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

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

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

Name of foundation  
**ZANE A THOMPSON CHARITABLE TRUST**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**P.O. BOX 55806**

City or town, state, and ZIP code  
**BOSTON, MA 02205-5806**

**A** Employer identification number  
**04-7025203**

**B** Telephone number (see instructions)  
**(617) 482-5270**

**C** If exemption application is pending, check here

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

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

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

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

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **1,153,686.**

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

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>					
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	26,303.	21,507.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	40,773.			
b	Gross sales price for all assets on line 6a <b>235,341.</b>				
7	Capital gain net income (from Part IV, line 2)		40,336.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
11	Gross profit or (loss) (attach schedule)				
12	Other income (attach schedule)	120.	120.		STMT 1
12	<b>Total. Add lines 1 through 11</b>	<b>67,196.</b>	<b>61,963.</b>		
13	Compensation of officers, directors, trustees, etc.	15,395.	15,395.		
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) <b>STMT 2</b>	50.	694.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) <b>STMT 3</b>	1,285.	25.		1,260.
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	<b>16,730.</b>	<b>16,114.</b>		<b>1,260.</b>
25	Contributions, gifts, grants paid	21,915.			21,915.
26	<b>Total expenses and disbursements. Add lines 24 and 25</b>	<b>38,645.</b>	<b>16,114.</b>		<b>23,175.</b>
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	28,551.			
b	Net investment income (if negative, enter -0-)		45,849.		
c	Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing . . . . .	NONE	NONE	NONE
	2 Savings and temporary cash investments . . . . .	95,678.	25,827.	25,827.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments - U.S. and state government obligations (attach schedule) . . . . .			
	b Investments - corporate stock (attach schedule) . STMT 4 . . . . .	286,798.	246,456.	237,367.
	c Investments - corporate bonds (attach schedule) . . . . .			
	11 Investments - land, buildings, and equipment: basis Less: accumulated depreciation ▶ (attach schedule)			
	12 Investments - mortgage loans . . . . .			
	13 Investments - other (attach schedule) . . . . . STMT 5 . . . . .	741,637.	880,382.	890,492.
	14 Land, buildings, and equipment: basis Less: accumulated depreciation ▶ (attach schedule)			
15 Other assets (describe ▶ )				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	1,124,113.	1,152,665.	1,153,686.	
Liabilities	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ )			
23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .				
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶</b> <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶</b> <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .	1,124,113.	1,152,665.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
29 Retained earnings, accumulated income, endowment, or other funds . . . . .				
30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	1,124,113.	1,152,665.		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,124,113.	1,152,665.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	1,124,113.
2 Enter amount from Part I, line 27a . . . . .	2	28,551.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6 . . . . .	3	1.
4 Add lines 1, 2, and 3 . . . . .	4	1,152,665.
5 Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,152,665.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a 230,575.		195,005.	35,570.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a			35,570.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2	40,336.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	23,613.	1,110,490.	0.021264
2009	15,917.	526,664.	0.030222
2008	20,700.	527,132.	0.039269
2007			
2006			

2 Total of line 1, column (d)	2	0.090755
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.030252
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,201,581.
5 Multiply line 4 by line 3	5	36,350.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	458.
7 Add lines 5 and 6	7	36,808.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	23,175.

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

Table with 11 rows for excise tax calculations. Includes sub-sections 1a-11 and a sub-table for credits/payments (6a-6d). Values include 917, NONE, 1,250, and 333.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, Yes, and No. Includes questions about political influence, tax on political expenditures, and state reporting.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 

11		X
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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
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13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 

13	X	
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Website address  N/A

14 The books are in care of  FIDUCIARY TRUST COMPANY Telephone no.  (617) 482-5270  
 Located at  175 FEDERAL STREET, BOSTON, MA ZIP + 4  02110

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
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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? . . . . . 

	Yes	No
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.

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	N/A
----	-----

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
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2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . .  Yes  No  
 If "Yes," list the years

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) . . . . . 

2b		X
----	--	---

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .  Yes  No

b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) . . . . . 

3b	N/A
----	-----

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 

4a		X
----	--	---

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? . . . . . 

4b		X
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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		15,395.	-0-	-0-

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

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

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

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

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,219,879.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,219,879.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,219,879.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	18,298.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,201,581.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	60,079.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	60,079.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	917.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	917.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	59,162.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	59,162.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	59,162.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	23,175.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	23,175.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	23,175.

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				59,162.
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only . . . . .			47,535.	
<b>b</b> Total for prior years: 20 09, 20 , 20		NONE		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . .	NONE			
<b>b</b> From 2007 . . . . .	NONE			
<b>c</b> From 2008 . . . . .	NONE			
<b>d</b> From 2009 . . . . .	NONE			
<b>e</b> From 2010 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ 23,175.				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			23,175.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2011 distributable amount . . . . .				NONE
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			*SEE ATTACHED *24,360.	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				59,162.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007 . . . . .	NONE			
<b>b</b> Excess from 2008 . . . . .	NONE			
<b>c</b> Excess from 2009 . . . . .	NONE			
<b>d</b> Excess from 2010 . . . . .	NONE			
<b>e</b> Excess from 2011 . . . . .	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
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
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
(3) Largest amount of support from an exempt organization
(4) Gross investment income

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
N/A
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
N/A
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
a The name, address, and telephone number of the person to whom applications should be addressed:
b The form in which applications should be submitted and information and materials they should include:
c Any submission deadlines:
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV** Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><b>a</b> Paid during the year</p> <p>SEE STATEMENT 9</p>				
<b>Total</b> .....				21,915.
<p><b>b</b> Approved for future payment</p>				
<b>Total</b> .....				3b



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. BY: HOWARD S. COWAN FIDUCIARY TRUST CO., TRUSTEE VICE PRESIDENT

Paid Preparer Use Only Print/Type preparer's name MARK SPENCER Preparer's signature Date 10/30/12 Check if self-employed PTIN P00709770 Firm's name FIDUCIARY TRUST COMPANY Firm's EIN 04-1309690 Firm's address P.O. BOX 55806 BOSTON, MA 02205-5806 Phone no. 617-482-5270

**ZANE A. THOMPSON CHARITABLE TRUST**  
**04-7025203**  
**2011 FORM 990-PF, PART XIII – UNDISTRIBUTED INCOME**

Line 6e: Due to an administrative oversight, \$24,360.00 of undistributed income from tax year 2010 remained undistributed at the end of tax year 2011. To correct this event, the Foundation made the following distributions:

January 24, 2012	\$2,712.50	Boston Athenaeum
January 24, 2012	\$5,407.90	New England Historic Genealogical Society
January 24, 2012	\$8,120.40	University of Maine Foundation
January 24, 2012	\$8,120.41	President and Fellows of Harvard College

Acknowledgements from the above named charities are attached.

We respectfully request abatement under IRC Section 4963 of any excise taxes for undistributed income. The event was not a result of willful neglect and was corrected immediately upon discovery.

ZANE A. THOMPSON CHARITABLE TRUST  
RECEIPT

On behalf of The Boston Athenaeum, the undersigned hereby acknowledges receipt from Fiduciary Trust Company, Trustee of the Zane A. Thompson Charitable Trust, dated May 22, 1967, as last amended by an instrument dated April 30, 1985 of a bequest under Article FIFTH A2 and A3 of said Trust in the amounts of Five Thousand Dollars (\$5,000.00) and Two Thousand Seven Hundred Twelve Dollars and 50/100 (\$2,712.50), representing such organization's share of income and principal, respectively, for calendar year 2011.

1/27/2012  
Date

By: Loren E. Beaul  
(Print Name):

FIDUCIARY TRUST

ZANE A. THOMPSON CHARITABLE TRUST  
RECEIPT

On behalf of The New England Historic Genealogical Society, the undersigned hereby acknowledges receipt from Fiduciary Trust Company, Trustee of the Zane A. Thompson Charitable Trust, dated May 22, 1967, as last amended by an instrument dated April 30, 1985 of a bequest under Article FIFTH A2 and A3 of said Trust in the amounts of Two Thousand Three Hundred Four Dollars and 60/100 (\$2,304.60) and Five Thousand Four Hundred Seven Dollars and 90/100 (\$5,407.90) representing such organization's share of income and principal, respectively, for calendar year 2011.

1/30/12  
Date

By: Ed G. MacMahon  
(Print Name): Edward G. MacMahon  
Dir. of Development

ZANE A. THOMPSON CHARITABLE TRUST  
RECEIPT

*Foundation*

On behalf of The University of Maine, the undersigned hereby acknowledges receipt from Fiduciary Trust Company, Trustee of the Zane A. Thompson Charitable Trust, dated May 22, 1967, as last amended by an instrument dated April 30, 1985 of a bequest under Article FIFTH A2 and A3 of said Trust in the amounts of Seven Thousand Three Hundred Four Dollars and 60/100 (\$7,304.60) and Eight Thousand One Hundred Twenty Dollars and 40/100 (\$8,120.40), representing such organization's share of income and principal, respectively, for calendar year 2011.

1/26/12  
Date

By: *Kevin J. Frazier, CFO*  
(Print Name): Kevin J. Frazier

FIDUCIARY TRUST

ZANE A. THOMPSON CHARITABLE TRUST  
RECEIPT

On behalf of The President and Fellows of Harvard College, the undersigned hereby acknowledges receipt from Fiduciary Trust Company, Trustee of the Zane A. Thompson Charitable Trust, dated May 22, 1967, as last amended by an instrument dated April 30, 1985 of a bequest under Article FIFTH A2 and A3 of said Trust in the amounts of Seven Thousand Three Hundred Four Dollars and 59/100 (\$7,304.59) and Eight Thousand One Hundred Twenty Dollars and 41/100 (\$8,120.41), representing such organization's share of income and principal, respectively, for calendar year 2011.

1/30/12  
Date

By:   
(Print Name):

**Gary F. Snerson**  
SENIOR VICE PRESIDENT  
ESTATES & SPECIAL INVESTMENTS

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					2,187.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,579.	
12,000.00		543.971 ALLIANZ NFJ INTL VALUE FUND PROPERTY TYPE: SECURITIES 9,258.00				P	08/05/2009	04/04/2011
5,000.00		348.675 DIAMOND HILL LARGE CAP FUND CL I PROPERTY TYPE: SECURITIES 4,603.00				P	02/08/2010	10/14/2011
25,000.00		3164.557 MOUNT LUCAS US FOCUSED EQUITY F PROPERTY TYPE: SECURITIES 21,171.00				P	02/08/2010	10/14/2011
12,000.00		1186.944 LATEEF FUND CL I PROPERTY TYPE: SECURITIES 9,816.00				P	02/08/2010	10/14/2011
21,611.00		1075.708 OAKMARK INTERNATIONAL FUND CL I PROPERTY TYPE: SECURITIES 17,580.00				P	VAR	04/04/2011
39,640.00		800. ISHARES MSCI EMERGING MKTS INDEX FU PROPERTY TYPE: SECURITIES 27,227.00				P	VAR	04/04/2011
11,164.00		175. ISHARES RUSSELL 2000 VALUE INDEX FU PROPERTY TYPE: SECURITIES 9,762.00				P	11/25/2009	10/24/2011
18,401.00		285. ISHARES MSCI ALL COUNTRY ASIA EX-JA PROPERTY TYPE: SECURITIES 18,079.00				P	12/03/2010	04/04/2011
52,432.00		984. PIMCO 1-5 YEAR US TIPS INDEX ETF PROPERTY TYPE: SECURITIES 51,000.00				P	03/08/2010	10/19/2011
25,485.00		650. TORTOISE ENERGY INFRASTRUCTURE CORP PROPERTY TYPE: SECURITIES 19,653.00				P	VAR	04/04/2011

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold	
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)		
7,842.00		200. TORTOISE ENERGY INFRASTRUCTURE CORP PROPERTY TYPE: SECURITIES 6,856.00				P	04/16/2010	04/04/2011	
							986.00		
TOTAL GAIN (LOSS) .....							-----	40,336.	
							=====		

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PROCEEDS FROM SALE OF STAMPS	120.	120.
	-----	-----
TOTALS	120.	120.
	=====	=====

ZANE A THOMPSON CHARITABLE TRUST

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX	50.	
FOREIGN TAX WITHHELD ON DIVS		694.
TOTALS	50.	694.

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TAX PREP FEE	1,135.		1,135.
FILING FEE	125.		125.
APPRAISAL FEE	25.	25.	
TOTALS	1,285.	25.	1,260.

BOOK VALUE ASSET STATEMENT  
AS OF 12/31/11

04-7025203

ZANE A THOMPSON CHARITABLE TRUST

FORM 990-PF, PART II - BALANCE SHEET

PAR VALUE SHARES/UNITS	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	ESTIMATED ANNUAL INCOME
<b>CASH/CASH EQUIVALENTS</b>					
25827.84	DREYFUS GOV'T CASH MANAGEMENT-INSTL SHS	25,827.84	25,827.84	25,827.84	0.01
<b>EQUITIES/COMMON STOCK - STATEMENT 4</b>					
500.00	ISHARES BARCLAYS 1-3 YEAR CREDIT BOND	52,246.95	52,246.95	52,100.00	992.00
600.00	ISHARES CORE S&P 500 ETF	75,444.00	79,040.23	75,576.00	1,562.40
300.00	SPDR GOLD TRUST	38,529.38	38,529.38	45,597.00	
1000.00	TORTOISE MLP FUND	27,084.10	27,084.10	25,770.00	1,650.00
760.00	VANGUARD MSCI EMERGING MARKETS INDEX ETF	37,992.40	37,992.40	29,039.60	688.56
400.00	WISDOMTREE GLOBAL EX US REAL ESTATE	11,562.65	11,562.65	9,284.00	588.80
<b>TOTAL EQUITIES/COMMON STOCK</b>		242,859.48	246,455.71	237,366.60	5,481.76
<b>MUTUAL FUND INVESTMENTS - STATEMENT 5</b>					
6753.60	ABSOLUTE STRATEGIES FUND INST'L	71,270.06	71,418.85	74,627.28	249.88
2337.103	ALLIANZ NFJ INTL VALUE FUND	43,241.61	42,587.56	42,208.08	1,201.27
1916.933	ASPEN MANAGED FUTURES STRATEGY FUND I	18,000.00	18,000.00	17,865.82	0.00
4196.78	DIAMOND HILL LARGE CAP FUND CL I	55,397.49	55,397.49	62,993.67	658.89
3361.945	FRANKLIN INT'L SMALL CAP GROWTH ADV	51,120.47	51,120.47	45,789.69	971.60
1385.087	FRONTEGRA NETOLS SMALL CAP VALUE INSTL	15,000.00	15,000.00	16,967.32	2.77
3789.096	HUSSMAN STRATEGIC GROWTH FUND	48,624.84	48,730.61	47,098.46	106.09
3228.828	JP MORGAN RESEARCH MKT NEUTRAL FUND	50,000.00	50,000.00	46,495.12	0.00
6068.195	LATEEF FUND CL I	50,183.97	50,183.97	62,016.95	42.48
514.228	MATTHEWS PACIFIC TIGER FUND - INSTL	12,167.35	12,167.35	10,449.11	78.16

BOOK VALUE ASSET STATEMENT

PAGE 2  
ACCOUNT NO. 90628700

AS OF 12/31/11

04-7025203

ZANE A THOMPSON CHARITABLE TRUST

*FIRM 990-PF, PART II - BALANCE SHEET*

PAR VALUE SHARES/UNITS	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	ESTIMATED ANNUAL INCOME
<b>MUTUAL FUND INVESTMENTS (CONT.) - STATEMENT 5</b>					
3517.109	MERGER FUND	56,267.55	56,267.55	54,831.73	1,062.17
5804.053	MOUNT LUCAS US FOCUSED EQUITY FUND I	38,829.11	38,829.11	46,026.14	301.81
1895.735	PRINCETON FUTURES STRATEGY FUND I	20,000.00	20,000.00	18,388.63	170.62
11133.276	TEMPLETON GLOBAL BOND FUND ADVISOR CL	142,193.45	142,353.67	137,718.62	7,058.50
2686.183	THOMAS WHITE INTERNATIONAL FUND	44,900.54	44,900.54	39,997.26	781.68
1628.586	THORNBERG INTL VALUE FUND I	40,000.00	40,000.00	40,030.64	625.38
1826.651	VANGUARD GNMA FUND INVESTOR SHS	20,127.21	20,127.21	20,221.03	648.46
7974.388	VANGUARD LTD-TERM TAX-EXEMPT FD INV SHS	88,033.58	88,033.58	88,994.17	1,961.70
1194.35	WALTHAUSEN SMALL CAP VALUE FUND	15,263.87	15,263.87	17,771.93	0.00
<b>TOTAL MUTUAL FUND INVESTMENTS</b>		880,621.10	880,381.83	890,491.65	15,921.46
<b>TOTAL INVESTMENTS</b>		1,149,308.42	1,152,665.38	1,153,686.09	
	PRINCIPAL CASH	0.00	0.00	0.00	
	PRINCIPAL CASH RECEIVABLES	0.00	0.00	0.00	
	PRINCIPAL CASH PAYABLES	0.00	0.00	0.00	
<b>GRAND TOTAL</b>		1,149,308.42	1,152,665.38	1,153,686.09	21,403.23
<b>INCOME CASH</b>					0.00
<b>INCOME CASH RECEIVABLES</b>					0.00
<b>INCOME CASH PAYABLES</b>					0.00

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

=====

DESCRIPTION  
-----

AMOUNT  
-----

ROUNDING ADJUSTMENT

1.

TOTAL

1.

-----  
=====

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

=====

OFFICER NAME:

FIDUCIARY TRUST COMPANY

ADDRESS:

175 FEDERAL STREET

BOSTON, MA 02110

TITLE:

TRUSTEE

COMPENSATION ..... 15,395.

TOTAL COMPENSATION: 15,395.

=====

=====

RECIPIENT NAME:

UNIVERSITY OF MAINE FOUNDATION

ADDRESS:

2 ALUMNI PLACE  
ORONO, ME 04469-5792

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID ..... 7,305.

RECIPIENT NAME:

PRESIDENT AND FELLOWS OF HARVARD  
COLLEGE

ADDRESS:

124 MOUNT AUBURN ST  
CAMBRIDGE, MA 02138

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID ..... 7,305.

RECIPIENT NAME:

NEW ENGLAND HISTORIC  
GENEALOGICAL SOCIETY

ADDRESS:

EDWARD MACMAHON/DIRECTOR OF DEVELOP  
BOSTON, MA 02116

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID ..... 2,305.

=====

RECIPIENT NAME:

BOSTON ATHENAEUM

ADDRESS:

10 1/2 BEACON STREET

BOSTON, MA 02108

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID ..... 5,000.

TOTAL GRANTS PAID:

21,915.

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