTED Corrected on 03/19/12

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ Provided to IRS/ Not Provided (6) þ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)
NORTHSIDE CMNTY BK GURNEE ILL 0 85000% 0 667012HT8	12/15/09	03/18/11 Long-Term	188,000 000 Redemption	188,000 00	188,000 00 N	0 00		
WILMINGTON TR CO DELCD 0 80000% 03/16/20 971804MU0	12/15/09	03/16/11 Long-Term	187,000 000 Redemption	187,000 00	187,000 00 N	0 00		
TOTALS				**3,890,607.32**	**4,174,607.63** z			**0.00**
SHORT-TERM TOTALS				**41,062.86**	**44,083.82** z			
			Gains			377 20		
			Losses			-3,398 16		
			Disallowed Losses				0 00	
LONG-TERM TOTALS				**3,849,544.46**	**4,130,523.81** z			
			Gains			31,203		
			Losses			-350,196 36		
			Disallowed Losses				1,155 89	

§ Gross proceeds less commissions
æ Cost or other basis provided may include adjustments including but not limited to dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium.
þ The following pieces of information are not reported to the IRS for "Not Provided" tax lots Date of Acquisition (1b), Cost Basis (3), Wash Sale Loss Disallowed (5), and Term (8)
z Totals of Cost or Other Basis include all tax lots with known basis (both "provided" and "not provided") Totals do not include tax lots with unknown basis

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

For securities bought in a foreign currency, we have provided estimated cost basis in United States Dollars (USD) by converting the foreign currency cost into USD based on exchange rates on the trade date of the purchase For securities sold (or redeemed) in a foreign currency, we have provided the USD proceeds by converting the foreign currency proceeds into USD based on exchange rates on the trade date of the sale If you acquired the foreign currency cost, or sold the foreign currency proceeds in exchange for USD in a separate currency transaction linked to the security transaction, then the trade date exchange rate we used is the spot rate at the time of the linked currency transaction Otherwise, the trade date exchange rate we used is the end-of-day exchange rate For tax reporting purposes, you may be required to determine your actual USD cost basis, proceeds, and gain/loss based on the exchange rates on the settlement dates of the applicable transactions Consult your tax advisor for more information

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Patrick Carney Foundation
Year Ending December 31, 2011
Realized Gains and Losses

Description	Date Acquired Goleen	Date Acquired PCF	Date Sold	Quantity	Net Proceeds	FMV Date of Gift	Cost	Short Term Gains (Loss)	Long Term Gains (Loss) at xfer	Long Term Gains (Loss)	Disallowed Long Term Loss	Total Gains (Loss)
Allergan Inc	11/17/2009	7/8/2011	7/11/2011	485	40,239 91	41,152 25	28,901 63		12,250 62	(912 34)		11,338 28
Amer Tower Corp Cl A	11/17/2009	7/8/2011	7/11/2011	1088	57,771 80	58,186 24	44,262 88		13,923 36	(414 44)		13,508 92
Apple Inc	12/3/2008	7/8/2011	7/11/2011	115	40,665 54	41,366 65	10,828 40		30,538 25	(701 11)		29,837 14
Apple Inc	11/17/2009	7/8/2011	7/11/2011	82	28,996 30	29,496 22	16,911 68		12,584 54	(499 92)		12,084 62
Apple Inc	5/24/2010	7/8/2011	7/11/2011	54	19,095 12	19,424 34	13,500 68		5,923 66	(329 22)		5,594 44
Cognizant Tech Solutions	11/19/2009	7/8/2011	7/11/2011	1406	105,110 54	107,390 28	63,645 68		43,744 60	(2,279.74)		41,464 86
Expeditors Intl Wash Inc	5/14/2010	7/8/2011	7/11/2011	787	40,372 32	41,191 58	32,312 64		8,878 94	(819 26)		8,059 68
Oracle Corp	4/1/2010	7/8/2011	7/11/2011	2793	92,050 79	94,794 42	72,012 76		22,781 66	(2,743 63)		20,038 03
Oracle Corp	4/13/2010	7/8/2011	7/11/2011	308	10,150 96	10,453 52	8,084 78		2,368 74	(302 56)		2,066 18
Priceline com Inc	2/10/2010	7/8/2011	7/11/2011	48	25,780 30	26,503 20	9,863 02		16,640 18	(722 90)		15,917 28
Priceline com Inc	5/14/2010	7/8/2011	7/11/2011	83	44,578 44	45,828.45	17,121 89		28,706 56	(1,250 01)		27,456.55
Ameriprise Financial Inc	11/17/2009	7/8/2011	7/11/2011	288	15,869 49	16,744 32	11,041 49		5,702 83	(874 83)		4,828 00
Canadian Nat Resourses	1/16/2009	7/8/2011	7/11/2011	200	8,077 93	8,406 00	3,889 90		4,516 10	(328 07)		4,188.03
Canadian Nat Resourses	11/17/2009	7/8/2011	7/11/2011	742	29,969 10	31,186 26	25,330 17		5,856 09	(1,217 16)		4,638 93
Costco Wholesale Corp	8/2/2007	7/8/2011	7/11/2011	957	77,170 99	77,909 37	57,850 65		20,058 72	(738 38)		19,320 34
Costco Wholesale Corp	12/31/2007	7/8/2011	7/11/2011	50	4,031 92	4,070 50	3,500 50		570 00	(38 58)		531 42
CVS Caremark Corp	1/16/2009	7/8/2011	7/11/2011	848	31,655 27	32,308 80	22,820 02		9,488 78	(653 53)		8,835 25
CVS Caremark Corp	11/17/2009	7/8/2011	7/11/2011	254	9,481 65	9,677 40	7,675 50		2,001 90	(195 75)		1,806 15
CVS Caremark Corp	1/15/2010	7/8/2011	7/11/2011	80	2,986 35	3,048 00	2,709 38		338 62	(61 65)		276 97
Devon Energy Corp	12/20/2006	7/8/2011	7/11/2011	505	39,437 01	40,561 60	34,727 94		5,833 66	(1,124 59)		4,709 07
Devon Energy Corp	11/10/2008	7/8/2011	7/11/2011	95	7,418 85	7,630 40	7,476 83		153.57	(211 55)		(57 98)
Devon Energy Corp	1/16/2009	7/8/2011	7/11/2011	60	4,685 59	4,819 20	3,513 00		1,306 20	(133 61)		1,172 59
EOG Resources	11/10/2008	7/8/2011	7/11/2011	80	7,905 77	8,153 60	6,521 84		1,631 76	(247.83)		1,383 93
EOG Resources	1/16/2009	7/8/2011	7/11/2011	10	988 22	1,019 20	636 15		383 05	(30 98)		352 07
EOG Resources	11/17/2009	7/8/2011	7/11/2011	419	41,406 49	42,704 48	37,391 56		5,312 92	(1,297 99)		4,014 93
Express Scripts Inc	11/17/2009	7/8/2011	7/11/2011	440	23,583 54	24,010 80	18,813 98		5,196 82	(427 26)		4,769 56
Iron Mtn Inc	1/16/2009	7/8/2011	7/11/2011	843	29,483 14	29,833 77	19,152 12		10,681 65	(350 63)		10,331 02
Loews Corp	1/16/2009	7/8/2011	7/11/2011	35	1,447 21	1,482 60	876 79		605 81	(35 39)		570 42
Loews Corp	11/17/2009	7/8/2011	7/11/2011	947	39,157 32	40,114 92	34,118 99		5,995 93	(957 60)		5,038 33
Occidental Petroleum	1/16/2009	7/8/2011	7/11/2011	30	3,058 44	3,188.10	1,607 10		1,581 00	(129 66)		1,451 34
Occidental Petroleum	11/17/2009	7/8/2011	7/11/2011	724	73,810 38	76,939.48	60,647 67		16,291 81	(3,129 10)		13,162 71
Pfizer Inc	3/3/2009	7/8/2011	7/11/2011	690	13,716 94	13,910 40	8,258 13		5,652 27	(193 46)		5,458 81
Pfizer Inc	1/19/2010	7/8/2011	7/11/2011	275	5,466 89	5,544 00	5,477 62		66 38	(77 11)		(10 73)
Pfizer Inc	2/16/2010	7/8/2011	7/11/2011	505	10,039 20	10,180 80	8,946 68		1,234 12	(141 60)		1,092.52
Progressive Corp Ohio	1/17/2009	7/8/2011	7/11/2011	1623	34,034 06	34,797 12	27,781 71		7,015 41	(763 06)		6,252 35
Texas Instruments	1/17/2009	7/8/2011	7/11/2011	775	25,094 01	25,482.00	20,001 59		5,480 41	(387 99)		5,092 42
					1,044,787 78	1,069,510 27	748,213 35	-	321,296 92	(24,722 49)	-	296,574 43

K \2011 Workpapers\[Investments xls]realized gainslosses

296,571 78 per 1099
(2 65) pass variance