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Form 990-PF Department of the Treasury Internal Revenue Service

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

For calendar year 2011 or tax year beginning , and ending Name of foundation A Employer identification number THE MOONEY-REED CHARITABLE FOUNDATION 04-6948994 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 17 HIGHLAND STREET 617-439-2498 City or town, state, and ZIP code C If exemption application is pending, check here CAMBRIDGE, MA 02138 G Check all that apply Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, check here and attach computation Address change Name change H Check type of organization: X Section 501(c)(3) exempt private foundation E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J Accounting method: | X | Cash Accrual F If the foundation is in a 60-month termination (from Part II, col. (c), line 16) Other (specify) under section 507(b)(1)(B), check here 18,348,035. (Part I, column (d) must be on cash basis) ▶\$ Part I Analysis of Revenue and Expenses (a) Revenue and (d) Disbursements (b) Net investment (c) Adjusted net (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) for charitable purposes (cash basis only) expenses per books income income Contributions, gifts, grants, etc., received 4,000,000. N/A 2 Check Lifthe foundation is not required to attach Sch B Interest on savings and temporary cash investments 174,023. 174,023. STATEMENT 181,531. 181,531. 4 Dividends and interest from securities STATEMENT 5a Gross rents b Net rental income or (loss) <23,365.> 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 1,322,903. 7 Capital gain net income (from Part IV, line 2) 0. 8 Net short-term capital gain Income modifications Gross sales less returns and allowances b Less Cost of goods sold c Gross-prefit or Hoss VED <27,637. <27,637.> STATEMENT 4,304,552. 327,917. Total. Add lines 1 through 11 Compedsauch or officers, difectors, tr နည်း 0. 0. Ō. Other employee salaries and wag 16a Lega Dees DEN b Accounting fees STMT 4 2,000. 1,500. 500. STMT 5 105.055. 78,791. c Other professional fees 26,264. 641. 17 Interest 641. 0. STMT 6 2,475. 2,475. 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications STMT 7 33,223. 23 Other expenses 32,723. 500. 24 Total operating and administrative 143,394 expenses. Add lines 13 through 23 116,130. 27,264. 25 Contributions, gifts, grants paid 1,540,000. 1,540,000. 26 Total expenses and disbursements. 1,683,394. Add lines 24 and 25 116,130. 1,567,264. 27 Subtract line 26 from line 12: 2,621,158 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) 211,787. c Adjusted net income (if negative, enter -0-) N/A

_		Balance Sheets Attached schedules and amounts in the description	Beginning of year	End o	I vear
	art	column should be for end-of year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	· · ·		
	2	Savings and temporary cash investments	2,641,767.	409,889.	409,889.
	1	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
	ļ	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			-
ß	8	Inventories for sale or use		,	
Assets	9	Prepaid expenses and deferred charges		· .	
Ä	10a	Investments - U.S. and state government obligations			·
		Investments - corporate stock STMT 9	4,902,333.	5,453,957.	5,811,992.
		Investments - corporate bonds STMT 10	2,426,583.	2,582,338.	2,455,268.
	I	Investments - land, buildings, and equipment basis			2,100,001
		Less accumulated depreciation			-
	12	Investments - mortgage loans			·
	13	Investments - other STMT 11	5,384,542.	9,570,045.	9,670,886.
	14	Land, buildings, and equipment basis ▶			
	ļ	Less accumulated depreciation	-		-
	15	Other assets (describe ►			·
	16	Total assets (to be completed by all filers)	15,355,225.	18,016,229.	18,348,035.
	17	Accounts payable and accrued expenses			·
	18	Grants payable			
S	19	Deferred revenue		· .	
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
ap	21	Mortgages and other notes payable			
_	22	Other liabilities (describe 🕨)			
	23	Total liabilities (add lines 17 through 22)		0.	
		Foundations that follow SFAS 117, check here			
s	ĺ	and complete lines 24 through 26 and lines 30 and 31.			
nces	24	Unrestricted			
aar	25	Temporarily restricted			
Net Assets or Fund Bala	26	Permanently restricted			í
Ĕ		Foundations that do not follow SFAS 117, check here			
F		and complete lines 27 through 31.			ŧ
ţş		Capital stock, trust principal, or current funds	104,924.	104,924.	
sse		Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Ϋ́	ı	Retained earnings, accumulated income, endowment, or other funds	15,250,301.	17,911,305.	
ž	30	Total net assets or fund balances	15,355,225.	18,016,229.	
		*	15 355 005	10 016 000	
_	31	Total liabilities and net assets/fund balances	15,355,225.	18,016,229.	
P	art	Analysis of Changes in Net Assets or Fund Ba	alances		
1	Total	net assets or fund balances at beginning of year - Part II, column (a), line (30		
•		t agree with end-of-year figure reported on prior year's return)		1	15,355,225.
2		amount from Part I, line 27a		2	2,621,158.
		increases not included in line 2 (itemize)	SEE STA	ATEMENT 8 3	39,846.
		ines 1, 2, and 3		4	18,016,229.
		eases not included in line 2 (itemize)		5	0.
		net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	lumn (b), line 30	6	18,016,229.
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Part IV	Capital Gains a	and Lo	sses for lax on in	vestment	Income						
			nd(s) of property sold (e.g., or common stock, 200 shs.			IΡ	low acc - Purch - Donat	ase I ') Date a (mo , da	acquired ay, yr.)	(d) Date sold (mo., day, yr.)
1a						\prod_{-}					
b SI	EE ATTACHED	STAT	TEMENT								
<u> </u>											
_d						<u> </u>					
<u>e</u>						Ц,					
(e) G	Gross sales price	(f) [Depreciation allowed (or allowable)		st or other basis expense of sale					ain or (loss (f) minus	
<u>a</u>		_				_					
<u>b</u>											
<u> </u>			·								
<u>d</u>	1,322,903.				1 425 02						<23,365.
eComplet		0 0310 10	column (h) and owned by t		1,425,92	. 6 •		(1) (2)	(0	al /h\ aa	
	T									ol (h) gain iot less tha	
(i) F.M 	I.V as of 12/31/69		j) Adjusted basis as of 12/31/69		cess of col. (ı) col. (ı), ıf any	_			osses	(from col	(h))
_a											
<u>b</u>											
<u> </u>											
<u>d</u>		_									-12 265
<u>e</u>		_									<23,365.
2 Capital ga	ain net income or (net ca	pıtal loss)	If gain, also enter If (loss), enter -0-	in Part I, line in Part I, line	7 7	}	2				<23,365.
	,	,	ned in sections 1222(5) and	d (6):		١,					
	lso enter in Part I, line 8,	column (d	c).			 				37/3	
Part V	enter -0- in Part I, line 8	-dor 6	ection 4940(e) for	Dodugos	Tay on Nat		3	ant Inco		N/A	<u> </u>
Was the four	foundation does not quali	ion 4942 ify under:	tax on the distributable am section 4940(e). Do not coi	mplete this pa	rt.	_					Yes X No
1 Enter the		ach colur	nn for each year; see instru	ctions before	making any entri	es.					
Calendar :	(a) Base period years year (or tax year beginnir	ng in)	(b) Adjusted qualifying dist		Net value of no	(c) nchar		use assets	,	Distri (col. (b) di	(d) bution ratio vided by col. (c))
	2010			8,009.				2,156.			.089609
	2009			3,742.				0,611.			.247330
	2008			4,593.				9,814.			.139168
	2007	_		7,372.				1,747.	<u> </u>	<u> </u>	.178535
	2006		20	4,875.		1_	<u>, 38</u>	6,726.	<u> </u>		.147740
2 Total of I	line 1, column (d)								2		.802382
	distribution ratio for the 5 dation has been in exister		se period - divide the total o than 5 years	n line 2 by 5,	or by the number	of ye	ars		3		.160476
4 Enter the	net value of noncharitah	le-use as:	sets for 2011 from Part X, I	ine 5					4		.9,280,810.
		10 doo do.	5015 101 2011 HOM FULLY, F								
5 Multiply	line 4 by line 3								5		3,094,107.
6 Enter 1%	of net investment incom	ie (1% of	Part I, line 27b)						6		2,118.
7 Add lines	s 5 and 6								7_	_	3,096,225.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.					8		1,567,264.				
	s equal to or greater than Part VI instructions.	mie /, Cr	THE DUX III PART VI, IINE	ib, and comp	mete tilat part usir	iga I	70 lax f	ait.			

			6948			Page 4
	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4	948	- see i	nstru	uctio	ns)
1a	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.					
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)					
t	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1%	1	<u> </u>		4,2	36.
	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).		1			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	<u> </u>			0.
3	Add lines 1 and 2	3			4,2	36.
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			4,2	36.
6	Credits/Payments:					
a	4,758 .					
t	Exempt foreign organizations - tax withheld at source 6b					
C	Tax paid with application for extension of time to file (Form 8868) 6c 10,000.					
c	Backup withholding erroneously withheld 6d					
7	Total credits and payments. Add lines 6a through 6d	7		1	4,7	58.
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8				
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9				
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		1	0.5	22.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ▶ 10,522. Refunded ▶	11				0.
	rt VII-A Statements Regarding Activities					
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene	ın			Yes	No
	any political campaign?			1a		Х
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			1b	 	X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published	d or		<u> </u>	-	 -
	distributed by the foundation in connection with the activities	u 0,				
c	Did the foundation file Form 1120-POL for this year?			16	-3	-x
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:					
	(1) On the foundation. \triangleright \$ 0 • (2) On foundation managers. \triangleright \$ 0 •				į	
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?			2		х
	If "Yes," attach a detailed description of the activities			_		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, o	r				
	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	Х	 ^
	of "Yes," has it filed a tax return on Form 990-T for this year?			4b	X	- -
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			5		x
	If "Yes," attach the statement required by General Instruction T			⊢ٿ	_	
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?	Idvv		6	-	x
7	Did the foundation have at least \$5,000 in assets at any time during the year?			7	X	
•	If "Yes," complete Part II, col. (c), and Part XV			⊢′−		
Ra.	Enter the states to which the foundation reports or with which it is registered (see instructions)					
-	MA					
h	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)					
U				۱	ν,	
0	of each state as required by General Instruction G? If "No," attach explanation	1 -		86	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 calei	idar		_ ا		,,
40	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			10	I	X

Part VII-A Statements Regarding Activities (continued) 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Website address ► N/A		
section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 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 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Website address N/A		
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 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Website address ► N/A	-	
1f "Yes," attach statement (see instructions) 12 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Website address ► N/A N/A	†	X
1f "Yes," attach statement (see instructions) 12 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Website address ► N/A N/A		
Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A		х
Website address ► N/A	X	
		Ь
14 The books are in care of ► MCGLADREY , LLP Telephone no. ► 617-912-9	9000	
Located at ▶80 CITY SQUARE, BOSTON, MA ZIP+4 ▶0212		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		.Т
	J/A	
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank,	Yes	No
securities, or other financial account in a foreign country?	1,63	X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign		<u> </u>
country		
Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required		<u> </u>
	Vaa	NI.
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):	Yes	No
	٠	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)		
a disqualified person? Yes X No		1
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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)?		,
(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.)		Į.
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)? N/A 1b		
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected		
before the first day of the tax year beginning in 2011?		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 X 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		Ĺ
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.		
▶ <u></u> ,,		ļ
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time		
during the year?		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after		
May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose		
of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C,		
Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A 3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X
	0-PF (

Part VII-B Statements Regarding Activities for Which I			U4-69485	194		Page 6
5a During the year did the foundation pay or incur any amount to:	Tom 1720 May Do 1	Toqui ou (contin	1			Π_
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n 4945(e))?		es X No			
(2) Influence the outcome of any specific public election (see section 4955); of	, ,,					
any voter registration drive?	, , , , , , , , , , , , , , , , , , , ,		es X No			
(3) Provide a grant to an individual for travel, study, or other similar purposes	?		es X No			
(4) Provide a grant to an organization other than a charitable, etc., organizatio						
509(a)(1), (2), or (3), or section 4940(d)(2)?		Ye	es X No			
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or f	or	ŀ			
the prevention of cruelty to children or animals?		Ye	es X No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify uni	der the exceptions described i	n Regulations	1			
section 53.4945 or in a current notice regarding disaster assistance (see instru	ictions)?		N/A	5b		
Organizations relying on a current notice regarding disaster assistance check h	ere					
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption f	rom the tax because it mainta	ined				
expenditure responsibility for the grant?	N	I/A 🔲 Y	es 🔲 No			
If "Yes," attach the statement required by Regulations section 53.494	5-5(d)		i			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on					•
a personal benefit contract?		Ye	es 🗶 No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?		Ĺ	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 s		Ye	es X No			<u> </u>
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, Trust Paid Employees, and Contractors	ees, Foundation Ma	inagers, Highly	У			
List all officers, directors, trustees, foundation managers and their	compensation					
, and a second s		(c) Compensation	(d) Contributions to	Τ (e) Exp	ense
(a) Name and address	(b) Title, and average hours per week devoted to position	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	að	count, allowa	ense , other
LISA MOONEY	TRUSTEE	Cinter 6 /	compensation	+		
17 HIGHLAND ST.						
CAMBRIDGE, MA 02138	1.00	0.	О.	.		0.
JAMES F. MOONEY, III	TRUSTEE	<u> </u>		1		
17 HIGHLAND ST.	j					
CAMBRIDGE, MA 02138	0.00	0.	0.			0.
		<u> </u>				
2 Compensation of five highest-paid employees (other than those inc		enter "NONE."	(d) Contributions to		-1	NAPAC .
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	employee benefit plans and deferred	ač	e) Exp	, other
NONE	devoted to position		compensation	↓ —	allowa	nces
NONE						
				+		
	1					
			-	+-		
	1					
				┼─		
	1					
		 		+		
	1	1				
Total number of other employees paid over \$50,000	<u>. </u>	•	<u> </u>	1		0

orm 990-PF (2011) THE MOONEY-REED CHARITABLE FOUNDAT		948994 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)	n Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter "N	ONE."	
(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 number of organizations and other beneficiaries served, conferences convened, research papers produce	information such as the d, etc.	Expenses
1 N/A		
2		
3		
4		
E I W D I		
Part IX-B Summary of Program-Related Investments	1 - 1 - 1	
Describe the two largest program-related investments made by the foundation during the tax year on line	s i and 2	Amount
1 <u>N/A</u>		
		
·		
All other program-related investments. See instructions		
•		
3		
		
Total. Add lines 1 through 3	•	0.
		Form 990-PF (2011)

P	art X Minimum Investment Return (All domestic foundations must co	mplete this part. Foreign four	ndations,	see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., p	ourposes:		
	Average monthly fair market value of securities		1a	18,713,538.
	Average of monthly cash balances		1b	860,888.
	Fair market value of all other assets		1c	0.
d	Total (add lines 1a, b, and c)		1d	19,574,426.
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	19,574,426.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see ins	tructions)	4	293,616.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V,		5	19,280,810.
6	Minimum investment return. Enter 5% of line 5		6	964,041.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) foreign organizations check here and do not complete this part)	private operating foundations an	d certain	
1	Minimum investment return from Part X, line 6		1	964,041.
2a	Tax on investment income for 2011 from Part VI, line 5	4,236.		
b	Income tax for 2011 (This does not include the tax from Part VI.) 2b			
C	Add lines 2a and 2b		2c	4,236.
3	Distributable amount before adjustments Subtract line 2c from line 1	!	3	959,805.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4	!	5	959,805.
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	e 1	7	959,805.
<u>_</u>	art XII Qualifying Distributions (see instructions)			
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		-: -	1 567 364
	Expenses, contributions, gifts, etc total from Part I, column (d), line 26		1a	1,567,264.
	Program-related investments - total from Part IX-B		1b	<u> </u>
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:			
а	, , , , , , , , , , , , , , , , , , ,		3a	
	Cash distribution test (attach the required schedule)		3b	1 500 001
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part 3	KIII, line 4	4	1,567,264.
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	ļ	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4		6	1,567,264.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when cal 4940(e) reduction of tax in those years.	culating whether the foundation of	qualifies fo	r the section

Form **990-PF** (2011)

Part XIII Undistributed Income (see instructions)

	(a)	(b)	(c)	(d)
	Corpus	Years prior to 2010	2010	2011
1 Distributable amount for 2011 from Part XI,				
line 7				959,805.
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 137, 565.				
bFrom 2007 293,601.				
cFrom 2008 233,856.				
dFrom 2009 473,911.				
eFrom 2010 464,878.				
f Total of lines 3a through e	$\tilde{1},603,811.$			
4 Qualifying distributions for 2011 from			***	
Part XII, line 4 [.] ▶\$ 1,567,264.				
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				959,805.
e Remaining amount distributed out of corpus	607,459.			2027000
5 Excess distributions carryover applied to 2011	0.	····		0.
(If an amount appears in column (d), the same amount must be shown in column (a))	·			
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,211,270.			
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	137,565.			
9 Excess distributions carryover to 2012.		· ···		
Subtract lines 7 and 8 from line 6a	2,073,705.			
IO Analysis of line 9:				
a Excess from 2007 293,601.				
b Excess from 2008 233,856.				
c Excess from 2009 473,911.				
dExcess from 2010 464,878.				
e Excess from 2011 607, 459.				
				5 000 DE (0044)

determination letter tha 2011, enter the date of	structions and Part Vitil is a private operating the ruling ng foundation described (b) 2010	•	N/A 4942(j)(3) or 49 (d) 2008	42(j)(5) (e) Total
2011, enter the date of ation is a private operation. Tax year	the ruling ng foundation described	Prior 3 years		
ation is a private operati Tax year	ng foundation described	Prior 3 years		
Tax year		Prior 3 years		
	(b) 2010	<u> </u>	(d) 2008	(e) Total
(8) 2011	(8)2010	(6) 2009	(0)2000	(e) iotai
		<u> </u>		
			†	
	<u></u>	<u> </u>		
		 		
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		}		
	 			
	<u> </u>	 		
mation (Comple	te this part only	if the foundation	had \$5,000 or me	re in assets
		ir the roundation	11aa 40,000 o 1 111	ore in assets
n Managers:				
	than 2% of the total con	tributions received by the	foundation before the clos	se of any tax
		,		,
		(or an equally large portion	on of the ownership of a pa	artnership or
a 10% or greater intere	est			
	<u>-</u>	<u>-</u> <u>:</u> _	ompiete items 2a, b, c, and	0.
er of the person to who	m applications should be	e addressed		
Submitted and inform	ation and materials they	should include		-
	ne year-see instant Managers: have contributed more ore than \$5,000). (See so own 10% or more of the a 10% or greater interest on, Grant, Gift, Loan only makes contributions see instructions) to indiver of the person to who describe submitted and informatical contributions.	ne year-see instructions.) n Managers: b have contributed more than 2% of the total conore than \$5,000). (See section 507(d)(2).) n own 10% or more of the stock of a corporation a 10% or greater interest nn, Grant, Gift, Loan, Scholarship, etc., Poly makes contributions to preselected charitable see instructions) to individuals or organizations are of the person to whom applications should be submitted and information and materials they see	n Managers: b have contributed more than 2% of the total contributions received by the ore than \$5,000). (See section 507(d)(2).) o own 10% or more of the stock of a corporation (or an equally large portion a 10% or greater interest on, Grant, Gift, Loan, Scholarship, etc., Programs: hly makes contributions to preselected charitable organizations and does not see instructions) to individuals or organizations under other conditions, conter of the person to whom applications should be addressed e submitted and information and materials they should include	n Managers: b have contributed more than 2% of the total contributions received by the foundation before the close ore than \$5,000). (See section 507(d)(2).) b own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a para 10% or greater interest on, Grant, Gift, Loan, Scholarship, etc., Programs: the makes contributions to preselected charitable organizations and does not accept unsolicited requisee instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and there of the person to whom applications should be addressed

Part XV Supplementary Information (continued) Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to status of recipient Amount contribution any foundation manager Name and address (home or business) or substantial contributor a Paid during the year CATHOLIC RELIEF SERVICES NONE PUBLIC CHARITY GENERAL FUND 228 W. LEXINGTON STREET BALTIMORE, MD 21201-3413 100,000. CATHOLIC SCHOOLS FOUNDATION OF BOSTON NONE PUBLIC CHARITY GENERAL FUND 260 FRANKLIN STREET, SUITE 630 BOSTON, MA 02110 500,000. CHILDREN'S HOSPITAL BOSTON NONE PUBLIC CHARITY GENERAL FUND 300 LONGWOOD AVENUE BOSTON, MA 02115-5018 25,000. COLLEGE OF THE HOLY CROSS NONE PUBLIC CHARITY GENERAL FUND 1 COLLEGE STREET WORCESTER, MA 01610 570,000. FACING HISTORY AND OURSELVES NONE PUBLIC CHARITY GENERAL FUND 16 HURD ROAD BROOKLINE, MA 02445-6919 250,000. SEE CONTINUATION SHEET(S) 1,540,000. Total ➤ 3a **b** Approved for future payment NONE Total 3b

3 Grants and Contributions Paid During th	e Year (Continuation)			
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or contribution	Amount
Name and address (home or business)	show any relationship to any foundation manager or substantial contributor	status of recipient	contribution	Amount
ASSACHUSETTS GENERAL HOSPITAL	NONE	PUBLIC CHARITY	GENERAL FUND	
65 CAMBRIDGE STREET				
SOSTON, MA 02114-2792				50,00
IT. AUBURN HOSPITAL	NONE	PUBLIC CHARITY	GENERAL FUND	
30 MOUNT AUBURN STREET				
AMBRIDGE, MA 02138				25,00
EAR UP	NONE	PUBLIC CHARITY	GENERAL FUND	
33 SUMMER STREET				
BOSTON, MA 02110				20,00
		···· · · · · · · · · · · · · · · · · ·		
		<u></u>		
				
	_			
Total from continuation sheets				95,00

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

Program service revenue: a b	(a) Business code	(b) Amount	(C) Exclu- sion code	(d)	(e) Related or exempt
a		Amount	code		
a b				Amount	function income
b					
C	1				
d					
e					
1					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments		,	14	174 022	
4 Dividends and interest from securities	-		14	174,023. 181,531.	
5 Net rental income or (loss) from real estate:		 ·	14	101,331.	
a Debt-financed property					.
b Not debt-financed property					
6 Net rental income or (loss) from personal	—				
property					
7 Other investment income			14	<27,637.>	
8 Gain or (loss) from sales of assets other				, ,	
than inventory	loooood	357.	18	<23,722.>	
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)		357.		304,195.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	304,552
(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)

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of

Yes No

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

the Code (d	other than section 501(c)	.(3) organizations) or in section	n 527, relating to political organ	izations?		
a Transfers f	from the reporting founda	ation to a noncharitable exemp	t organization of.			
(1) Cash					1a(1)	X
(2) Other	assets				1a(2)	X
b Other trans	sactions.					
(1) Sales	of assets to a noncharital	ble exempt organization			16(1)	Х
		ncharitable exempt organizatio	n		1b(2)	X
• •	of facilities, equipment, (.,			X
	oursement arrangements				1b(3)	X
	•				1b(4)	
	or loan guarantees				1b(5)	X
		mbership or fundraising solicit			1b(6)	X
_		iling lists, other assets, or paid			1c	X
				ways show the fair market value of the (
				ie in any transaction or sharing arrange	ment, show in	
		other assets, or services receiv				
(a)Line no ((b) Amount involved		able exempt organization	(d) Description of transfers, transaction	ons, and sharing arrangemen	ts
		N/Z	A	<u> </u>	-	
					_	
				-		
		-	·-			
						
			•• ••			—
	·			<u> </u>		
_						
	-	 -				
2a Is the found	dation directly or indirect	ly affiliated with, or related to,	one or more tax-exempt organi	zations described		
ın section 5	501(c) of the Code (other	than section 501(c)(3)) or in s	section 527?		Yes X	No
b If "Yes," cor	mplete the following sche	edule.				
	(a) Name of org	anization	(b) Type of organization	(c) Description of re	elationship	
	N/A				·-·	
	· · · · · · · · · · · · · · · · · · ·					
	· · ·					
	·	·			• • • • • • • • • • • • • • • • • • • •	
	***					—
Under	penalties of perjury, I declare t	that I have examined this return, inc	luding accompanying schedules and	Statements, and to the best of my knowledge		
				nation of which preparer has any knowledge	May the IRS discuss the return with the preparer	
Here		Mhon	11 11/ 1/	mpricman	shown below (see instr)?
 	of a theory or trustee	11/19/00	11/13/17	TRUSTEE	_ X Yes	No
	attere of officer or trustee		Date	Title	D.T.W.	
1	Print/Type preparer's na	me Preparer	's signature	Date Check if	PTIN	
		\	X1/	Self- employed		
Paid	MATHEW TAL		1 V	1 ' '	P00723658	
	Firm's name ► MCG:	LADREY LLP /	/	Firm's EIN ► 4	2-0714325	
Use Only		//	//			
ſ	Firm's address ► 80	~ , ,	71			
	BO	STON, MA $0.21/29$	9(-/3742	Phone no. 6	17-912-9000)
			-		Form 990-PF (2	
					,	

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.

THE MOONEY-REED CHARITABLE FOUNDATION

OMB No 1545-0047

Name of the organization

Employer identification number

04-6948994 Organization type (check one) Filers of: Section: 501(c)(Form 990 or 990-EZ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization 501(c)(3) exempt private foundation Form 990-PF 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, chantable, 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 II, 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

THE MOONEY-REED CHARITABLE FOUNDATION

04-6948994

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	JAMES & LISA MOONEY 17 HIGHLAND ST. CAMBRIDGE, MA 02138	\$\$.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)

Employer identification number

THE MOONEY-REED CHARITABLE FOUNDATION

04-6948994

art II Non	cash Property (see instructions) Use duplicate copies of F	art 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	
l ——		\$		
(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)		(c)		
No. from Part I	(b) Description of noncash property given	FMV (or estimate) (see instructions)	(d) Date received	
_				
<u> </u>			90, 990-EZ, or 990-PF) (2	

Page 4 Schedule B (Form 990, 990-EZ, or 990-PF) (2011) Name of organization Employer identification number THE MOONEY-REED CHARITABLE FOUNDATION 04-6948994 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) Part III 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

N/A

THE MOONEY-REED Part IV Capital Gains and Los	CHARITABLE FOUND sses for Tax on Investment Income		994 P	AGE 1	OF 1
(a) List and	describe the kind(s) of property solo ick warehouse; or common stock, 20		(b) How acquired	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a BAUPOST VALUE b BAUPOST VALUE c BAUPOST VALUE	PARTNERS, LP - SI PARTNERS, LP - SI	EC 1231 EC 1231	D - Donation P P		
d BAUPOST VALUE e BAUPOST VALUE f FIRST MANHATTA	PARTNERS, LP N CO. #0367		P P P		
g FIRST MANHATTA h FIRST MANHATTA HAWKEYE CAPITA HAWKEYE CAPITA	N CO. #0367 L, LP		P P P		
	RICAN PIPELINE,	LP - SEC 1231	P P		
n 0					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h (e) p) Gain or (loss) llus (f) minus (g)	
a b c d					128. 211. 93,548. 146.
e f 521,788. g 291,225. h 509,890.		527,433. 370,631. 527,862.			11,419. <5,645.> <79,406.> <17,972.>
1 1 k		321,002.			36,004. <61,809.>
n 0					
	g gain in column (h) and owned by t (j) Adjusted basis as of 12/31/69	he foundation on 12/31/69 (k) Excess of col. (i) over col. (j), if any	Gains (excess of	ses (from col. (h)) of col. (h) gain over ot less than "-0-")	col. (k),
a b c					128. 211. 93,548.
d e f					146. 11,419. <5,645.>
g h					<79,406.> <17,972.> 36,004.
J k I					<61,809.> 11.
n 0					
2 Capital gain net income or (net ca	pital loss) { If gain, also enter	in Part I, line 7		•	<23,365.>

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

FORM 990-PF INTEREST ON SAVINGS A	ND TEMPORARY CA	ASH INVESTM	ENTS	STATEMENT	1
SOURCE				AMOUNT	
FIRST MANHATTAN CO ACCT 37Z-500036 FIRST MANHATTAN CO ACCT 37Z-500036 FIRST MANHATTAN CO ACCT 37Z-500036	7 - OID		_	100,4 46,3	
PERIODIC INTEREST	/ - OTHER			27,1	88.
TOTAL TO FORM 990-PF, PART I, LINE	3, COLUMN A		_	174,0	23.
FORM 990-PF DIVIDENDS AND	INTEREST FROM	SECURITIES		STATEMENT	2
SOURCE	GROSS AMOUNT	CAPITAL GA DIVIDENI		COLUMN (A)
BAUPOST VALUE PARTNERS, L.P.	43,239.	•	0.	43,2	39.
FIRST MANHATTAN CO ACCT 37Z-500367 HAWKEYE CAPITAL, L.P. HAWKEYE CAPITAL, L.P. PLAINS ALL AMERICAN PIPELINE,	108,529. 17,664. 12,044.		0. 0. 0.	108,5 17,6 12,0	64.
L.P. PLAINS ALL AMERICAN PIPELINE,	15.		0.		15.
L.P.	40.		0.		40.
TOTAL TO FM 990-PF, PART I, LN 4	181,531.		<u> </u>	181,5	31.
FORM 990-PF O	THER INCOME			STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS		EST-	(C) ADJUSTE NET INCO	
BAUPOST VALUE PARTNERS, L.P ORDINARY BUSIESS INCOME BAUPOST VALUE PARTNERS, L.P	1,3	380.	1,380.	***************************************	
OTHER INCOME	<25,6	510.> <25	5,610.	>	
HAWKEYE CAPITAL, L.P OTHER INCOME PLAINS ALL AMERICAN PIPELINE, LP -		259.> <4	1,259.	>	
ORDINARY BUSINESS INC.		352.	852.		
TOTAL TO FORM 990-PF, PART I, LINE	11 <27,6	537.> <27	7,637.	>	

					
FORM 990-PF	ACCOUNTI	NG FEES	STATEMENT 4		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NUTTER, MCCLENNEN & FISH, LLP	2,000.	1,500.		500.	
TO FORM 990-PF, PG 1, LN 16B	2,000.	1,500.		500.	
FORM 990-PF C	OTHER PROFES	SIONAL FEES	S	TATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITABLE PURPOSES	
FIRST MANHATTAN CO CUSTODY FEES	105,055.	78,791.		26,264.	
TO FORM 990-PF, PG 1, LN 16C	105,055.	78,791.		26,264.	
FORM 990-PF	TAX	ES	S	TATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITABLE PURPOSES	
FOREIGN TAX W/H FROM DIVIDENDS FOREIGN TAX W/H - PLAINS	1,597.	1,597.		0.	
AAP, L.P.	401.	401.		0.	
FOREIGN TAX W/H - HAWKEYE CAP. L.P. FOREIGN TAX W/H - BAUPOST	258.	258.		0.	
VALUE PARTNERS, L.P. STATE TAX W/H - BAUPOST	122.	122.		0.	
VALUE PARTNERS, L.P.	97.	97.		0.	
TO FORM 990-PF, PG 1, LN 18	2,475.	2,475.		0.	
-					

	STATEMENT				
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME			
BAUPOST VALUE PARTNERS, L.P OTHER DEDUCTIONS FORM PC FILING FEE	1,523. 500.	1,523.			0.
HAWKEYE CAPITAL, L.P INV. INT. EXP.	6,588.	6,588.			0.
HAWKEYE CAPITAL, L.P OTHER PORTFOLIO DEDUCTIONS	24,612.	24,612.			0.
TO FORM 990-PF, PG 1, LN 23		500			
FORM 990-PF OTHER INCREASES	IN NET ASS	ETS OR FIND B	AT, ANCES	STATEMENT	8
DESCRIPTION			_	AMOUNT	
BOOK VALUE ADJUSTMENT - PARTN	ERSHIPS			39,84	16.
TOTAL TO FORM 990-PF, PART II	I, LINE 3		:	39,84	16.
FORM 990-PF	CORPORAT	E STOCK		STATEMENT	
				JIAI EMENI	9
DESCRIPTION		ВО	OK VALUE	FAIR MARKET	
DESCRIPTION CORPORATE STOCK			OK VALUE 5,453,957.	FAIR MARKET	
	, LINE 10B			FAIR MARKET VALUE	2.
CORPORATE STOCK	CORPORAT		5,453,957.	FAIR MARKET VALUE 5,811,99 5,811,99	2.
CORPORATE STOCK TOTAL TO FORM 990-PF, PART II		E BONDS	5,453,957.	FAIR MARKET VALUE 5,811,99 5,811,99	10
CORPORATE STOCK TOTAL TO FORM 990-PF, PART II FORM 990-PF		E BONDS BOO	5,453,957. 5,453,957.	FAIR MARKET VALUE 5,811,99 5,811,99 STATEMENT FAIR MARKET	10

FORM 990-PF	OTHER	INVESTMENTS		STATEMENT	11
DESCRIPTION		VALUATION METHOD	BOOK VALUE	FAIR MARKE VALUE	T
HAWKEYE CAPITAL, L.P.		COST	1,993,597.	2,094,4	
BAUPOST VALUE PARTNERS, LP PLAINS ALL AMERICAN PIPELINE		COST COST	7,481,920. 94,528.	7,481,9 94,5	
TOTAL TO FORM 990-PF, PART II,	, LINE 1	13	9,570,045.	9,670,8	86.