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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

2011

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

Name of foundation EDWARD J & VIRGINIA M ROUTHIER FOUNDATION	**A** Employer identification number 05-0485198
Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 870 WESTMINSTER STREET	**B** Telephone number (see instructions) (401) 454-2323
City or town, state, and ZIP code PROVIDENCE, RI 02903	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D** 1 Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 16,091,354. **J** Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis.)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	477,983.	471,692.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	759,829.			
	b	Gross sales price for all assets on line 6a 6,730,140.				
	7	Capital gain net income (from Part IV, line 2)		761,411.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,237,812.	1,233,103.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	106,276.	53,138.		53,138.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) STMT 2	500.			500.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	3,662.	1,162.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 4	50.			50.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	110,488.	54,300.	NONE	53,688.
	25	Contributions, gifts, grants paid	724,300.			724,300.
	26	**Total expenses and disbursements.** Add lines 24 and 25	834,788.	54,300.	NONE	777,988.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	403,024.			
	b	**Net investment income** (if negative, enter -0-)		1,178,803.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	150,009.	333,898.	333,898.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)	100,000.		
	b Investments - corporate stock (attach schedule)	7,987,893.		
	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	5,965,885.	14,274,419.	15,757,456.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	14,203,787.	14,608,317.	16,091,354.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	14,203,787.	14,608,317.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	14,203,787.	14,608,317.	
	31 Total liabilities and net assets/fund balances (see instructions)	14,203,787.	14,608,317.	

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	14,203,787.
2	Enter amount from Part I, line 27a	2	403,024.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	1,589.
4	Add lines 1, 2, and 3	4	14,608,400.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	83.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,608,317.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	6,712,669.		5,968,729.	743,940.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				743,940.
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	761,411.
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	759,528.	15,456,183.	0.049141
2009	717,145.	14,000,112.	0.051224
2008	893,108.	16,089,085.	0.055510
2007	889,330.	17,819,384.	0.049908
2006	877,075.	16,794,585.	0.052224

2	**Total** of line 1, column (d)	2	0.258007
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	0.051601
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	16,582,076.
5	Multiply line 4 by line 3	5	855,652.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,788.
7	Add lines 5 and 6	7	867,440.
8	Enter qualifying distributions from Part XII, line 4	8	777,988.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	23,576.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	23,576.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	23,576.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 7,688.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	7,688.
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** PD. EFTPS ▶	9	15,888.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RBS CITIZENS, N.A. Telephone no. ▶ (401)454-2323

Located at ▶ ONE CAPITAL PLAZA, PROVIDENCE, RI ZIP + 4 ▶ 02903

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)		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

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)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? **7b** N/A

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 8		106,276.	-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)*

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	16,623,175.
b	Average of monthly cash balances	1b	211,420.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	16,834,595.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	16,834,595.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	252,519.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,582,076.
6	**Minimum investment return.** Enter 5% of line 5	6	829,104.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	829,104.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	23,576.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	23,576.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	805,528.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	805,528.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	805,528.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	777,988.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	777,988.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	777,988.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				805,528.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			555,192.	
b Total for prior years 20 09 ,20 ___ ,20 ___		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 ... NONE				
b From 2007 ... NONE				
c From 2008 ... NONE				
d From 2009 ... NONE				
e From 2010 ... NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 777,988.				
a Applied to 2010, but not more than line 2a			555,192.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				222,796.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				582,732.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007 ... NONE				
b Excess from 2008 ... NONE				
c Excess from 2009 ... NONE				
d Excess from 2010 ... NONE				
e Excess from 2011 ... NONE				

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

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)

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

NONE

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

NONE

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

Check here ▶ [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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 16				
Total . . . . ▶ **3a**				724,300.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	477,983.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	759,829.	
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)				1,237,812.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,237,812.

(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). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Gregory J. Suchy — Signature of officer or trustee | 05/09/2012 — Date | TAX OFFICER — Title

GREGORY J. SUCHY

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	Jeffrey E Kuhlin	05/09/2012		P00353001
Firm's name ▶ KPMG LLP			Firm's EIN ▶ 13-5565207	
Firm's address ▶ 100 WESTMINSTER ST, 6TH FLOOR STE A PROVIDENCE, RI 02903-2321			Phone no. 855-549-6955	

JSA
1E1493 2 000
DKA132 L767 05/09/2012 08:50:51 30

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		477,983.	471,692.
	TOTAL	477,983.	471,692.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
TAX PREP FEE		500.	500.
	TOTALS	500.	500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
2011 FED EXTENSION BALANCE DUE	600.	
2012 FED ESTIMATED TAXES	3,062.	
FOREIGN TAXES		1,162.
TOTALS	3,662.	1,162.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
RI AG FILING FEE	50.	50.
TOTALS	50.	50.

EDWARD J & VIRGINIA M ROUTHIER FOUNDATION 05-0485198

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	5,965,885.	14,274,419.	15,757,456.
TOTALS		5,965,885.	14,274,419.	15,757,456.

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

DESCRIPTION	AMOUNT
TAX COST ADJUSTMENT - CAPITAL ONE WASH SALE	1,589.
TOTAL	1,589.

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

DESCRIPTION		AMOUNT
PURCHASE ACCRUED INTEREST		83.
	TOTAL	83.

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

OFFICER NAME:
RBS CITIZENS, N.A.
ADDRESS:
ONE CAPITAL PLAZA
PROVIDENCE, RI 02903
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 51,276.

OFFICER NAME:
JAMES E. MURPHY
ADDRESS:
2210 ONION CREEK PARKWAY, UNIT 1001
AUSTIN, TX 78747
TITLE:
DISTRIBUTION COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 2,000.

OFFICER NAME:
PETER ARDEN
ADDRESS:
60 TAYLOR DRIVE
EAST PROVIDENCE, RI 02916
TITLE:
DISTRIBUTION COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 3,000.

OFFICER NAME:
PHYLLIS NIGRIS
ADDRESS:
38 ROTARY DRIVE
JOHNSTON, RI 02919
TITLE:
DISTRIBUTION COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION .... 23,000.

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

OFFICER NAME:
DENNIS DIBENEDETTO
ADDRESS:
1130 TEN ROD RD., SUITE F201
NORTH KINGSTOWN, RI 02852
TITLE:
DISTRIBUTION COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION .... 23,000.

OFFICER NAME:
DAVID F RAMPONE
ADDRESS:
PO BOX C 954
SMITHFIELD, RI 02828
TITLE:
DISTRIBUTION COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 4,000.

TOTAL COMPENSATION: 106,276.

RECIPIENT NAME:
THE GOLF FOUNDATION OF RI
D/B/A BUTTON HOLE
ADDRESS:
ONE BUTTON HOLE DRIVE
PROVIDENCE, RI 02909
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 70,000.

RECIPIENT NAME:
HOME AND HOSPICE CARE OF RI
ADDRESS:
169 GEORGE STREET
PAWTUCKET, RI 02860
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
PROVIDENCE PUBLIC LIBRARY
ADDRESS:
225 WASHINGTON STREET
PROVIDENCE, RI 02903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
RHODE ISLAND FOUNDATION
ADDRESS:
ONE UNION STATION
PROVIDENCE, RI 02903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DONOR-ADVISED FUND
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 206,000.

RECIPIENT NAME:
KENT HOSPITAL
C/O ELIZABETH ZIMA, DIR OF DEV
ADDRESS:
455 TOLL GATE ROAD
WARWICK, RI 02886
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
ST JOHN BAPTIST DE LA SALLE
INSTITUTE/LASALLE ACADEMY
ADDRESS:
612 ACADEMY AVENUE
PROVIDENCE, RI 02908
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
ST MARY STAR OF THE SEA CHURCH
ADDRESS:
PO BOX 3329
NARRAGANSETT, RI 02882
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
RI SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS
ADDRESS:
186 AMARAL STREET
PROVIDENCE, RI 02915
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ST PAUL SCHOOL
C/O JOHN F. CORRY, PRESIDENT
ADDRESS:
1789 BROAD STREET
CRANSTON, RI 02905
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ST THOMAS MOORE CHURCH
ADDRESS:
53 ROCKLAND STREET
NARRAGANSETT, RI 02882
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
ST PHILOMENA SCHOOL
C/O DONNA BETTENCOURT-GLAVIN
ADDRESS:
344 CORY'S LANE
PORTSMOUTH, RI 02871
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
SOUTH COUNTY HOSPITAL
ANNE S. O'NEILL, DIR OF MAJOR GIFTS
ADDRESS:
100 KENYON AVENUE
WARWICK, RI 02879
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
ST PATRICK WORD OF GOD SCHOOL
C/O STEPHEN RAYMOND, PRESIDENT
ADDRESS:
244 SMITH STREET
PROVIDENCE, RI 02908
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
THUNDERMIST HEATLH CENTER
C/O LINDA REILLY, DIR OF DEV
ADDRESS:
450 CLINTON STREET
WOONSOCKET, RI 02895
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
PROVIDENCE COLLEGE
OFFICE OF INSTITUTIONAL ADV
ADDRESS:
1 CUNNINGHAM SQUARE
PROVIDENCE, RI 02918
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
MIRIAM HOSPITAL
C/O ARTHUR J. SAMPSON, EXEC DIR
ADDRESS:
164 SUMMIT AVENUE
PROVIDENCE, RI 02906
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
RHODE ISLAND HOSPITAL
C/O TIMOTHY J. BABINEAU, MD
ADDRESS:
593 EDDY STREET
PROVIDENCE, RI 02903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 9,300.

RECIPIENT NAME:
VIPS INSPIRING MINDS
C/O TERRI ADELMAN, EXEC DIR
ADDRESS:
763 WESTMINSTER STREET
PROVIDENCE, RI 02903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
WOMEN & INFANTS HOSPITAL OF RI
C/O KAREN DAVIE, PHILANTHROPY VP
ADDRESS:
101 DUDLEY STREET
PROVIDENCE, RI 02905
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
MASSACHUSETTS HOSPITAL RESEARCH
& EDUCATION ASSOCIATION
ADDRESS:
5 NEW ENGLAND EXECUTIVE PARK
BURLINGTON, MA 01803
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 50,000.

TOTAL GRANTS PAID: 724,300.

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust: EDWARD J & VIRGINIA M ROUTHIER FOUNDATION

Employer identification number: 05-0485198

Note: *Form 5227 filers need to complete **only** Parts I and II.*

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					9,125.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-19,004.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-9,879.

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					8,127.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	762,944.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	219.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	771,290.

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

Part III Summary of Parts I and II
Caution: *Read the instructions* **before** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-9,879.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			771,290.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			761,411.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* **Schedule D Tax Worksheet** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: EDWARD J & VIRGINIA M ROUTHIER FOUNDATION

Employer identification number: 05-0485198

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 650. ACTUANT CORP	04/26/2011	09/28/2011	13,234.00	17,274.00	-4,040.00
750. APPLIED INDUSTRIAL TE	03/07/2011	09/28/2011	21,154.00	23,889.00	-2,735.00
250. BUCKEYE TECHNOLOGIES	05/27/2011	09/28/2011	6,255.00	6,265.00	-10.00
3200. CBS CORP NEW CL B	09/28/2011	10/11/2011	72,412.00	69,609.00	2,803.00
905. CIGNA	09/28/2011	10/11/2011	39,117.00	38,910.00	207.00
225. CAPITAL ONE FINL CORP	09/28/2011	10/20/2011	9,014.00	9,463.00	-449.00
300. CIMAREX ENERGY CO	06/14/2011	09/28/2011	17,625.00	25,736.00	-8,111.00
545. COLGATE-PALMOLIVE CO.	09/28/2011	10/25/2011	49,597.00	48,925.00	672.00
500. DARLING INTERNATIONAL	03/02/2011	09/28/2011	6,420.00	6,879.00	-459.00
1000. DARLING INTERNATIONA	03/10/2011	12/05/2011	13,980.00	13,856.00	124.00
400. ENDO PHARMACEUTICALS	04/18/2011	09/28/2011	11,364.00	15,506.00	-4,142.00
250000. FED FARM CR BKS 6/03/19	10/13/2010	09/21/2011	250,000.00	250,000.00	
50. FORTUNE BRANDS INC	06/16/2010	03/30/2011	3,057.00	2,298.00	759.00
250. GARDNER DENVER INC	12/30/2010	09/28/2011	16,537.00	17,368.00	-831.00
150. HERSHEY FOODS CORP.	09/28/2011	12/02/2011	8,685.00	8,876.00	-191.00
1500. ILLINOIS TOOL WORKS	09/28/2011	10/26/2011	68,420.00	65,577.00	2,843.00
500. MKS INSTRUMENTS INC	03/07/2011	09/28/2011	11,203.00	15,595.00	-4,392.00
150. MKS INSTRUMENTS INC	05/19/2011	09/28/2011	3,361.00	3,876.00	-515.00
4300. PNM RES INC	09/28/2011	12/12/2011	75,686.00	71,421.00	4,265.00
250. PVH CORP COM	12/30/2010	09/28/2011	16,236.00	15,915.00	321.00
1400. PEABODY ENERGY CORP	09/28/2011	10/11/2011	51,982.00	51,259.00	723.00
1000. QLOGIC CORP	01/19/2011	09/28/2011	13,430.00	17,990.00	-4,560.00
8.232 VANGUARD ADMIRAL FIX #539	12/30/2010	01/05/2011	88.00	89.00	-1.00
1000. ZIMMER HLDGS INC.	09/28/2011	10/25/2011	54,415.00	55,700.00	-1,285.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -19,004.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

JSA
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Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side: EDWARD J & VIRGINIA M ROUTHIER FOUNDATION

Employer identification number: 05-0485198

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1500. AGCO CORP	10/15/2008	09/28/2011	56,495.00	63,861.00	-7,366.00
1000. ALBERTO CULVER CO NE	07/09/2009	05/10/2011	37,500.00	24,938.00	12,562.00
400. ALLIANCE DATA SYS COR	08/05/2010	09/28/2011	37,871.00	24,420.00	13,451.00
1500. AMERICAN TOWER CORP	09/23/2008	09/28/2011	81,001.00	55,200.00	25,801.00
500. AMGEN INC.	07/09/2009	09/28/2011	28,250.00	29,104.00	-854.00
300. APPLE COMPUTER INC.	01/30/2008	09/28/2011	120,133.00	39,533.00	80,600.00
1000. AVNET, INC.	06/11/2010	09/28/2011	27,370.00	28,041.00	-671.00
700. BAKER HUGHES INC	10/04/2001	09/28/2011	35,192.00	21,879.00	13,313.00
750. C R BARD INC	04/09/2007	09/28/2011	66,156.00	61,680.00	4,476.00
400. BECTON DICKINSON & CO	04/09/2007	09/28/2011	29,524.00	31,396.00	-1,872.00
750. BERKSHIRE HATHAWAY IN NEW	11/21/2008	09/28/2011	53,918.00	41,236.00	12,682.00
750. CAPITAL ONE FINL CORP	09/03/2010	10/20/2011	30,047.00	31,636.00	-1,589.00 *
48. CATERPILLAR TRACTOR CO	03/24/2005	03/30/2011	5,345.00	2,257.00	3,088.00
1500. CATERPILLAR TRACTOR	03/24/2005	09/28/2011	115,054.00	70,538.00	44,516.00
500. CEPHALON INC	05/19/2009	09/28/2011	40,445.00	31,356.00	9,089.00
1000. CERNER CORP	07/09/2009	09/28/2011	71,309.00	29,024.00	42,285.00
50. CHIPOTLE MEXICAN GRILL	07/02/2008	02/11/2011	13,559.00	4,126.00	9,433.00
50. CHIPOTLE MEXICAN GRILL	07/02/2008	02/17/2011	13,351.00	4,126.00	9,225.00
50. CHIPOTLE MEXICAN GRILL	07/02/2008	03/30/2011	13,605.00	4,126.00	9,479.00
50. CHIPOTLE MEXICAN GRILL	07/02/2008	05/17/2011	13,634.00	4,126.00	9,508.00
150. CHIPOTLE MEXICAN GRIL	07/02/2008	09/07/2011	46,321.00	12,378.00	33,943.00
350. CHIPOTLE MEXICAN GRIL	07/02/2008	09/28/2011	112,855.00	28,881.00	83,974.00
1300. CISCO SYSTEMS	04/04/2001	09/28/2011	20,865.00	60,981.00	-40,116.00
100. COCA-COLA CO.	07/02/2008	09/28/2011	6,839.00	5,156.00	1,683.00
1500. CORELOGIC INC COM	05/19/2009	05/19/2011	27,533.00	21,832.00	5,701.00

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

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

EDWARD J & VIRGINIA M ROUTHIER FOUNDATION

Employer identification number 05-0485198

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100. CREE INC	06/25/2010	09/28/2011	2,786.00	6,360.00	-3,574.00
500. CREE INC	09/15/2010	12/05/2011	12,345.00	30,159.00	-17,814.00
3500. DENTSPLY INTL INC NE	04/09/2007	09/28/2011	111,024.00	77,400.00	33,624.00
1379. DEVON ENERGY CORP NE	10/08/2008	09/28/2011	79,238.00	157,564.00	-78,326.00
100. DOLLAR TREE INC	10/22/2009	09/28/2011	7,702.00	3,205.00	4,497.00
14. EATON CORP.	09/23/2008	03/30/2011	766.00	460.00	306.00
3000. EATON CORP.	09/23/2008	09/28/2011	110,163.00	98,466.00	11,697.00
1000. ECOLAB, INC.	06/08/2004	09/28/2011	49,740.00	31,111.00	18,629.00
2350. EMERSON ELECTRIC CO.	11/27/2006	09/28/2011	103,379.00	101,332.00	2,047.00
1150. ENERGIZER HLDGS INC	07/02/2008	09/28/2011	80,104.00	82,659.00	-2,555.00
250000. FED HOME LN MTG CR 12/12/18	04/30/2009	12/12/2011	250,000.00	249,625.00	375.00
250000. FED HOME LN BK 5/13/11	06/17/2004	05/13/2011	250,000.00	251,250.00	-1,250.00
1500. FIRST AMERICAN FINAN	05/19/2009	09/28/2011	19,487.00	14,931.00	4,556.00
1774. FIRSTMERIT CORP	05/19/2009	09/28/2011	20,037.00	33,786.00	-13,749.00
2100. FLUOR CORP	10/15/2008	09/28/2011	104,409.00	87,781.00	16,628.00
450. FORTUNE BRANDS INC	06/16/2010	09/28/2011	25,578.00	20,679.00	4,899.00
500. FRANKLIN RESOURCES IN	07/02/2008	09/28/2011	49,494.00	46,035.00	3,459.00
2500. GENERAL MILLS INC	04/02/2009	09/28/2011	97,185.00	63,938.00	33,247.00
1000. GLOBAL PAYMENTS INC	05/19/2009	09/28/2011	40,529.00	32,375.00	8,154.00
600. HANCOCK HOLDING CO	04/09/2010	09/28/2011	16,330.00	25,312.00	-8,982.00
150. HANESBRANDS INC	07/02/2008	03/30/2011	4,099.00	4,237.00	-138.00
2000. HANESBRANDS INC	07/02/2008	09/28/2011	50,921.00	56,493.00	-5,572.00
350. HANESBRANDS INC	07/02/2008	12/05/2011	8,207.00	9,886.00	-1,679.00
2250. HANOVER INS GROUP IN	07/02/2008	09/28/2011	78,689.00	96,226.00	-17,537.00
1000. HERSHEY FOODS CORP.	07/09/2009	12/02/2011	57,902.00	36,946.00	20,956.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.
EDWARD J & VIRGINIA M ROUTHIER FOUNDATION

Employer identification number
05-0485198

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100. HEWLETT PACKARD CO	02/13/2009	03/30/2011	4,123.00	3,602.00	521.00
2650. HEWLETT PACKARD CO	02/13/2009	09/28/2011	61,956.00	95,453.00	-33,497.00
600. HUBBELL INC. CLASS B	06/11/2010	09/28/2011	30,798.00	25,623.00	5,175.00
61. INTEL CORP	01/15/2008	03/30/2011	1,235.00	1,415.00	-180.00
200. INTEL CORP	01/15/2008	09/28/2011	4,470.00	4,638.00	-168.00
2. IBM	02/13/2009	03/30/2011	326.00	189.00	137.00
100. IBM	02/13/2009	09/28/2011	17,870.00	9,428.00	8,442.00
1188. MFC ISHARES TR MSCI FD	06/03/2004	12/05/2011	60,789.00	54,711.00	6,078.00
3000. MFC ISHARES TR MSCI FD	09/23/2008	12/06/2011	153,184.00	174,762.00	-21,578.00
753. ISHARES TR RUSSELL MI FD	02/21/2006	12/06/2011	74,930.00	69,577.00	5,353.00
1000. ISHARES TR RUSSELL 2	07/07/2005	12/06/2011	65,719.00	64,970.00	749.00
100. ITRON INC	06/25/2010	09/28/2011	3,299.00	6,439.00	-3,140.00
500. ITRON INC	08/02/2010	12/05/2011	18,225.00	31,676.00	-13,451.00
600. MSC INDL DIRECT INC C	07/20/2010	09/28/2011	34,107.00	32,253.00	1,854.00
650. MCDONALDS CORP.	04/09/2007	09/28/2011	57,778.00	29,913.00	27,865.00
500. MEADWESTVACO CORP	02/10/2010	09/28/2011	12,800.00	11,454.00	1,346.00
400. METTLER TOLEDO INTERN	06/03/2010	09/28/2011	57,831.00	46,095.00	11,736.00
400. MOHAWK INDS INC	04/08/2010	09/28/2011	17,716.00	21,563.00	-3,847.00
2250. MOLSON COORS BREWING	07/02/2008	09/28/2011	89,841.00	123,703.00	-33,862.00
250. NYSE EURONEXT INC	08/06/2008	02/09/2011	9,550.00	10,719.00	-1,169.00
500. NYSE EURONEXT INC	08/06/2008	05/16/2011	18,225.00	21,437.00	-3,212.00
1500. NYSE EURONEXT INC	10/15/2008	09/28/2011	36,655.00	50,704.00	-14,049.00
488. NEXTERA ENERGY INC CO	02/13/2009	09/28/2011	26,493.00	24,863.00	1,630.00
700. NORFOLK SOUTHERN CORP	08/06/2008	09/28/2011	43,405.00	50,878.00	-7,473.00
1498. NORTHERN TRUST CORP.	07/02/2008	09/28/2011	52,684.00	104,470.00	-51,786.00

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

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

EDWARD J & VIRGINIA M ROUTHIER FOUNDATION

Employer identification number 05-0485198

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 500. NVIDIA CORP	03/11/2008	01/25/2011	11,945.00	10,059.00	1,886.00
1000. NVIDIA CORP	09/23/2008	03/03/2011	20,450.00	17,192.00	3,258.00
500. NVIDIA CORP	09/23/2008	03/17/2011	8,826.00	5,655.00	3,171.00
6000. NVIDIA CORP	11/21/2008	09/28/2011	79,796.00	46,788.00	33,008.00
500. PRAXAIR INC. NY COM	12/22/2009	09/28/2011	47,520.00	39,804.00	7,716.00
1150. PRECISION CAST PARTS	10/15/2008	09/28/2011	189,773.00	91,231.00	98,542.00
25. PRICELINE COM INC	07/02/2008	02/17/2011	11,465.00	2,731.00	8,734.00
25. PRICELINE COM INC	07/02/2008	03/30/2011	12,618.00	2,731.00	9,887.00
25. PRICELINE COM INC	07/02/2008	05/18/2011	12,953.00	2,731.00	10,222.00
150. PRICELINE COM INC	07/02/2008	09/07/2011	80,583.00	16,385.00	64,198.00
600. PRICELINE COM INC	10/15/2008	09/28/2011	303,621.00	52,078.00	251,543.00
2750. QEP RES INC	10/15/2008	09/28/2011	77,813.00	104,403.00	-26,590.00
2350. QUEST DIAGNOSTIC INC	06/08/2004	09/28/2011	117,768.00	100,869.00	16,899.00
2750. QUESTAR CORP.	10/15/2008	09/28/2011	48,703.00	50,481.00	-1,778.00
4500. SEI INVESTMENTS COMP	07/02/2008	09/28/2011	70,675.00	124,135.00	-53,460.00
1600. SCHLUMBERGER LTD	02/13/2009	09/28/2011	98,271.00	55,627.00	42,644.00
4500. CHARLES SCHWAB CORP	07/02/2008	09/28/2011	51,380.00	94,905.00	-43,525.00
1900. SEMPRA ENERGY	07/02/2008	09/28/2011	97,194.00	108,585.00	-11,391.00
150. SNAP ON INC	07/02/2008	03/30/2011	9,021.00	7,697.00	1,324.00
2350. SNAP ON INC	07/02/2008	09/28/2011	108,697.00	120,579.00	-11,882.00
584. SOUTHERN CO	02/13/2009	09/28/2011	24,861.00	18,517.00	6,344.00
150. STERICYCLE INC	02/14/2008	05/27/2011	13,369.00	8,180.00	5,189.00
600. STERICYCLE INC	02/14/2008	09/28/2011	49,259.00	32,719.00	16,540.00
1500. TJX COMPANIES	04/03/2009	09/28/2011	87,010.00	39,088.00	47,922.00
1128. THERMO ELECTRON	09/23/2008	09/28/2011	57,921.00	63,055.00	-5,134.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.	Employer identification number
EDWARD J & VIRGINIA M ROUTHIER FOUNDATION	05-0485198

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 500. THERMO ELECTRON	09/23/2008	12/06/2011	23,490.00	27,950.00	-4,460.00
700. TRACTOR SUPPLY CO	06/17/2010	09/28/2011	46,867.00	23,200.00	23,667.00
3000. VALERO ENERGY CORP N	10/15/2008	09/28/2011	56,172.00	84,010.00	-27,838.00
9000. VANGUARD FIXED INC S	11/26/2008	01/05/2011	82,620.00	69,120.00	13,500.00
10000. VANGUARD FIXED INC	11/26/2008	01/21/2011	91,900.00	76,800.00	15,100.00
1763.78 VANGUARD ADMIRAL F #539	09/23/2008	01/05/2011	18,961.00	17,920.00	1,041.00
2000. VANGUARD ADMIRAL FIX #539	09/23/2008	01/21/2011	21,560.00	20,320.00	1,240.00
1500. VARIAN MED SYS INC	04/09/2007	09/28/2011	78,424.00	72,886.00	5,538.00
1000. VARIAN MED SYS INC	04/09/2007	12/05/2011	63,881.00	48,591.00	15,290.00
100. VEECO INSTRS INC DEL	03/15/2010	09/28/2011	2,741.00	3,885.00	-1,144.00
500. VEECO INSTRS INC DEL	06/11/2010	12/20/2011	11,005.00	19,051.00	-8,046.00
200. WASTE MGMT INC	04/09/2007	09/28/2011	6,376.00	6,956.00	-580.00
500. WHIRLPOOL CORP	09/10/2010	09/28/2011	25,660.00	40,593.00	-14,933.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 762,944.00

* INDICATES WASH SALE

Citizens Bank

Investment Detail

1011000633 | ROUTHIER FOUNDATION 06-Apr-2012 2:44 PM ET

Asset Types: Balanced Funds, Cash & Cash Equivalents, Equities, Fixed Income -Non Taxable, Fixed Income -Taxable, Other, Real Estate

Data Current as of: 31-Dec-2011

SUMMARY

Asset Type	Current Allocation	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Cash Equivalents	2.075%	$333,898.34	$333,898.34	$0.00
Equities	57.344%	$9,227,494.89	$8,115,599.05	$1,111,895.84
Fixed Income -Taxable	40.581%	$6,529,961.47	$6,158,820.06	$371,141.41
Totals		**$16,091,354.70**	**$14,608,317.45**	**$1,483,037.25**

DETAIL

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Cash Equivalents: 2.075%								
CASH - PRINCIPAL	- - - -	0.002%	360.0000	1.0000		$360.00	$360.00	$0.00
RBS CITIZENS N.A. CASH SWEEP ACCOUNT Ticker:PP510QGQ0 | Asset ID:990110702	990110702 - - PP510QGQ0	2.073%	333,538.3400	100.0000%	31-Dec-2011	$333,538.34	$333,538.34	$0.00
Subtotal		**2.075%**				**$333,898.34**	**$333,898.34**	**$0.00**
Equities: 57.344%								
3M CO Ticker:MMM | Asset ID:88579Y101	88579Y101 US88579Y1010 - MMM	0.660%	1,300.0000	81.7300	30-Dec-2011	$106,249.00	$97,060.34	$9,188.66
ABBOTT LABORATORIES Ticker:ABT | Asset ID:002824100	002824100 US0028241000 - ABT	0.921%	2,635.0000	56.2300	30-Dec-2011	$148,166.05	$136,963.05	$11,203.00
AETNA INC NEW Ticker:AET | Asset ID:00817Y108	00817Y108 US00817Y1082 - AET	0.577%	2,200.0000	42.1900	30-Dec-2011	$92,818.00	$84,031.42	$8,786.58
AFFILIATED MANAGERS GROUP INC Ticker:AMG | Asset ID:008252108	008252108 US0082521081 - AMG	0.656%	1,100.0000	95.9500	30-Dec-2011	$105,545.00	$90,238.50	$15,306.50
AMERICAN TOWER CORP Asset ID:029912201	029912201 US0299122012 - -	0.373%	1,000.0000	60.0100	30-Dec-2011	$60,010.00	$36,800.00	$23,210.00
AMETEK INC Ticker:AME | Asset	031100100 US0311001004	0.549%	2,100.0000	42.1000	30-Dec-2011	$88,410.00	$90,699.63	($2,289.63)

ID:031100100	- AME							
ANADARKO PETE CORP. Ticker:APC | Asset ID:032511107	032511107 US0325111070 - APC	0.379%	800.0000	76.3300	30-Dec-2011	$61,064.00	$55,773.76	$5,290.24
APARTMENT INVT & MGMT CO Ticker:AIV | Asset ID:03748R101	03748R101 US03748R1014 2057059 AIV	0.342%	2,400.0000	22.9100	30-Dec-2011	$54,984.00	$55,779.36	($795.36)
APPLE COMPUTER INC. Ticker:AAPL | Asset ID:037833100	037833100 US0378331005 - AAPL	1.384%	550.0000	405.0000	30-Dec-2011	$222,750.00	$70,350.38	$152,399.62
AT & T INC Ticker:T | Asset ID:00206R102	00206R102 US00206R1023 - T	0.816%	4,344.0000	30.2400	30-Dec-2011	$131,362.56	$149,066.44	($17,703.88)
BAKER HUGHES INC Ticker:BHI | Asset ID:057224107	057224107 US0572241075 - BHI	0.514%	1,700.0000	48.6400	30-Dec-2011	$82,688.00	$59,357.50	$23,330.50
BB&T CORP Ticker:BBT | Asset ID:054937107	054937107 US0549371070 - BBT	0.634%	4,055.0000	25.1700	30-Dec-2011	$102,064.35	$94,266.59	$7,797.76
BECTON DICKINSON & CO Ticker:BDX | Asset ID:075887109	075887109 US0758871091 - BDX	0.263%	566.0000	74.7200	30-Dec-2011	$42,291.52	$44,425.34	($2,133.82)
BERKSHIRE HATHAWAY INC DEL CL B NEW Ticker:BRKB | Asset ID:084670702	084670702 US0846707026 2073390 BRKB	0.474%	1,000.0000	76.3000	30-Dec-2011	$76,300.00	$53,845.54	$22,454.46
BOEING CO. Ticker:BA | Asset ID:097023105	097023105 US0970231058 - BA	0.912%	2,000.0000	73.3500	30-Dec-2011	$146,700.00	$125,845.60	$20,854.40
BUCKEYE TECHNOLOGIES INC Ticker:BKI | Asset ID:118255108	118255108 US1182551085 2152943 BKI	0.208%	1,000.0000	33.4400	30-Dec-2011	$33,440.00	$24,172.63	$9,267.37
CAPITAL ONE FINL CORP Ticker:COF | Asset ID:14040H105	14040H105 US14040H1059 - COF	0.545%	2,075.0000	42.2900	30-Dec-2011	$87,751.75	$88,856.32	($1,104.57)
CHEVRON CORP Ticker:CVX | Asset ID:166764100	166764100 US1667641005 - CVX	1.749%	2,645.0000	106.4000	30-Dec-2011	$281,428.00	$249,201.28	$32,226.72
CHIPOTLE MEXICAN GRILL INC Ticker:CMG | Asset ID:169656105	169656105 US1696561059 B0X7DZ3 CMG	1.049%	500.0000	337.7400	30-Dec-2011	$168,870.00	$29,774.68	$139,095.32
CHUBB CORP. Ticker:CB | Asset ID:171232101	171232101 US1712321017 - CB	0.774%	1,800.0000	69.2200	30-Dec-2011	$124,596.00	$107,463.78	$17,132.22
CIGNA Ticker:CI | Asset ID:125509109	125509109 US1255091092 - CI	0.547%	2,095.0000	42.0000	30-Dec-2011	$87,990.00	$90,072.64	($2,082.64)

CISCO SYSTEMS Ticker:CSCO | Asset ID:17275R102	17275R102 US17275R1023 - CSCO	0.360%	3,200.0000	18.0800	30-Dec-2011	$57,856.00	$65,990.64	($8,134.64)
CITIGROUP INC Ticker:C | Asset ID:172967424	172967424 US1729674242 2297907 C	0.800%	4,895.0000	26.3100	30-Dec-2011	$128,787.45	$138,993.31	($10,205.86)
CLOROX CO. Ticker:CLX | Asset ID:189054109	189054109 US1890541097 - CLX	0.372%	900.0000	66.5600	30-Dec-2011	$59,904.00	$54,256.97	$5,647.03
COCA-COLA CO. Ticker:KO | Asset ID:191216100	191216100 US1912161007 - KO	0.921%	2,118.0000	69.9700	30-Dec-2011	$148,196.46	$109,199.21	$38,997.25
COLGATE-PALMOLIVE CO. Ticker:CL | Asset ID:194162103	194162103 US1941621039 - CL	0.548%	955.0000	92.3900	30-Dec-2011	$88,232.45	$85,730.16	$2,502.29
CONOCOPHILLIPS Ticker:COP | Asset ID:20825C104	20825C104 US20825C1045 - COP	0.815%	1,800.0000	72.8700	30-Dec-2011	$131,166.00	$115,888.50	$15,277.50
CVS/CAREMARK CORPORATION Ticker:CVS | Asset ID:126650100	126650100 US1266501006 - CVS	0.532%	2,100.0000	40.7800	30-Dec-2011	$85,638.00	$72,165.03	$13,472.97
DOLLAR TREE INC Ticker:DLTR | Asset ID:256746108	256746108 US2567461080 2272476 DLTR	0.258%	500.0000	83.1100	30-Dec-2011	$41,555.00	$16,026.13	$25,528.87
E M C CORP MASS Ticker:EMC | Asset ID:268648102	268648102 US2686481027 - EMC	0.790%	5,900.0000	21.5400	30-Dec-2011	$127,086.00	$128,305.53	($1,219.53)
ECOLAB, INC. Ticker:ECL | Asset ID:278865100	278865100 US2788651006 - ECL	0.359%	1,000.0000	57.8100	30-Dec-2011	$57,810.00	$31,111.40	$26,698.60
EDISON INTERNATIONAL Ticker:EIX | Asset ID:281020107	281020107 US2810201077 - EIX	0.489%	1,900.0000	41.4000	30-Dec-2011	$78,660.00	$72,160.10	$6,499.90
EXELON CORP Ticker:EXC | Asset ID:30161N101	30161N101 US30161N1019 2670519 EXC	0.620%	2,300.0000	43.3700	30-Dec-2011	$99,751.00	$98,989.93	$761.07
EXXON MOBIL CORP Ticker:XOM | Asset ID:30231G102	30231G102 US30231G1022 - XOM	1.791%	3,400.0000	84.7600	30-Dec-2011	$288,184.00	$210,524.69	$77,659.31
FRANKLIN RESOURCES INC. (DEL) Ticker:BEN | Asset ID:354613101	354613101 US3546131018 - BEN	0.298%	500.0000	96.0600	30-Dec-2011	$48,030.00	$46,035.00	$1,995.00
GENERAL ELECTRIC CO Ticker:GE | Asset ID:369604103	369604103 US3696041033 - GE	1.149%	10,324.0000	17.9100	30-Dec-2011	$184,902.84	$218,935.38	($34,032.54)
GOOGLE INC Ticker:GOOG | Asset ID:38259P508	38259P508 US38259P5089 - GOOG	0.903%	225.0000	645.9000	30-Dec-2011	$145,327.50	$114,299.81	$31,027.69

HANESBRANDS INC Ticker:HBI | Asset ID:410345102	410345102 US4103451021 - HBI	0.136%	1,000.0000	21.8600	30-Dec-2011	$21,860.00	$28,246.60	($6,386.60)
HERSHEY COMPANY Ticker:HSY | Asset ID:427866108	427866108 US4278661081 - HSY	0.518%	1,350.0000	61.7800	30-Dec-2011	$83,403.00	$79,883.95	$3,519.05
INTEL CORP Ticker:INTC | Asset ID:458140100	458140100 US4581401001 - INTC	0.874%	5,800.0000	24.2500	30-Dec-2011	$140,650.00	$115,486.34	$25,163.66
INTERNATIONAL BUSINESS MACHINES Ticker:IBM | Asset ID:459200101	459200101 US4592001014 - IBM	1.086%	950.0000	183.8800	30-Dec-2011	$174,686.00	$89,566.48	$85,119.52
ISHARES DJ US OIL EQUIP & SVCS Ticker:IEZ | Asset ID:464288844	464288844 US4642888444 B14MFQ9 IEZ	0.727%	2,253.0000	51.9240	30-Dec-2011	$116,984.77	$60,228.61	$56,756.16
ISHARES RUSSELL 2000 VALUE Ticker:IWN | Asset ID:464287630	464287630 US4642876308 - IWN	0.816%	2,000.0000	65.6400	30-Dec-2011	$131,280.00	$118,241.13	$13,038.87
ISHARES S&P SMALL CAP INDEX FD Ticker:IJR | Asset ID:464287804	464287804 US4642878049 2678869 IJR	1.059%	2,496.0000	68.3000	30-Dec-2011	$170,476.80	$123,655.35	$46,821.45
ISHARES TR RUSSELL MIDCAP INDEX FD Ticker:IWR | Asset ID:464287499	464287499 US4642874998 - IWR	0.612%	1,000.0000	98.4200	30-Dec-2011	$98,420.00	$79,187.87	$19,232.13
JABIL CIRCUIT INC Ticker:JBL | Asset ID:466313103	466313103 US4663131039 - JBL	0.476%	3,900.0000	19.6600	30-Dec-2011	$76,674.00	$73,390.98	$3,283.02
JOHNSON & JOHNSON Ticker:JNJ | Asset ID:478160104	478160104 US4781601046 - JNJ	0.774%	1,900.0000	65.5800	30-Dec-2011	$124,602.00	$120,986.30	$3,615.70
JPMORGAN ALERIAN MLP INDEX Ticker:AMJ | Asset ID:46625H365	46625H365 US46625H3654 B3SRKZ8 AMJ	0.303%	1,250.0000	38.9700	30-Dec-2011	$48,712.50	$45,909.49	$2,803.01
JPMORGAN CHASE & CO Ticker:JPM | Asset ID:46625H100	46625H100 US46625H1005 - JPM	0.503%	2,436.0000	33.2500	30-Dec-2011	$80,997.00	$95,776.67	($14,779.67)
KOHL'S CORP (WISC) Ticker:KSS | Asset ID:500255104	500255104 US5002551043 - KSS	0.460%	1,500.0000	49.3500	30-Dec-2011	$74,025.00	$72,628.95	$1,396.05
LOWES COMPANIES INC Ticker:LOW | Asset ID:548661107	548661107 US5486611073 - LOW	0.631%	4,000.0000	25.3800	30-Dec-2011	$101,520.00	$80,710.40	$20,809.60
MCDONALDS CORP. Ticker:MCD | Asset ID:580135101	580135101 US5801351017 - MCD	0.624%	1,000.0000	100.3300	30-Dec-2011	$100,330.00	$46,020.00	$54,310.00
MEADWESTVACO	583334107	0.186%	1,000.0000	29.9500	30-Dec-2011	$29,950.00	$23,187.28	$6,762.72

CORP Ticker:MWV | Asset ID:583334107	US5833341077 2840044 MWV							
MERCK & CO INC NEW Ticker:MRK | Asset ID:58933Y105	58933Y105 US58933Y1055 2778844 MRK	0.773%	3,300.0000	37.7000	30-Dec-2011	$124,410.00	$107,215.35	$17,194.65
MICROSOFT CORP Ticker:MSFT | Asset ID:594918104	594918104 US5949181045 - MSFT	1.041%	6,450.0000	25.9600	30-Dec-2011	$167,442.00	$169,447.00	($2,005.00)
MONSANTO CO NEW Ticker:MON | Asset ID:61166W101	61166W101 US61166W1018 4658524 MON	0.435%	1,000.0000	70.0700	30-Dec-2011	$70,070.00	$78,759.13	($8,689.13)
NEXTERA ENERGY INC COM Ticker:NEE | Asset ID:65339F101	65339F101 US65339F1012 2328915 NEE	0.189%	500.0000	60.8800	30-Dec-2011	$30,440.00	$25,474.75	$4,965.25
NORDSTROM INC Ticker:JWN | Asset ID:655664100	655664100 US6556641008 - JWN	0.618%	2,000.0000	49.7100	30-Dec-2011	$99,420.00	$95,024.60	$4,395.40
NORFOLK SOUTHERN CORP. Ticker:NSC | Asset ID:655844108	655844108 US6558441084 - NSC	0.475%	1,050.0000	72.8600	30-Dec-2011	$76,503.00	$65,901.16	$10,601.84
ORACLE SYSTEMS CORP. Ticker:ORCL | Asset ID:68389X105	68389X105 US68389X1054 - ORCL	0.717%	4,500.0000	25.6500	30-Dec-2011	$115,425.00	$135,045.45	($19,620.45)
PANERA BREAD CO CL A Ticker:PNRA | Asset ID:69840W108	69840W108 US69840W1080 2063034 PNRA	0.703%	800.0000	141.4500	30-Dec-2011	$113,160.00	$88,727.04	$24,432.96
PEPSICO INC Ticker:PEP | Asset ID:713448108	713448108 US7134481081 - PEP	0.536%	1,300.0000	66.3500	30-Dec-2011	$86,255.00	$81,516.24	$4,738.76
PFIZER INC Ticker:PFE | Asset ID:717081103	717081103 US7170811035 - PFE	0.901%	6,700.0000	21.6400	30-Dec-2011	$144,988.00	$119,327.00	$25,661.00
PIMCO INST'L COMMODITY REALRETURN 45 Ticker:PCRIX | Asset ID:722005667	722005667 - 2645067 PCRIX	1.146%	28,196.9250	6.5400	30-Dec-2011	$184,407.89	$378,961.65	($194,553.76)
PNC FINANCIAL SERVICES GROUP Ticker:PNC | Asset ID:693475105	693475105 US6934751057 - PNC	0.844%	2,355.0000	57.6700	30-Dec-2011	$135,812.85	$120,279.76	$15,533.09
PROCTER & GAMBLE CO Ticker:PG | Asset ID:742718109	742718109 US7427181091 - PG	0.829%	2,000.0000	66.7100	30-Dec-2011	$133,420.00	$126,449.20	$6,970.80
RAYONIER INC COM Ticker:RYN | Asset ID:754907103	754907103 US7549071030 2473138 RYN	0.250%	900.0000	44.6300	30-Dec-2011	$40,167.00	$24,146.57	$16,020.43
SCHLUMBERGER LTD Ticker:SLB | Asset	806857108 AN8068571086 -	0.425%	1,000.0000	68.3100	30-Dec-2011	$68,310.00	$41,776.40	$26,533.60

ID:806857108	SLB							
SELECT SEC SPDR MATLS Ticker:XLB | Asset ID:81369Y100	81369Y100 US81369Y1001 B1HKVC8 XLB	1.083%	5,200.0000	33.5000	30-Dec-2011	$174,200.00	$160,919.20	$13,280.80
SOUTHERN CO Ticker:SO | Asset ID:842587107	842587107 US8425871071 - SO	0.288%	1,000.0000	46.2900	30-Dec-2011	$46,290.00	$31,707.82	$14,582.18
SPDR INDEX SHS FDS MSCI ACWI EXUS Ticker:CWI | Asset ID:78463X848	78463X848 US78463X8487 - CWI	2.211%	12,500.0000	28.4600	30-Dec-2011	$355,750.00	$386,557.47	($30,807.47)
SPDR S&P MIDCAP 400 ETF TR Ticker:MDY | Asset ID:78467Y107	78467Y107 US78467Y1073 2550688 MDY	1.536%	1,550.0000	159.4900	30-Dec-2011	$247,209.50	$169,833.50	$77,376.00
STARBUCKS CORP Ticker:SBUX | Asset ID:855244109	855244109 US8552441094 2842255 SBUX	0.686%	2,400.0000	46.0100	30-Dec-2011	$110,424.00	$81,301.02	$29,122.98
STERICYCLE INC Ticker:SRCL | Asset ID:858912108	858912108 US8589121081 - SRCL	0.242%	500.0000	77.9200	30-Dec-2011	$38,960.00	$27,265.45	$11,694.55
STRYKER CORP. Ticker:SYK | Asset ID:863667101	863667101 US8636671013 - SYK	0.556%	1,800.0000	49.7100	30-Dec-2011	$89,478.00	$108,273.44	($18,795.44)
THERMO FISHER SCIENTIFIC INC Ticker:TMO | Asset ID:883556102	883556102 US8835561023 - TMO	0.140%	500.0000	44.9700	30-Dec-2011	$22,485.00	$23,436.11	($951.11)
TJX COMPANIES NEW Ticker:TJX | Asset ID:872540109	872540109 US8725401090 - TJX	0.536%	1,335.0000	64.5500	30-Dec-2011	$86,174.25	$45,402.39	$40,771.86
UNITED TECHNOLOGIES CORP Ticker:UTX | Asset ID:913017109	913017109 US9130171096 - UTX	1.101%	2,425.0000	73.0900	30-Dec-2011	$177,243.25	$180,672.79	($3,429.54)
UNUMPROVIDENT CORP Ticker:UNM | Asset ID:91529Y106	91529Y106 US91529Y1064 - UNM	0.367%	2,800.0000	21.0700	30-Dec-2011	$58,996.00	$59,126.48	($130.48)
VERIZON COMMUNICATIONS Ticker:VZ | Asset ID:92343V104	92343V104 US92343V1044 - VZ	0.446%	1,787.0000	40.1200	30-Dec-2011	$71,694.44	$50,631.08	$21,063.36
VISA INC Ticker:V | Asset ID:92826C839	92826C839 US92826C8394 - V	0.631%	1,000.0000	101.5300	30-Dec-2011	$101,530.00	$89,216.00	$12,314.00
WAL-MART STORES Ticker:WMT | Asset ID:931142103	931142103 US9311421039 - WMT	0.757%	2,037.0000	59.7600	30-Dec-2011	$121,731.12	$115,028.40	$6,702.72
WALT DISNEY CO. Ticker:DIS | Asset ID:254687106	254687106 US2546871060 - DIS	0.466%	2,000.0000	37.5000	30-Dec-2011	$75,000.00	$62,188.60	$12,811.40
WASTE MGMT INC	94106L109	0.433%	2,129.0000	32.7100	30-Dec-2011	$69,639.59	$74,046.62	($4,407.03)

DEL Ticker:WM | Asset ID:94106L109	US94106L1098 - WM							
WELLS FARGO & CO NEW Ticker:WFC | Asset ID:949746101	949746101 US9497461015 - WFC	0.462%	2,700.0000	27.5600	30-Dec-2011	$74,412.00	$67,549.95	$6,862.05
YUM BRANDS INC Ticker:YUM | Asset ID:988498101	988498101 US9884981013 - YUM	0.403%	1,100.0000	59.0100	30-Dec-2011	$64,911.00	$58,628.46	$6,282.54
Subtotal		**57.344%**				**$9,227,494.89**	**$8,115,599.05**	**$1,111,895.84**
Fixed Income -Taxable: 40.581%								
BANK OF AMERICA CORP 4.875% 1/15/13 Ticker:BAC4813 | Asset ID:060505AX2	060505AX2 - - BAC4813	1.560%	250,000.0000	100.4050%	30-Dec-2011	$251,012.50	$246,861.00	$4,151.50
BECTON DICKINSON 3.250% 11/12/20 Asset ID:075887AW9	075887AW9 - - -	0.644%	100,000.0000	103.5610%	30-Dec-2011	$103,561.00	$99,949.00	$3,612.00
BNP PARIBAS 5.000% 1/15/21 Asset ID:05567LT31	05567LT31 US05567LT315 B3QB126 -	0.598%	100,000.0000	96.2490%	30-Dec-2011	$96,249.00	$99,549.00	($3,300.00)
BOTTLING GROUP LLC 4.625% 11/15/12 Asset ID:10138MAB1	10138MAB1 - - -	1.606%	250,000.0000	103.3820%	30-Dec-2011	$258,455.00	$253,437.50	$5,017.50
CONOCO INC 6.950% 4/15/29 Asset ID:208251AE8	208251AE8 - - -	0.847%	100,000.0000	136.3300%	30-Dec-2011	$136,330.00	$109,193.00	$27,137.00
CONOCOPHILLIPS 4.600% 1/15/15 Asset ID:20825CAT1	20825CAT1 US20825CAT18 - -	0.687%	100,000.0000	110.5990%	30-Dec-2011	$110,599.00	$99,911.00	$10,688.00
CREDIT SUISSE NY 5.500% 5/01/14 Asset ID:22546QAA5	22546QAA5 US22546QAA58 B41KC66 -	0.646%	100,000.0000	103.9420%	30-Dec-2011	$103,942.00	$100,700.00	$3,242.00
DEUTHSCHE BANK 3.250% 1/11/16 Asset ID:2515A14E8	2515A14E8 - - -	0.630%	100,000.0000	101.3640%	30-Dec-2011	$101,364.00	$99,908.00	$1,456.00
DWS FLOATING RATE PLUS IN Ticker:DFRTX | Asset ID:23337F870	23337F870 US23337F8703 - DFRTX	0.297%	5,252.1010	9.0900	30-Dec-2011	$47,741.60	$50,000.00	($2,258.40)
FARMER MAC GTD TR 5.125% 4/19/17 Asset ID:30769QAA8	30769QAA8 US30769QAA85 - -	1.813%	250,000.0000	116.6730%	30-Dec-2011	$291,682.50	$256,475.00	$35,207.50
FED FARM CR BKS 3.250% 5/11/18 Asset ID:31331KKP4	31331KKP4 - - -	0.627%	100,000.0000	100.8140%	30-Dec-2011	$100,814.00	$100,000.00	$814.00

FED FARM CR BKS CONS 5.300% 2/18/14 Asset ID:31331VX68	31331VX68 - - -	1.712%	250,000.0000	110.1970%	30-Dec-2011	$275,492.50	$249,875.00	$25,617.50
FED HOME LN BK 5.250% 6/18/14 Asset ID:3133X7FK5	3133X7FK5 - - -	1.729%	250,000.0000	111.2990%	30-Dec-2011	$278,247.50	$250,000.00	$28,247.50
FED HOME LN MTG CORP 4.300% 7/13/18 Asset ID:3128X83K6	3128X83K6 - - -	1.582%	250,000.0000	101.8420%	30-Dec-2011	$254,605.00	$250,000.00	$4,605.00
FED HOME LN MTG CORP 5.125% 7/15/12 Asset ID:3134A4QD9	3134A4QD9 - - -	1.596%	250,000.0000	102.6980%	30-Dec-2011	$256,745.00	$251,960.00	$4,785.00
FED NATL MTG ASSN 2.050% 3/28/16 Asset ID:3136FMGQ1	3136FMGQ1 - - -	1.570%	250,000.0000	101.0360%	30-Dec-2011	$252,590.00	$250,000.00	$2,590.00
GENERAL ELEC CC 4.250% 6/15/12 Asset ID:36962GR30	36962GR30 - - -	1.572%	250,000.0000	101.2120%	30-Dec-2011	$253,030.00	$249,162.50	$3,867.50
GOLDMAN SACHS GROUP 4.750% 7/15/13 Asset ID:38141GDK7	38141GDK7 - - -	1.574%	250,000.0000	101.3230%	30-Dec-2011	$253,307.50	$234,725.00	$18,582.50
ILLINOIS TOOL WKS 6.250% 4/01/19 Asset ID:452308AJ8	452308AJ8 US452308AJ84 - -	0.767%	100,000.0000	123.4040%	30-Dec-2011	$123,404.00	$99,984.00	$23,420.00
INTEL CORP 1.950% 10/01/16 Asset ID:458140AH3	458140AH3 - - -	1.278%	200,000.0000	102.8020%	30-Dec-2011	$205,604.00	$199,694.00	$5,910.00
INTL BUSN MACHS CORP 6.500% 1/15/28 Asset ID:459200AS0	459200AS0 US459200AS04 2572392 -	0.829%	100,000.0000	133.4260%	30-Dec-2011	$133,426.00	$103,897.00	$29,529.00
ISHARES BARCLAYS AGGREGATE BD FD Ticker:AGG | Asset ID:464287226	464287226 US4642872265 2897404 AGG	1.352%	1,973.0000	110.2500	30-Dec-2011	$217,523.25	$198,225.42	$19,297.83
LOWE'S CO 2.125% 4/15/16 Asset ID:548661CS4	548661CS4 - - -	0.626%	100,000.0000	100.7630%	30-Dec-2011	$100,763.00	$99,950.00	$813.00
MADISON WI TAXABLE 1.650% 10/01/17 Asset ID:55844RFF6	55844RFF6 - - -	0.626%	100,000.0000	100.7920%	30-Dec-2011	$100,792.00	$100,000.00	$792.00
MET LIE GLOB FNDG 3.125% 1/11/16 Asset ID:59217GAD1	59217GAD1 - - -	0.638%	100,000.0000	102.6150%	30-Dec-2011	$102,615.00	$99,858.00	$2,757.00
METROPOLITAN WEST HIGH YD BD	592905848 US5929058486	1.111%	18,198.8070	9.8200	30-Dec-2011	$178,712.28	$190,350.73	($11,638.45)

I #514 Ticker:MWHIX | Asset ID:592905848	- MWHIX							
NEW YORK NY GO 3.480% 10/01/18 Asset ID:64966H4F4	64966H4F4 - - -	0.657%	100,000.0000	105.7490%	30-Dec-2011	$105,749.00	$100,000.00	$5,749.00
PEPSI INC 4.650% 2/15/13 Asset ID:713448BG2	713448BG2 - - -	1.951%	300,000.0000	104.6250%	30-Dec-2011	$313,875.00	$299,763.00	$14,112.00
PRIVATE EXPORT FDG 2.250% 12/15/17 Asset ID:742651DK5	742651DK5 - - -	1.622%	250,000.0000	104.4200%	30-Dec-2011	$261,050.00	$249,377.50	$11,672.50
SHELL INTERNATIONAL 3.250% 9/22/15 Asset ID:822582AH5	822582AH5 US822582AH53 - -	1.337%	200,000.0000	107.5880%	30-Dec-2011	$215,176.00	$199,590.00	$15,586.00
TEMPLETON GLOBAL BOND ADVISOR #616 Ticker:TGBAX | Asset ID:880208400	880208400 - 2068404 TGBAX	0.465%	6,044.1060	12.3700	30-Dec-2011	$74,765.59	$82,294.63	($7,529.04)
VANGUARD ADMIRAL FIXED STCORP #539 Ticker:VFSUX | Asset ID:922031836	922031836 - - VFSUX	0.730%	11,039.9070	10.6400	30-Dec-2011	$117,464.61	$112,189.00	$5,275.61
VANGUARD ADMIRAL GNMA FD #536 Ticker:VFIJX | Asset ID:922031794	922031794 - - VFIJX	2.346%	34,106.6310	11.0700	30-Dec-2011	$377,560.41	$363,450.78	$14,109.63
VANGUARD LONG TERM CORP FUND#28 Ticker:VWESX | Asset ID:922031109	922031109 - - VWESX	1.289%	20,161.6360	10.2900	30-Dec-2011	$207,463.23	$155,260.00	$52,203.23
VODAFONE GROUP PLC 5.000% 12/16/13 Asset ID:92857WAF7	92857WAF7 - 3358450 -	1.667%	250,000.0000	107.3000%	30-Dec-2011	$268,250.00	$253,230.00	$15,020.00
Subtotal		**40.581%**				**$6,529,961.47**	**$6,158,820.06**	**$371,141.41**