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

**2011**

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

ENVELOPE  
 POSTMARK DATE  
 AUG 31 2012

Name of foundation  
**THORNTON ARTHUR E TR U/W 2**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**P O BOX 1802**

City or town, state, and ZIP code  
**PROVIDENCE, RI 02901-1802**

**A** Employer identification number  
**06-6445132**

**B** Telephone number (see instructions)  
**(888) 866-3275**

**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) **\$ 4,314,497.**

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

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)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b>	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities	109,415.	109,361.		STMT 1
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10	112,024.			
<b>b</b>	Gross sales price for all assets on line 6a	2,821,896.			
<b>7</b>	Capital gain net income (from Part IV, line 2)		112,024.		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold				
<b>c</b>	Gross profit or (loss) (attach schedule)				
<b>11</b>	Other income (attach schedule)				
<b>12</b>	Total Add lines 1 through 11	221,439.	221,385.		
<b>13</b>	Compensation of officers, directors, trustees, etc.	38,904.	23,342.		15,562.
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach schedule) STMT. 6	935.	NONE	NONE	935.
<b>c</b>	Other professional fees (attach schedule)				
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instructions) STMT. 7	4,637.	1,627.		
<b>19</b>	Depreciation (attach schedule) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings				
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule)				
<b>24</b>	Total operating and administrative expenses. Add lines 13 through 23	44,476.	24,969.	NONE	16,497.
<b>25</b>	Contributions, gifts, grants paid	202,082.			202,082.
<b>26</b>	Total expenses and disbursements Add lines 24 and 25	246,558.	24,969.	NONE	218,579.
<b>27</b>	Subtract line 26 from line 12				
<b>a</b>	Excess of revenue over expenses and disbursements	-25,119.			
<b>b</b>	Net investment income (if negative, enter -0-)		196,416.		
<b>c</b>	Adjusted net income (if negative, enter -0-)				

4  
 12

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	
	2	Savings and temporary cash investments . . . . .	345,054.	211,765.	211,765.
	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) ▶ *		* NONE	
		Less. allowance for doubtful accounts ▶	NONE	NONE	NONE
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .	49,980.	49,980.	57,485.
	b	Investments - corporate stock (attach schedule) . . . . .	3,599,237.	3,809,298.	3,989,769.
	c	Investments - corporate bonds (attach schedule) . . . . .	150,005.	49,875.	55,478.
	11	Investments - land, buildings, and equipment basis ▶ NONE			
	Less accumulated depreciation (attach schedule) ▶	NONE	NONE		
12	Investments - mortgage loans . . . . .	NONE	NONE		
13	Investments - other (attach schedule) . . . . .	NONE	NONE	NONE	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ )	NONE	NONE	NONE	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	4,144,276.	4,120,918.	4,314,497.	
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 ▶ <input type="checkbox"/></b> <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. ▶ <input checked="" type="checkbox"/></b>				
	27	Capital stock, trust principal, or current funds . . . . .	4,144,276.	4,120,918.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .	NONE	NONE		
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	4,144,276.	4,120,918.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	4,144,276.	4,120,918.		

**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	4,144,276.
2	Enter amount from Part I, line 27a . . . . .	2	-25,119.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	2,289.
4	Add lines 1, 2, and 3 . . . . .	4	4,121,446.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	528.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	4,120,918.

**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 2,785,537.		2,709,872.	75,665.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				75,665.
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 }		2 112,024.
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		{ 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	166,557.	4,239,674.	0.039285
2009	147,606.	3,826,182.	0.038578
2008	197,409.	4,415,728.	0.044706
2007	219,606.	5,062,262.	0.043381
2006	215,476.	4,656,037.	0.046279

<b>2</b> Total of line 1, column (d)	2	0.212229
<b>3</b> 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	0.042446
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,481,875.
<b>5</b> Multiply line 4 by line 3	5	190,238.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	1,964.
<b>7</b> Add lines 5 and 6	7	192,202.
<b>8</b> 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	218,579.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	1,964.
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	1,964.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	1,964.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a	2,500.
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	2,500.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	536.
11	Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> ▶ 536. <b>Refunded</b> ▶	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 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 US TRUST FIDUCIARY TAX SERVICES Telephone no. (401) 278-6825
Located at P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 02901-1802
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
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 Yes No X

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X 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 X 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 X 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 X No
If "Yes," list the years . . . . .
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . . 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here . . . . .
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X 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
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)?  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).

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 10		38,904.	-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
<b>Total number of others receiving over \$50,000 for professional services . . . . .</b>		<b>NONE</b>

**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	
<b>Total. Add lines 1 through 3 . . . . .</b>	

**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>	4,323,051.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	227,076.
<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>	4,550,127.
<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>	4,550,127.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	68,252.
<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>	4,481,875.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	224,094.

**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>	224,094.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	1,964.
<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>	1,964.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	222,130.
<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>	222,130.
<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>	222,130.

**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>	218,579.
<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>	218,579.
<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>	1,964.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	216,615.

**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 . . . . .				222,130.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .			41,401.	
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 ▶ \$ 218,579.				
a Applied to 2010, but not more than line 2a . . . . .			41,401.	
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 . . . . .				177,178.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				44,952.
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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . .    
 b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

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

1 Information Regarding Foundation Managers:  
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2) )  
 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  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 <i>Paid during the year</i>  SEE STATEMENT 14				
<b>Total</b> ..... ▶ <b>3a</b>				202,082.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ▶ <b>3b</b>				





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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	450.	450.
ABBOTT LABORATORIES	147.	147.
ABERCROMBIE & FITCH CO CL A	109.	109.
AIR PRODUCTS AND CHEMICALS INC	334.	334.
ALLERGAN INCORPORATED	34.	34.
AMERICAN ELECTRIC POWER CO	150.	150.
ANALOG DEVICES INC	75.	75.
APACHE CORPORATION	83.	83.
ARCH COAL INC	33.	33.
AUTOLIV INC	50.	50.
BOEING CO	189.	189.
BOFA GOVERNMENT RESERVES CAPITAL CLASS	3.	3.
BRISTOL MYERS SQUIBB CO COM	132.	132.
BROADCOM CORP CL A	54.	54.
CBS CORP CL B COM	25.	25.
CF INDS HLDGS INC COM	5.	5.
CIGNA CORPORATION	14.	14.
INTERM GOVT/CREDIT BOND CTF	48,212.	48,212.
CVS CAREMARK CORP COM	88.	88.
CARDINAL HEALTH INCORPORATED	166.	166.
CARNIVAL CORP PAIRED CTF 1 COM	100.	100.
CELANESE CORP DEL SER A COM	40.	40.
CHESAPEAKE ENERGY CORPORATION	88.	88.
CHEVRONTEXACO CORP COM	1,551.	1,551.
CHICAGO BRDG & IRON CO N V N Y REGISTRY	14.	14.
CISCO SYSTEMS INCORPORATED	65.	65.
CITIGROUP INC NEW COM	18.	18.
COACH INC COM	26.	26.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	2,241.	2,241.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	1,186.	1,186.
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z	492.	492.
COMCAST CORP NEW CL A COM	509.	509.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CONSTELLATION ENERGY GROUP INC	78.	78.
CORNING INC	33.	33.
COSTCO WHOLESALE CORP	100.	100.
CUMMINS ENGINE INC	30.	30.
DARDEN RESTAURANTS INC	215.	215.
DEVON ENERGY CORPORATION	38.	38.
DISCOVER FINL SVCS COM	84.	84.
DISH NETWORK CORP COM CL A	750.	750.
DOVER CORPORATION	283.	283.
DOW CHEMICAL COMPANY	131.	131.
EOG RESOURCES INC	16.	16.
EQT CORP COM	11.	11.
EL PASO CORP COM	6.	6.
EMBRAER S A SPONSORED ADR REPSTG PFD SHS	103.	103.
EMERSON ELEC CO	267.	267.
ENSCO PLC SPONSORED ADR	79.	79.
ENERGY CORP NEW COM	104.	104.
EXELON CORP COM	249.	249.
EXPEDIA INC COMMON STOCK	119.	119.
EXXON MOBIL CORPORATION	294.	294.
FIFTH THIRD BANCORP COM	21.	21.
FLUOR CORP NEW COM	13.	13.
FLOWSERVE CORP	22.	22.
FRANKLIN RES INC COM	554.	554.
FREEMPORT-MCMORAN COPPER & GOLD INC COM	288.	288.
GENERAL ELEC CO	390.	390.
GOLDMAN SACHS GROUP INC	289.	289.
GOODRICH B F CO	87.	87.
HALLIBURTON CO	90.	90.
HARTFORD FINANCIAL SVCS GRP	180.	180.
HERSHEY FOODS CORP	190.	190.
HESS CORP COM	23.	23.
HUNT J B TRANSPORT SERVICES INC COM	146.	146.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HUNTINGTON BANCSHARES INCORPORATED	17.	17.
INTEL CORPORATION	226.	226.
INTERNATIONAL BUSINESS MACHS	390.	390.
INTUIT INC	38.	38.
ISHR MSCI EAFE INDEX FUND	11,168.	11,168.
J P MORGAN CHASE & CO COM	899.	899.
JOHNSON & JOHNSON	1,083.	1,083.
JOHNSON CONTROLS INCORPORATED	52.	52.
KBR INC COM	25.	25.
KELLOGG CO	629.	629.
KIMBERLY CLARK CORP COM	228.	228.
KINDER MORGAN INC DEL COM	42.	42.
KOHL'S CORPORATION	113.	113.
KRAFT FOODS INC CL A COM	123.	123.
L-3 COMMUNICATIONS HLDGS INC COM	56.	56.
LIMITED BRANDS INC COM	1,170.	1,170.
LINCOLN NATL CORP IND	13.	13.
LORILLARD INC COM	748.	748.
LOWES COMPANIES INCORPORATED	77.	77.
MACYS INC COM	169.	169.
MCDONALDS CORP	397.	397.
MCKESSON HBOC INC	85.	85.
MEAD JOHNSON NUTRITION CO COM	97.	97.
MERCK & CO INC NEW COM	1,226.	1,226.
MICROSOFT CORPORATION	345.	345.
MONSANTO CO NEW COM	21.	21.
MURPHY OIL CORP COM	62.	62.
NATIONAL OILWELL VARCO INC COM	77.	77.
NORDSTROM INCORPORATED	58.	58.
NORTHERN TRUST CORPORATION	63.	63.
OCCIDENTAL PETROLEUM CORPORATION	574.	574.
OCEANEERING INTL INC COM	30.	30.
ORACLE SYS CORP	201.	201.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
P G & E CORPORATION	102.	102.
PIMCO TOTAL RETURN FUND INSTL	5,158.	5,158.
PNC BK CORP	475.	475.
PPG INDUSTRIES INC	200.	200.
PPL CORPORATION	271.	271.
PACKAGING CORP OF AMERICA	89.	89.
PARKER HANNIFIN CORPORATION	101.	101.
PEABODY ENERGY CORP COM	11.	11.
PEPSICO INCORPORATED	1,011.	1,011.
PFIZER INC	410.	410.
PHILIP MORRIS INTL INC COM	1,196.	1,196.
POTASH CORP SASK INC	3.	3.
PRICE T ROWE GROUP INC COM	192.	192.
PROCTER & GAMBLE CO COM	301.	301.
PROCTER & GAMBLE CO NT	2,475.	2,475.
PUBLIC SERVICE ENTERPRISE GROUP INC	163.	163.
QUALCOMM INC	360.	360.
RAYTHEON CO COM NEW	151.	151.
RIO TINTO PLC SPONSORED ADR	63.	63.
ROCKWELL COLLINS COM	60.	60.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	651.	651.
SAFeway INC COM NEW	262.	262.
ST JUDE MEDICAL INCORPORATED	205.	205.
SCHLUMBERGER LIMITED	224.	224.
SEMPRA ENERGY	180.	180.
STANLEY BLACK & DECKER INC COM	31.	31.
STAPLES INCORPORATED	45.	45.
TD AMERITRADE HLDG CORP COM	31.	31.
TARGET CORP	69.	69.
UNION PAC CORP COM	124.	124.
UNITED PARCEL SERVICE CL B	369.	369.
UNITED STATES TREAS NTS DTD 11/15/05	2,250.	2,250.
UNITED TECHNOLOGIES CORP	536.	536.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VANGUARD MSCI EMERGING MKTS ETF	4,026.	4,026.
VERIZON COMMUNICATIONS	741.	741.
VIACOM INC CL B COM	300.	300.
VISA INC CL A COM	168.	168.
WAL-MART STORES INCORPORATED	261.	261.
WAL MART STORES INC 02/18/2004 4.125% 02	2,063.	2,063.
WALGREEN CO	90.	90.
WELLS FARGO COMPANY	415.	415.
XEROX CORPORATION	62.	62.
AXIS CAPITAL HOLDINGS LTD COM	86.	86.
ACCENTURE PLC CL A COM	276.	276.
COOPER INDS PLC NEW COM	58.	58.
COVIDIEN PLC COM	217.	217.
XL GROUP PLC COM	107.	107.
TYCO INTL LTD NEW F COM	256.	256.
TYCO ELECTRONICS LTD COM	36.	36.
AVAGO TECHNOLOGIES LTD COM	16.	16.
TOTAL	109,415.	109,361.

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	935.			935.
TOTALS	935.	NONE	NONE	935.

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	116.	116.
FEDERAL TAX PAYMENT - PRIOR YE	510.	
FEDERAL ESTIMATES - PRINCIPAL	2,500.	
FOREIGN TAXES ON QUALIFIED FOR	1,202.	1,202.
FOREIGN TAXES ON NONQUALIFIED	309.	309.
TOTALS	4,637.	1,627.

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

DESCRIPTION	AMOUNT
CTF ADJ.	2,289.
TOTAL	2,289.

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

DESCRIPTION	AMOUNT
INC ADJ	441.
SECURITIES ADJ	79.
ROUNDING	8.
TOTAL	528.

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

OFFICER NAME:

BANK OF AMERICA, N.A

ADDRESS:

PO BOX 1802

PROVIDENCE, RI 02901

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 38,904.

TOTAL COMPENSATION: 38,904.

=====

RECIPIENT NAME:  
BOYS CLUB OF NEW BRITAIN  
ATTN TODD CZUPRINSKI  
ADDRESS:  
150 WASHINGTON ST  
NEW BRITAIN, CT 06051-1828  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORTS NAMED ORGANIZATION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 16,167.

RECIPIENT NAME:  
KLINGBERG FAMILY CTRS INC  
ADDRESS:  
ATTN: GUSTAVO BANJANA CONTROLLER  
NEW BRITAIN, CT 06052-1949  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORTS NAMED ORGANIZATION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 24,250.

RECIPIENT NAME:  
FIRST ECCLESIASTICAL SOC NB  
ADDRESS:  
MR BRENDAN CONRY  
NEW BRITAIN, CT 06052-1255  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORTS NAMED ORGANIZATION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 40,416.

RECIPIENT NAME:  
A. THORNTON CHAR TR  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORTS NAMED ORGANIZATION  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 24,250.

RECIPIENT NAME:  
CT SCHOLARSHIP FUND  
ADDRESS:  
BATES COLLEGE CONTROLLERS OFFICE  
LEWISTON, ME 04240  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
EDUCATIONAL PURPOSES  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 8,083.

RECIPIENT NAME:  
THE SALVATION ARMY  
% PHYLLIS PARSONS  
ADDRESS:  
855 ASYLUM ST  
HARTFORD, CT 06105  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORTS NAMED ORGANIZATION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 8,083.

RECIPIENT NAME:  
CONN JUNIOR REPUBLIC  
ASSOCIATION  
ADDRESS:  
GOSHEN ROAD  
LITCHFIELD, CT 06759  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORTS NAMED ORGANIZATION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 8,083.

RECIPIENT NAME:  
CONN CHILDREN'S MEDICAL  
CENTER  
ADDRESS:  
ATTN CHRISTINE ERICKSON  
NEWINGTON, CT 06111  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORTS NAMED ORGANIZATION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 24,250.

RECIPIENT NAME:  
CONN INSTITUTE FOR THE BLIND  
C/O JAMES JONES - VP & TREASURER  
ADDRESS:  
120 HOLCOMB ST  
HARTFORD, CT 06112-1529  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORTS NAMED ORGANIZATION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 24,250.

THORNTON ARTHUR E TR U/W 2  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

06-6445132

RECIPIENT NAME:

COMMUNITY CHEST OF NEW BRITAIN

ADDRESS:

ATTN LUCINDA ANTONACCI CHAIR

NEW BRITAIN, CT 06052-1409

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORTS NAMED ORGANIZATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 24,250.

TOTAL GRANTS PAID: ..... 202,082.

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FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

**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

THORNTON ARTHUR E TR U/W 2

Employer identification number

06-6445132

**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)
<b>1a</b>					
<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .					<b>1b</b> 38,668.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .					<b>2</b>
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .					<b>3</b> 3,453.
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .					<b>4</b> ( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ▶					<b>5</b> 42,121.

**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)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS					13,151.
<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .					<b>6b</b> 36,997.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .					<b>7</b>
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .					<b>8</b> 19,755.
<b>9</b> Capital gain distributions . . . . .					<b>9</b>
<b>10</b> Gain from Form 4797, Part I . . . . .					<b>10</b>
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .					<b>11</b> ( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ▶					<b>12</b> 69,903.

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

Schedule D (Form 1041) 2011

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		42,121.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
	<b>a</b> Total for year . . . . .	<b>14a</b>		69,903.
	<b>b</b> Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	<b>14b</b>		
	<b>c</b> 28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		112,024.

**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**

<b>16</b>	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: <b>a</b> The loss on line 15, column (3) or <b>b</b> \$3,000	<b>16</b>	( )
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**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.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	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) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . . . ▶	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% ( 15) . . . . .	<b>30</b>		
<b>31</b>	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) . . . . .	<b>31</b>		
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>		
<b>33</b>	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) . . . . .	<b>33</b>		
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>		

**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: **THORNTON ARTHUR E TR U/W 2** Employer identification number: **06-6445132**

**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 78. AT&T INC	09/24/2010	03/25/2011	2,247.00	2,237.00	10.00
447. AT&T INC	09/24/2010	03/30/2011	13,705.00	12,820.00	885.00
100. ABBOTT LABORATORIES	03/19/2010	01/10/2011	4,787.00	5,335.00	-548.00
100. ABBOTT LABORATORIES	03/19/2010	02/24/2011	4,716.00	5,335.00	-619.00
75. ABBOTT LABORATORIES	04/20/2010	03/30/2011	3,670.00	3,984.00	-314.00
75. ABBOTT LABORATORIES	05/24/2010	03/30/2011	3,670.00	3,601.00	69.00
25. ABERCROMBIE & FITCH CO	03/30/2011	05/18/2011	1,880.00	1,453.00	427.00
50. ABERCROMBIE & FITCH CO	12/09/2010	05/18/2011	3,759.00	2,787.00	972.00
25. ABERCROMBIE & FITCH CO	12/08/2010	05/25/2011	1,856.00	1,393.00	463.00
75. ABERCROMBIE & FITCH CO	12/08/2010	08/02/2011	5,391.00	4,178.00	1,213.00
50. ABERCROMBIE & FITCH CO	01/31/2011	08/02/2011	3,594.00	2,494.00	1,100.00
375. ADVANCED MICRO DEVICE	10/12/2010	02/22/2011	3,317.00	2,763.00	554.00
250. ADVANCED MICRO DEVICE	11/05/2010	06/14/2011	1,915.00	2,016.00	-101.00
200. ADVANCED MICRO DEVICE	10/12/2010	06/14/2011	1,532.00	1,473.00	59.00
125. ADVANCED MICRO DEVICE	10/12/2010	08/02/2011	876.00	921.00	-45.00
275. ADVANCED MICRO DEVICE	10/18/2010	08/02/2011	1,927.00	1,930.00	-3.00
200. ADVANCED MICRO DEVICE	10/18/2010	08/04/2011	1,342.00	1,404.00	-62.00
500. ADVANCED MICRO DEVICE	10/20/2010	08/04/2011	3,355.00	3,444.00	-89.00
25. AIR PRODUCTS AND CHEMI	03/30/2011	10/13/2011	2,062.00	2,253.00	-191.00
25. AIR PRODUCTS AND CHEMI	03/29/2011	10/13/2011	2,062.00	2,252.00	-190.00
25. AIR PRODUCTS AND CHEMI	01/28/2011	10/13/2011	2,062.00	2,147.00	-85.00
125. AIR PRODUCTS AND CHEM	01/28/2011	10/28/2011	11,201.00	10,733.00	468.00
100. AKAMAI TECHNOLOGIES I	03/19/2010	01/26/2011	4,784.00	3,151.00	1,633.00
150. AKAMAI TECHNOLOGIES I	03/19/2010	03/15/2011	5,391.00	4,726.00	665.00

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

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

Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

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

Name of estate or trust  
THORNTON ARTHUR E TR U/W 2

Employer identification number  
06-6445132

**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 1025. ALCATEL ALSTHOM SPON REPSTG 1/5 SH	05/09/2011	06/14/2011	5,501.00	6,488.00	-987.00
525. ALCATEL ALSTHOM SPONS REPSTG 1/5 SH	06/06/2011	06/14/2011	2,817.00	2,940.00	-123.00
150. ALEXION PHARMACEUTICA	05/05/2011	07/13/2011	7,771.00	7,091.00	680.00
75. ALLEGHENY TECHNOLOGIES	06/29/2011	09/15/2011	3,550.00	4,892.00	-1,342.00
50. ALLEGHENY TECHNOLOGIES	08/02/2011	09/15/2011	2,366.00	2,721.00	-355.00
50. ALLERGAN INCORPORATED	05/26/2010	01/28/2011	3,449.00	2,980.00	469.00
50. ALLERGAN INCORPORATED	12/01/2010	05/06/2011	4,058.00	3,339.00	719.00
25. ALLERGAN INCORPORATED	07/26/2010	05/06/2011	2,029.00	1,543.00	486.00
75. ALPHA NATURAL RESOURCE	02/01/2011	04/25/2011	4,278.00	4,194.00	84.00
100. ALPHA NATURAL RESOURC	03/15/2011	04/25/2011	5,703.00	5,252.00	451.00
219. AMERICAN ELECTRIC POW	08/10/2010	03/30/2011	7,778.00	7,909.00	-131.00
106. AMERICAN ELECTRIC POW	08/10/2010	03/30/2011	3,752.00	3,828.00	-76.00
100. AMERICAN ELECTRIC POW	03/17/2011	03/30/2011	3,540.00	3,403.00	137.00
375. AMERICAN ELECTRIC POW	08/22/2011	10/28/2011	14,741.00	13,842.00	899.00
125. AMERICAN TOWER SYSTEM	09/02/2010	03/10/2011	6,371.00	5,932.00	439.00
50. AMERICAN TOWER SYSTEMS	09/02/2010	04/25/2011	2,551.00	2,373.00	178.00
75. AMERICAN TOWER SYSTEMS	11/10/2010	04/25/2011	3,827.00	3,949.00	-122.00
75. AMERICAN TOWER SYSTEMS	01/28/2011	04/25/2011	3,827.00	3,853.00	-26.00
25. AMGEN INC COM	08/26/2010	04/25/2011	1,348.00	1,281.00	67.00
150. AMGEN INC COM	08/27/2010	04/25/2011	8,091.00	7,808.00	283.00
75. AMGEN INC COM	09/14/2010	04/25/2011	4,045.00	4,121.00	-76.00
300. ANALOG DEVICES INC	08/04/2011	11/15/2011	11,006.00	9,693.00	1,313.00
125. ANALOG DEVICES INC	09/02/2011	11/15/2011	4,586.00	4,020.00	566.00
50. APACHE CORPORATION	10/20/2010	06/13/2011	5,777.00	5,183.00	594.00

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

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

Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

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

Name of estate or trust: **THORNTON ARTHUR E TR U/W 2** Employer identification number: **06-6445132**

**Part 1 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 25. APACHE CORPORATION	09/02/2010	06/13/2011	2,889.00	2,282.00	607.00
50. APACHE CORPORATION	09/02/2010	06/29/2011	6,099.00	4,564.00	1,535.00
50. APACHE CORPORATION	07/22/2010	06/29/2011	6,099.00	4,470.00	1,629.00
25. APPLE COMPUTER INCORPORATED	03/19/2010	02/10/2011	8,825.00	5,548.00	3,277.00
300. ARCH COAL INC	05/18/2011	08/19/2011	5,343.00	8,900.00	-3,557.00
100. AUTODESK INC (DEL)	11/17/2010	08/22/2011	2,439.00	3,507.00	-1,068.00
50. AUTOLIV INC	06/08/2010	03/15/2011	3,495.00	2,314.00	1,181.00
25. AUTOLIV INC	08/30/2010	03/15/2011	1,747.00	1,354.00	393.00
50. AUTOLIV INC	01/31/2011	03/15/2011	3,495.00	3,905.00	-410.00
50. AVON PRODUCTS INC	03/19/2010	02/10/2011	1,435.00	1,609.00	-174.00
200. BAKER HUGHES INCORPORATED	08/19/2010	01/10/2011	11,203.00	7,935.00	3,268.00
125. BEAM INC COM	10/13/2011	10/28/2011	6,197.00	5,860.00	337.00
100. BERKSHIRE HATHAWAY INCORPORATED B COM	07/13/2011	11/04/2011	7,726.00	7,668.00	58.00
250. BERKSHIRE HATHAWAY INCORPORATED B COM	07/13/2011	11/15/2011	18,998.00	19,170.00	-172.00
50. BOEING CO	08/16/2011	10/28/2011	3,382.00	3,139.00	243.00
125. BOEING CO	08/05/2011	10/28/2011	8,454.00	7,726.00	728.00
1425. BOSTON SCIENTIFIC CORPORATION	06/23/2011	08/09/2011	8,702.00	9,975.00	-1,273.00
175. BRISTOL MYERS SQUIBB	08/26/2011	10/13/2011	5,732.00	5,021.00	711.00
225. BRISTOL MYERS SQUIBB	08/26/2011	10/28/2011	7,181.00	6,456.00	725.00
200. BROADCOM CORP CL A	11/10/2010	02/10/2011	8,678.00	8,417.00	261.00
300. BROADCOM CORP CL A	05/05/2011	09/15/2011	10,386.00	10,350.00	36.00
500. CBS CORP CL B COM	11/12/2010	02/22/2011	10,983.00	8,362.00	2,621.00
25. CF INDS HLDGS INC COM	09/01/2010	01/26/2011	3,260.00	2,308.00	952.00
25. CF INDS HLDGS INC COM	09/15/2010	02/24/2011	3,372.00	2,427.00	945.00

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

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

Schedule D-1 (Form 1041) 2011

**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: **THORNTON ARTHUR E TR U/W 2** Employer identification number: **06-6445132**

**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 25. CF INDS HLDGS INC COM	12/09/2010	03/29/2011	3,251.00	3,041.00	210.00
25. CF INDS HLDGS INC COM	02/14/2011	03/29/2011	3,251.00	3,795.00	-544.00
25. CIGNA CORPORATION	06/08/2011	07/13/2011	1,286.00	1,213.00	73.00
50. CIGNA CORPORATION	10/01/2010	07/13/2011	2,571.00	1,779.00	792.00
125. CVS CAREMARK CORP COM	11/30/2010	01/31/2011	4,297.00	3,907.00	390.00
225. CVS CAREMARK CORP COM	11/30/2010	03/25/2011	7,622.00	7,033.00	589.00
350. CVS CAREMARK CORP COM	12/01/2010	03/25/2011	11,856.00	11,191.00	665.00
150. CARDINAL HEALTH INCOR	03/19/2010	01/06/2011	5,861.00	5,358.00	503.00
175. CARDINAL HEALTH INCOR	04/27/2010	04/25/2011	7,486.00	6,288.00	1,198.00
125. CARDINAL HEALTH INCOR	10/28/2010	04/25/2011	5,347.00	4,252.00	1,095.00
100. CARNIVAL CORP PAIRED	03/15/2011	05/20/2011	3,973.00	3,901.00	72.00
175. CARNIVAL CORP PAIRED	03/15/2011	06/06/2011	6,458.00	6,827.00	-369.00
125. CARNIVAL CORP PAIRED	03/30/2011	06/06/2011	4,613.00	4,798.00	-185.00
75. CELANESE CORP DEL SER	03/29/2011	04/28/2011	3,694.00	3,271.00	423.00
50. CELANESE CORP DEL SER	03/29/2011	05/25/2011	2,471.00	2,181.00	290.00
25. CELGENE CORP	04/14/2010	01/18/2011	1,433.00	1,506.00	-73.00
75. CELGENE CORP	04/14/2010	01/18/2011	4,298.00	4,517.00	-219.00 *
25. CELGENE CORP	12/08/2010	05/06/2011	1,490.00	1,431.00	59.00
50. CELGENE CORP	12/08/2010	06/07/2011	2,982.00	2,862.00	120.00
50. CELGENE CORP	07/01/2010	06/07/2011	2,982.00	2,451.00	531.00
100. CHESAPEAKE ENERGY COR	03/30/2011	05/25/2011	3,120.00	3,440.00	-320.00
75. CHESAPEAKE ENERGY CORP	03/30/2011	11/15/2011	1,905.00	2,580.00	-675.00
275. CHESAPEAKE ENERGY COR	03/11/2011	11/15/2011	6,985.00	9,066.00	-2,081.00
75. CHESAPEAKE ENERGY CORP	09/15/2011	11/15/2011	1,905.00	2,375.00	-470.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .  
For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

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

Name of estate or trust: **THORNTON ARTHUR E TR U/W 2** Employer identification number: **06-6445132**

**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 150. CHICAGO BRDG & IRON CO REGISTRY SH ARD	12/15/2010	04/25/2011	6,116.00	4,671.00	1,445.00
50. CHICAGO BRDG & IRON CO REGISTRY SH ARD	12/22/2010	04/25/2011	2,039.00	1,647.00	392.00
75. CHICAGO BRDG & IRON CO REGISTRY SH ARD	01/18/2011	04/25/2011	3,058.00	2,681.00	377.00
125. CISCO SYSTEMS INCORPO	04/13/2010	01/06/2011	2,597.00	2,868.00	-271.00
225. CISCO SYSTEMS INCORPO	05/14/2010	01/06/2011	4,675.00	5,606.00	-931.00
75. CISCO SYSTEMS INCORPOR	05/24/2010	01/06/2011	1,558.00	1,777.00	-219.00
100. CISCO SYSTEMS INCORPO	05/24/2010	05/18/2011	1,638.00	2,369.00	-731.00
75. CISCO SYSTEMS INCORPOR	06/25/2010	05/18/2011	1,229.00	1,679.00	-450.00
250. CISCO SYSTEMS INCORPO	08/13/2010	05/18/2011	4,095.00	5,352.00	-1,257.00
300. CISCO SYSTEMS INCORPO	03/09/2011	05/18/2011	4,914.00	5,435.00	-521.00
350. CISCO SYSTEMS INCORPO	03/09/2011	06/06/2011	5,617.00	6,341.00	-724.00
200. CISCO SYSTEMS INCORPO	03/30/2011	06/06/2011	3,210.00	3,484.00	-274.00
7.5 CITIGROUP INC NEW COM	06/15/2010	06/08/2011	280.00	297.00	-17.00 *
80. CITIGROUP INC NEW COM	07/08/2010	06/08/2011	2,982.00	3,184.00	-202.00 *
30. CITIGROUP INC NEW COM	07/14/2010	06/08/2011	1,118.00	1,283.00	-165.00 *
52.5 CITIGROUP INC NEW COM	08/03/2010	06/08/2011	1,957.00	2,198.00	-241.00 *
107.5 CITIGROUP INC NEW CO	08/13/2010	06/08/2011	4,007.00	4,246.00	-239.00 *
17.5 CITIGROUP INC NEW COM	11/05/2010	06/08/2011	652.00	780.00	-128.00 *
5. CITIGROUP INC NEW COM	01/06/2011	06/08/2011	186.00	252.00	-66.00 *
5. CITIGROUP INC NEW COM	01/21/2011	08/22/2011	133.00	260.00	-127.00
17.5 CITIGROUP INC NEW COM	11/20/2010	08/22/2011	464.00	809.00	-345.00
125. COACH INC COM	01/06/2011	03/30/2011	6,529.00	6,637.00	-108.00
50. COACH INC COM	01/10/2011	03/30/2011	2,612.00	2,682.00	-70.00
75. COACH INC COM	03/17/2011	03/30/2011	3,917.00	3,838.00	79.00

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

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

Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).  
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Name of estate or trust: **THORNTON ARTHUR E TR U/W 2** Employer identification number: **06-6445132**

**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 125. COCA COLA CO COM	08/03/2010	01/26/2011	7,867.00	7,064.00	803.00
50. COCA COLA CO COM	10/28/2010	01/26/2011	3,147.00	3,064.00	83.00
25. COLGATE PALMOLIVE CO	09/10/2010	01/06/2011	1,962.00	1,880.00	82.00
75. COLGATE PALMOLIVE CO	10/01/2010	01/06/2011	5,885.00	5,769.00	116.00
150. COMCAST CORP NEW CL A	08/20/2010	01/31/2011	3,463.00	2,659.00	804.00
325. CONSTELLATION ENERGY	04/11/2011	06/29/2011	12,308.00	10,771.00	1,537.00
225. COSTCO WHOLESALE CORP	11/05/2010	07/13/2011	18,305.00	14,787.00	3,518.00
75. CROWN HLDGS INC COM 1	01/26/2011	08/22/2011	2,503.00	2,539.00	-36.00
75. CROWN HLDGS INC COM 1	12/21/2010	08/22/2011	2,503.00	2,524.00	-21.00
150. CROWN HLDGS INC COM	12/09/2010	08/25/2011	4,977.00	4,818.00	159.00
25. CUMMINS ENGINE INC	05/20/2010	01/26/2011	2,721.00	1,596.00	1,125.00
50. CUMMINS ENGINE INC	08/26/2010	01/26/2011	5,442.00	3,703.00	1,739.00
50. CUMMINS ENGINE INC	05/27/2011	08/02/2011	5,112.00	5,291.00	-179.00
75. CUMMINS ENGINE INC	05/27/2011	08/22/2011	6,000.00	7,936.00	-1,936.00
225. CYPRESS SEMICONDUCTOR	02/10/2011	03/17/2011	4,264.00	5,252.00	-988.00
200. DPL INC	08/10/2010	01/06/2011	5,110.00	5,202.00	-92.00
75. DARDEN RESTAURANTS INC	05/06/2011	06/23/2011	3,621.00	3,687.00	-66.00
150. DEERE & COMPANY	01/18/2011	03/09/2011	13,511.00	13,743.00	-232.00
125. DENDREON CORP COM	10/08/2010	07/13/2011	4,878.00	4,796.00	82.00
75. DEVON ENERGY CORPORATI	09/15/2011	11/04/2011	4,917.00	4,915.00	2.00
400. DISNEY WALT CO	03/04/2011	04/25/2011	16,835.00	17,423.00	-588.00
225. DISH NETWORK CORP COM	03/19/2010	03/04/2011	5,225.00	4,681.00	544.00
150. DISH NETWORK CORP COM	03/30/2010	03/04/2011	3,483.00	3,084.00	399.00
100. DISH NETWORK CORP COM	04/25/2011	05/12/2011	2,901.00	2,453.00	448.00

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

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

Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

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

Name of estate or trust: **THORNTON ARTHUR E TR U/W 2** Employer identification number: **06-6445132**

**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 100. DISH NETWORK CORP COM	04/25/2011	07/07/2011	3,166.00	2,453.00	713.00
25. DISH NETWORK CORP COM	04/25/2011	08/30/2011	578.00	613.00	-35.00
100. DISH NETWORK CORP COM	04/25/2011	08/30/2011	2,312.00	2,453.00	-141.00 *
50. DOVER CORPORATION	12/20/2010	05/25/2011	3,167.00	2,847.00	320.00
75. DOVER CORPORATION	11/30/2010	05/27/2011	4,887.00	4,106.00	781.00
100. DOVER CORPORATION	11/17/2010	05/27/2011	6,515.00	5,367.00	1,148.00
75. DOVER CORPORATION	08/17/2011	10/13/2011	3,950.00	4,067.00	-117.00
75. DOVER CORPORATION	08/10/2011	10/13/2011	3,950.00	3,955.00	-5.00
525. DOW CHEMICAL COMPANY	08/12/2011	09/28/2011	12,744.00	15,629.00	-2,885.00
100. EOG RESOURCES INC	01/10/2011	02/10/2011	10,377.00	9,492.00	885.00
50. EQT CORP COM	10/28/2011	11/04/2011	3,172.00	3,333.00	-161.00
125. EBAY INC	03/30/2011	05/27/2011	3,832.00	3,966.00	-134.00
300. EBAY INC	03/21/2011	05/27/2011	9,198.00	9,241.00	-43.00
600. EL PASO CORP COM	03/30/2011	08/09/2011	10,575.00	10,711.00	-136.00
100. EMBRAER S A SPONSORED PFD SHS	05/06/2011	08/02/2011	2,877.00	3,376.00	-499.00
25. EMBRAER S A SPONSORED PFD SHS	05/06/2011	08/09/2011	553.00	844.00	-291.00
275. EMBRAER S A SPONSORED PFD SHS	04/25/2011	08/09/2011	6,083.00	8,839.00	-2,756.00
25. EMERSON ELEC CO	02/16/2011	06/06/2011	1,287.00	1,538.00	-251.00
50. EMERSON ELEC CO	01/18/2011	06/06/2011	2,574.00	2,909.00	-335.00
75. EMERSON ELEC CO	01/18/2011	08/02/2011	3,632.00	4,363.00	-731.00
175. EMERSON ELEC CO	01/18/2011	08/03/2011	8,429.00	10,181.00	-1,752.00
50. EMERSON ELEC CO	03/30/2011	08/03/2011	2,408.00	2,885.00	-477.00
50. EMERSON ELEC CO	01/28/2011	08/03/2011	2,408.00	2,849.00	-441.00
25. ENSCO PLC SPONSORED AD	04/07/2011	08/05/2011	1,107.00	1,435.00	-328.00

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

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

Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

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

Name of estate or trust: **THORNTON ARTHUR E TR U/W 2** Employer identification number: **06-6445132**

**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)
100. ENSCO PLC SPONSORED A	03/04/2011	08/05/2011	4,427.00	5,690.00	-1,263.00
50. ENSCO PLC SPONSORED AD	03/11/2011	08/10/2011	2,182.00	2,794.00	-612.00
50. ENSCO PLC SPONSORED AD	03/11/2011	08/16/2011	2,333.00	2,794.00	-461.00
100. ENSCO PLC SPONSORED A	06/29/2011	08/16/2011	4,667.00	5,349.00	-682.00
125. ENTERGY CORP NEW COM	11/30/2010	04/11/2011	8,187.00	8,904.00	-717.00
175. ENTERGY CORP NEW COM	03/30/2011	04/11/2011	11,462.00	11,930.00	-468.00
100. EXPEDIA INC COMMON ST	05/18/2011	08/05/2011	2,808.00	2,675.00	133.00
175. EXPRESS SCRIPTS INC C	09/14/2010	04/25/2011	9,734.00	8,067.00	1,667.00
75. EXPRESS SCRIPTS INC CL	02/24/2011	04/25/2011	4,172.00	4,095.00	77.00
75. EXPRESS SCRIPTS INC CL	03/25/2011	04/25/2011	4,172.00	4,129.00	43.00
175. EXPRESS SCRIPTS INC C	09/21/2011	10/13/2011	7,040.00	7,214.00	-174.00
50. EXXON MOBIL CORPORATIO	08/19/2011	08/30/2011	3,651.00	3,573.00	78.00
150. EXXON MOBIL CORPORATI	08/09/2011	08/30/2011	10,952.00	10,625.00	327.00
475. EXXON MOBIL CORPORATI	08/09/2011	09/15/2011	34,759.00	33,646.00	1,113.00
375. FAIRCHILD SEMICON INT	01/28/2011	07/07/2011	6,575.00	6,627.00	-52.00
350. FIFTH THIRD BANCORP C	02/22/2011	04/25/2011	4,545.00	5,060.00	-515.00
50. FLUOR CORP NEW COM	02/23/2011	03/30/2011	3,727.00	3,251.00	476.00
50. FLUOR CORP NEW COM	02/25/2011	03/30/2011	3,727.00	3,436.00	291.00
50. FLOWSERVE CORP	11/10/2010	01/18/2011	5,847.00	5,340.00	507.00
25. FLOWSERVE CORP	11/30/2010	01/18/2011	2,923.00	2,634.00	289.00
75. FLOWSERVE CORP	08/02/2011	08/10/2011	6,409.00	7,261.00	-852.00
325. FORD MTR CO DEL COM	12/23/2010	05/05/2011	4,894.00	5,472.00	-578.00
150. FORD MTR CO DEL COM	11/05/2010	05/05/2011	2,259.00	2,401.00	-142.00
300. FORD MTR CO DEL COM	04/25/2011	05/05/2011	4,517.00	4,652.00	-135.00

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

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Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

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

Name of estate or trust: **THORNTON ARTHUR E TR U/W 2** Employer identification number: **06-6445132**

**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 550. FORD MTR CO DEL COM	09/10/2010	05/05/2011	8,282.00	6,545.00	1,737.00
275. FOREST OIL CORP COM P	08/17/2010	01/28/2011	10,228.00	7,885.00	2,343.00
50. FREEPORT-MCMORAN COPPE COM	02/14/2011	05/06/2011	2,544.00	2,801.00	-257.00
75. FREEPORT-MCMORAN COPPE COM	03/29/2011	05/06/2011	3,817.00	4,064.00	-247.00
375. GENERAL ELEC CO	03/11/2011	05/25/2011	7,198.00	7,598.00	-400.00 *
325. GENERAL ELEC CO	04/28/2011	05/25/2011	6,238.00	6,695.00	-457.00 *
175. GENERAL ELEC CO	03/29/2011	06/06/2011	3,256.00	3,762.00	-506.00
300. GENERAL MTRS CO COM	08/17/2011	09/15/2011	6,789.00	7,564.00	-775.00
100. GILEAD SCIENCES INC	04/25/2011	09/15/2011	3,961.00	3,901.00	60.00
50. GOLDMAN SACHS GROUP IN	01/26/2011	09/28/2011	4,953.00	8,104.00	-3,151.00
50. GOODRICH B F CO	08/18/2010	01/10/2011	4,467.00	3,672.00	795.00
25. GOODRICH B F CO	08/18/2010	02/16/2011	2,276.00	1,836.00	440.00
75. GOODRICH B F CO	08/26/2010	02/16/2011	6,827.00	5,222.00	1,605.00
25. GOODRICH B F CO	04/25/2011	09/28/2011	3,029.00	2,182.00	847.00
75. GOODRICH B F CO	03/21/2011	09/28/2011	9,087.00	6,373.00	2,714.00
150. HARTFORD FINANCIAL SV	01/10/2011	03/17/2011	3,809.00	4,156.00	-347.00
175. HARTFORD FINANCIAL SV	02/14/2011	10/28/2011	3,587.00	5,166.00	-1,579.00
75. HARTFORD FINANCIAL SVC	01/26/2011	10/28/2011	1,537.00	2,117.00	-580.00
50. HESS CORP COM	03/30/2011	08/02/2011	3,375.00	4,210.00	-835.00
100. HESS CORP COM	03/11/2011	08/02/2011	6,751.00	7,987.00	-1,236.00
75. HESS CORP COM	06/13/2011	08/02/2011	5,063.00	5,356.00	-293.00
125. HOSPIRA INC	03/10/2011	04/25/2011	7,206.00	6,901.00	305.00
650. HUNTINGTON BANCSHARES D	07/14/2010	03/11/2011	4,347.00	3,945.00	402.00
475. HUNTINGTON BANCSHARES D	08/13/2010	03/11/2011	3,177.00	2,717.00	460.00

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

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Schedule D-1 (Form 1041) 2011

**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: **THORNTON ARTHUR E TR U/W 2** Employer identification number: **06-6445132**

**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 550. HUNTINGTON BANCSHARES D	12/15/2010	03/11/2011	3,678.00	3,501.00	177.00
225. INCYTE PHARMACEUTICAL	12/22/2010	03/09/2011	3,119.00	3,879.00	-760.00
475. INTEL CORPORATION	12/15/2010	01/28/2011	10,190.00	10,141.00	49.00
25. INTERCONTINENTALEXCHAN	04/20/2010	02/10/2011	3,201.00	2,776.00	425.00
50. INTERCONTINENTALEXCHAN	04/27/2010	02/10/2011	6,402.00	5,874.00	528.00
25. INTERCONTINENTALEXCHAN	08/13/2010	02/10/2011	3,201.00	2,454.00	747.00
50. INTERCONTINENTALEXCHAN	03/21/2011	04/25/2011	6,055.00	6,242.00	-187.00 *
25. INTERCONTINENTALEXCHAN	03/25/2011	04/25/2011	3,028.00	3,203.00	-175.00 *
25. INTERNATIONAL BUSINESS	08/13/2010	06/23/2011	4,110.00	3,194.00	916.00
75. J P MORGAN CHASE & CO	02/22/2011	09/15/2011	2,506.00	3,479.00	-973.00
175. JOHNSON & JOHNSON	05/25/2011	08/12/2011	11,173.00	11,651.00	-478.00
75. JOHNSON & JOHNSON	05/25/2011	08/26/2011	4,812.00	4,993.00	-181.00
75. JOHNSON & JOHNSON	05/18/2011	10/13/2011	4,794.00	4,968.00	-174.00
75. JOHNSON CONTROLS INCOR	01/10/2011	05/25/2011	2,825.00	3,071.00	-246.00
250. JOHNSON CONTROLS INCO	01/10/2011	05/27/2011	9,708.00	10,237.00	-529.00
100. JOHNSON CONTROLS INCO	03/15/2011	05/27/2011	3,883.00	3,977.00	-94.00
50. KELLOGG CO	03/09/2011	11/04/2011	2,493.00	2,740.00	-247.00
300. KINDER MORGAN INC DEL	03/30/2011	05/05/2011	8,421.00	8,927.00	-506.00
50. KOHLS CORPORATION	05/05/2011	05/18/2011	2,804.00	2,587.00	217.00
100. KOHLS CORPORATION	05/05/2011	08/05/2011	4,652.00	5,174.00	-522.00
100. KOHLS CORPORATION	05/05/2011	08/31/2011	4,656.00	5,174.00	-518.00
125. KOHLS CORPORATION	05/05/2011	09/02/2011	5,492.00	6,467.00	-975.00
125. L-3 COMMUNICATIONS HL	01/10/2011	03/21/2011	10,001.00	9,477.00	524.00
50. LAM RESEARCH CORP	05/05/2011	06/20/2011	2,116.00	2,452.00	-336.00

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

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Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).  
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Name of estate or trust  
**THORNTON ARTHUR E TR U/W 2**

Employer identification number  
**06-6445132**

**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)
<b>1a</b> 150. LAM RESEARCH CORP	05/05/2011	06/23/2011	6,410.00	7,357.00	-947.00
100. LAS VEGAS SANDS CORP	12/15/2010	03/04/2011	4,369.00	4,200.00	169.00
50. LAS VEGAS SANDS CORP	01/26/2011	03/04/2011	2,185.00	2,288.00	-103.00
100. ESTEE LAUDER COMPANIE	10/13/2011	11/04/2011	11,742.00	9,655.00	2,087.00
150. LIFE TECHNOLOGIES COR	01/18/2011	05/18/2011	8,161.00	8,296.00	-135.00
100. LIFE TECHNOLOGIES COR	03/30/2011	05/18/2011	5,441.00	5,217.00	224.00
100. LIMITED BRANDS INC CO	10/01/2010	05/25/2011	3,861.00	2,682.00	1,179.00
50. LIMITED BRANDS INC COM	08/10/2011	11/04/2011	2,132.00	1,652.00	480.00
250. LINCOLN NATL CORP IND	05/05/2010	01/10/2011	7,299.00	7,359.00	-60.00
50. LORILLARD INC COM	04/11/2011	06/06/2011	5,006.00	4,905.00	101.00
50. LORILLARD INC COM	04/11/2011	06/08/2011	4,985.00	4,905.00	80.00
25. LORILLARD INC COM	03/25/2011	06/08/2011	2,492.00	2,365.00	127.00
150. LOWES COMPANIES INCOR	10/12/2010	01/31/2011	3,721.00	3,326.00	395.00
250. LOWES COMPANIES INCOR	10/12/2010	03/30/2011	6,736.00	5,543.00	1,193.00
300. LOWES COMPANIES INCOR	10/20/2010	03/30/2011	8,084.00	6,460.00	1,624.00
125. MACYS INC COM	03/30/2011	05/25/2011	3,515.00	3,043.00	472.00
50. MCDONALDS CORP	03/30/2011	05/12/2011	3,994.00	3,783.00	211.00
50. MCDONALDS CORP	03/30/2011	07/07/2011	4,284.00	3,783.00	501.00
50. MCDONALDS CORP	01/26/2011	07/07/2011	4,284.00	3,772.00	512.00
250. MCDONALDS CORP	01/26/2011	07/11/2011	21,398.00	18,861.00	2,537.00
100. MCKESSON HBOC INC	04/25/2011	05/25/2011	8,423.00	8,281.00	142.00
175. MCKESSON HBOC INC	04/25/2011	10/13/2011	12,785.00	14,491.00	-1,706.00
75. MCKESSON HBOC INC	08/04/2011	10/13/2011	5,479.00	5,702.00	-223.00
50. MEAD JOHNSON NUTRITION	08/02/2010	03/30/2011	2,911.00	2,692.00	219.00

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

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Schedule D-1 (Form 1041) 2011

**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).  
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OMB No 1545-0092

**2011**

Name of estate or trust: **THORNTON ARTHUR E TR U/W 2** Employer identification number: **06-6445132**

**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 25. MEDCO HEALTH SOLUTIONS	03/19/2010	02/24/2011	1,531.00	1,643.00	-112.00
25. MEDCO HEALTH SOLUTIONS	07/02/2010	02/24/2011	1,531.00	1,360.00	171.00
150. MEDCO HEALTH SOLUTION	08/10/2010	02/24/2011	9,187.00	6,949.00	2,238.00
200. MERCK & CO INC NEW CO	09/14/2010	05/09/2011	7,246.00	7,319.00	-73.00 *
125. METLIFE INC	08/03/2010	05/06/2011	5,608.00	5,327.00	281.00
75. METLIFE INC	08/03/2010	08/02/2011	3,009.00	3,196.00	-187.00
100. METLIFE INC	08/24/2010	08/03/2011	3,935.00	3,672.00	263.00
425. METROPCS COMMUNICATIO	01/06/2011	09/15/2011	4,363.00	5,621.00	-1,258.00
250. METROPCS COMMUNICATIO	01/10/2011	09/15/2011	2,567.00	3,301.00	-734.00
150. METROPCS COMMUNICATIO	08/05/2011	09/15/2011	1,540.00	1,394.00	146.00
200. MICROSOFT CORPORATION	06/23/2011	09/02/2011	5,166.00	4,862.00	304.00
350. MICROSOFT CORPORATION	06/23/2011	10/28/2011	9,392.00	8,508.00	884.00
25. MONSANTO CO NEW COM	10/07/2010	02/14/2011	1,886.00	1,201.00	685.00
50. MONSANTO CO NEW COM	10/11/2010	02/14/2011	3,772.00	2,594.00	1,178.00
300. MORGAN STANLEY DEAN W DISCOVER & CO	08/27/2010	01/26/2011	8,653.00	7,478.00	1,175.00
100. MURPHY OIL CORP COM	12/15/2010	01/10/2011	7,290.00	7,013.00	277.00
50. MURPHY OIL CORP COM	12/15/2010	03/30/2011	3,641.00	3,506.00	135.00
100. MURPHY OIL CORP COM	12/21/2010	03/30/2011	7,282.00	7,313.00	-31.00
75. MURPHY OIL CORP COM	02/10/2011	03/30/2011	5,461.00	5,215.00	246.00
125. MYLAN LABS INC	04/25/2011	05/25/2011	2,889.00	3,124.00	-235.00
75. MYLAN LABS INC	04/25/2011	06/06/2011	1,698.00	1,874.00	-176.00
100. MYLAN LABS INC	03/30/2011	06/06/2011	2,264.00	2,276.00	-12.00
450. MYLAN LABS INC	03/30/2011	06/14/2011	10,133.00	10,242.00	-109.00
200. NCR CORP W/I	08/02/2011	10/31/2011	3,890.00	3,905.00	-15.00

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

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

Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

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

Name of estate or trust: **THORNTON ARTHUR E TR U/W 2** Employer identification number: **06-6445132**

**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 100. NCR CORP W/I	08/02/2011	11/04/2011	1,964.00	1,953.00	11.00
75. NII HLDGS INC COM	04/25/2011	08/04/2011	3,046.00	3,076.00	-30.00
100. NETAPP INC COM	08/04/2011	10/04/2011	3,410.00	4,429.00	-1,019.00
700. NEWS CORP CL A	07/07/2011	08/05/2011	10,039.00	12,374.00	-2,335.00
250. NEWS CORP CL A	07/12/2011	08/05/2011	3,586.00	3,912.00	-326.00
75. NINTENDO LTD ADR	04/27/2010	01/26/2011	2,548.00	3,160.00	-612.00
100. NINTENDO LTD ADR	08/03/2010	01/26/2011	3,397.00	3,517.00	-120.00
100. NORDSTROM INCORPORATE	07/23/2010	03/09/2011	4,443.00	3,189.00	1,254.00
150. NORDSTROM INCORPORATE	08/02/2010	03/09/2011	6,664.00	5,339.00	1,325.00
200. NORFOLK SOUTHERN CORP	02/16/2011	03/30/2011	13,858.00	13,024.00	834.00
25. OCCIDENTAL PETROLEUM C	03/19/2010	01/06/2011	2,422.00	2,051.00	371.00
50. OCCIDENTAL PETROLEUM C	03/19/2010	02/10/2011	4,918.00	4,102.00	816.00
50. OCCIDENTAL PETROLEUM C	03/19/2010	03/11/2011	4,911.00	4,102.00	809.00
150. OCEANEERING INTL INC	12/02/2010	07/12/2011	6,364.00	5,490.00	874.00
50. OCEANEERING INTL INC C	12/09/2010	07/12/2011	2,121.00	1,803.00	318.00
100. OIL STS INTL INC COM	09/15/2010	04/07/2011	7,619.00	4,432.00	3,187.00
100. ORACLE SYS CORP	03/30/2011	08/03/2011	3,006.00	3,316.00	-310.00
200. ORACLE SYS CORP	03/30/2011	10/28/2011	6,707.00	6,632.00	75.00
50. ORACLE SYS CORP	03/30/2011	11/04/2011	1,628.00	1,658.00	-30.00
450. ORACLE SYS CORP	03/17/2011	11/04/2011	14,648.00	13,839.00	809.00
275. ORACLE SYS CORP	12/15/2010	11/04/2011	8,952.00	8,370.00	582.00
125. OWENS CORNING INC NEW	10/12/2010	05/18/2011	4,309.00	3,406.00	903.00
150. OWENS CORNING INC NEW	09/27/2010	05/18/2011	5,171.00	3,780.00	1,391.00
100. P G & E CORPORATION	03/19/2010	03/17/2011	4,189.00	4,313.00	-124.00

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

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

Schedule D-1 (Form 1041) 2011

**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: **THORNTON ARTHUR E TR U/W 2** Employer identification number: **06-6445132**

**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 125. P G & E CORPORATION	07/08/2010	03/17/2011	5,237.00	5,308.00	-71.00
50. PNC BK CORP	03/17/2011	10/28/2011	2,764.00	3,073.00	-309.00
300. PPL CORPORATION	10/12/2010	01/10/2011	7,903.00	8,275.00	-372.00
150. PPL CORPORATION	06/29/2011	08/09/2011	3,858.00	4,189.00	-331.00
475. PPL CORPORATION	04/25/2011	08/09/2011	12,216.00	12,803.00	-587.00
75. PACKAGING CORP OF AMER	08/19/2010	03/29/2011	2,106.00	1,720.00	386.00
100. PACKAGING CORP OF AME	09/24/2010	03/29/2011	2,808.00	2,299.00	509.00
50. PARKER HANNIFIN CORPOR	12/02/2010	02/16/2011	4,566.00	4,217.00	349.00
25. PARKER HANNIFIN CORPOR	12/02/2010	03/09/2011	2,147.00	2,109.00	38.00
25. PARKER HANNIFIN CORPOR	12/02/2010	03/30/2011	2,364.00	2,109.00	255.00
75. PARKER HANNIFIN CORPOR	12/20/2010	03/30/2011	7,091.00	6,349.00	742.00
25. PARKER HANNIFIN CORPOR	01/26/2011	03/30/2011	2,364.00	2,186.00	178.00
75. PEABODY ENERGY CORP CO	12/08/2010	03/15/2011	4,840.00	4,591.00	249.00
50. PEABODY ENERGY CORP CO	12/09/2010	03/25/2011	3,637.00	3,074.00	563.00
25. PEABODY ENERGY CORP CO	02/10/2011	03/25/2011	1,818.00	1,550.00	268.00
25. PEPSICO INCORPORATED	10/01/2010	08/26/2011	1,577.00	1,662.00	-85.00
100. PEPSICO INCORPORATED	10/01/2010	09/15/2011	6,124.00	6,649.00	-525.00
50. PEPSICO INCORPORATED	10/07/2010	09/15/2011	3,062.00	3,289.00	-227.00
75. PEPSICO INCORPORATED	03/30/2011	09/15/2011	4,593.00	4,874.00	-281.00
25. PEPSICO INCORPORATED	03/30/2011	10/13/2011	1,555.00	1,625.00	-70.00
50. PEPSICO INCORPORATED	03/22/2011	10/13/2011	3,111.00	3,202.00	-91.00
100. PEPSICO INCORPORATED	02/14/2011	10/13/2011	6,221.00	6,346.00	-125.00
575. PFIZER INC	02/22/2011	04/25/2011	11,471.00	10,970.00	501.00
775. PFIZER INC	03/22/2011	05/06/2011	15,864.00	15,472.00	392.00

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

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

Schedule D-1 (Form 1041) 2011

**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: **THORNTON ARTHUR E TR U/W 2** Employer identification number: **06-6445132**

**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 125. PFIZER INC	03/04/2011	05/06/2011	2,559.00	2,459.00	100.00
75. PFIZER INC	03/04/2011	06/23/2011	1,544.00	1,476.00	68.00
225. PFIZER INC	03/09/2011	06/23/2011	4,631.00	4,411.00	220.00
150. PFIZER INC	02/22/2011	06/23/2011	3,087.00	2,862.00	225.00
200. PFIZER INC	02/24/2011	06/23/2011	4,117.00	3,795.00	322.00
50. PHILIP MORRIS INTL INC	01/31/2011	05/09/2011	3,425.00	2,848.00	577.00
25. POTASH CORP SASK INC	11/10/2010	02/23/2011	4,190.00	3,541.00	649.00
125. POTASH CORP SASK INC	05/20/2011	06/20/2011	6,442.00	6,573.00	-131.00
45. PRICE T ROWE GROUP INC	03/19/2010	01/28/2011	2,963.00	2,474.00	489.00
125. PROCTER & GAMBLE CO C	12/01/2010	02/25/2011	7,826.00	7,775.00	51.00
175. PROCTER & GAMBLE CO C	12/01/2010	03/22/2011	10,689.00	10,885.00	-196.00
250. PROCTER & GAMBLE CO C	12/15/2010	03/22/2011	15,270.00	15,956.00	-686.00
75. PROCTER & GAMBLE CO CO	12/21/2010	03/22/2011	4,581.00	4,856.00	-275.00
75. PRUDENTIAL FINL INC CO	12/15/2010	03/17/2011	4,464.00	4,272.00	192.00
75. PRUDENTIAL FINL INC CO	12/15/2010	03/21/2011	4,579.00	4,272.00	307.00
50. PRUDENTIAL FINL INC CO	12/17/2010	03/21/2011	3,053.00	2,888.00	165.00
100. PRUDENTIAL FINL INC C	12/17/2010	03/22/2011	6,148.00	5,775.00	373.00
125. QUALCOMM INC	04/25/2011	08/22/2011	5,755.00	7,145.00	-1,390.00
350. RAYTHEON CO COM NEW	05/25/2011	08/02/2011	15,404.00	17,588.00	-2,184.00
250. ROCHE HLDG LTD SPONSO	05/09/2011	08/04/2011	10,797.00	10,327.00	470.00
175. ROCHE HLDG LTD SPONSO	05/09/2011	08/17/2011	7,327.00	7,229.00	98.00
250. ROCKWELL COLLINS COM	08/02/2011	08/19/2011	11,344.00	13,496.00	-2,152.00
175. ROYAL DUTCH SHELL PLC ADR CL A	03/25/2011	08/10/2011	10,848.00	12,728.00	-1,880.00
75. ROYAL DUTCH SHELL PLC ADR CL A	03/30/2011	08/10/2011	4,649.00	5,429.00	-780.00

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

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

Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No. 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

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

Name of estate or trust: **THORNTON ARTHUR E TR U/W 2** Employer identification number: **06-6445132**

**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 50. ROYAL DUTCH SHELL PLC ADR CL A	06/20/2011	08/10/2011	3,099.00	3,440.00	-341.00
200. SAFEWAY INC COM NEW	07/13/2011	09/21/2011	3,385.00	4,773.00	-1,388.00
175. SAFEWAY INC COM NEW	02/25/2011	10/13/2011	3,063.00	3,739.00	-676.00
25. SAFEWAY INC COM NEW	02/25/2011	10/28/2011	495.00	534.00	-39.00
325. SAFEWAY INC COM NEW	01/31/2011	10/28/2011	6,441.00	6,751.00	-310.00
125. SAFEWAY INC COM NEW	08/02/2011	10/28/2011	2,477.00	2,438.00	39.00
75. ST JUDE MEDICAL INCORP	05/18/2011	09/21/2011	3,142.00	3,955.00	-813.00
50. ST JUDE MEDICAL INCORP	02/24/2011	10/28/2011	2,038.00	2,358.00	-320.00
25. ST JUDE MEDICAL INCORP	02/23/2011	10/28/2011	1,019.00	1,165.00	-146.00
150. SANDISK CORP	12/15/2010	01/06/2011	7,910.00	7,229.00	681.00
75. SCHLUMBERGER LIMITED	05/24/2010	03/11/2011	6,481.00	4,437.00	2,044.00
25. SCHLUMBERGER LIMITED	05/24/2010	04/25/2011	2,195.00	1,479.00	716.00
175. SCHLUMBERGER LIMITED	06/03/2010	04/25/2011	15,364.00	9,671.00	5,693.00
75. SCHLUMBERGER LIMITED	07/26/2010	04/25/2011	6,585.00	4,392.00	2,193.00
75. SCHLUMBERGER LIMITED	08/10/2011	10/04/2011	4,262.00	5,622.00	-1,360.00
175. SCHLUMBERGER LIMITED	08/10/2011	10/28/2011	13,413.00	13,119.00	294.00
200. SKYWORKS SOLUTIONS IN	01/06/2011	04/07/2011	5,541.00	6,122.00	-581.00
125. SKYWORKS SOLUTIONS IN	01/26/2011	04/07/2011	3,463.00	3,872.00	-409.00
75. SOUTHWESTERN ENERGY CO	03/30/2010	03/30/2011	3,276.00	3,030.00	246.00
425. SPRINT CORPORATION	04/25/2011	08/11/2011	1,297.00	2,046.00	-749.00
2025. SPRINT CORPORATION	03/22/2011	08/11/2011	6,179.00	9,254.00	-3,075.00
100. STAPLES INCORPORATED	12/08/2010	03/09/2011	2,028.00	2,253.00	-225.00
400. STAPLES INCORPORATED	12/08/2010	03/17/2011	7,760.00	9,011.00	-1,251.00
225. SYMANTEC CORP	06/23/2011	10/31/2011	3,824.00	4,226.00	-402.00

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

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

**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: **THORNTON ARTHUR E TR U/W 2** Employer identification number: **06-6445132**

**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)
100. SYMANTEC CORP	06/23/2011	11/15/2011	1,711.00	1,878.00	-167.00
125. SYMANTEC CORP	06/17/2011	11/15/2011	2,139.00	2,339.00	-200.00
625. TD AMERITRADE HLDG CO	04/25/2011	06/23/2011	11,552.00	13,764.00	-2,212.00
450. TD AMERITRADE HLDG CO	08/02/2011	08/09/2011	6,796.00	8,275.00	-1,479.00
75. TARGET CORP	03/19/2010	01/31/2011	4,091.00	4,000.00	91.00
150. TARGET CORP	03/19/2010	03/04/2011	7,783.00	8,000.00	-217.00
75. TARGET CORP	06/22/2010	03/04/2011	3,891.00	3,925.00	-34.00
50. TARGET CORP	12/08/2010	03/04/2011	2,594.00	2,955.00	-361.00
50. TERADATA CORP DELAWARE	03/19/2010	02/14/2011	2,421.00	1,447.00	974.00
75. TERADATA CORP DELAWARE	06/23/2011	08/03/2011	4,088.00	4,299.00	-211.00 *
75. TERADATA CORP DELAWARE	06/30/2011	11/04/2011	4,251.00	4,137.00	114.00
50. THERMO ELECTRON CORP	06/15/2010	01/18/2011	2,840.00	2,656.00	184.00
100. THERMO ELECTRON CORP	08/12/2011	11/04/2011	4,885.00	5,385.00	-500.00 *
100. TIBCO SOFTWARE INC CO	09/13/2010	01/26/2011	2,121.00	1,572.00	549.00
150. TIBCO SOFTWARE INC CO	09/13/2010	02/10/2011	3,765.00	2,358.00	1,407.00
150. TIBCO SOFTWARE INC CO	09/15/2010	02/10/2011	3,765.00	2,375.00	1,390.00
25. TRANSDIGM GROUP INC CO	04/08/2010	01/18/2011	1,925.00	1,360.00	565.00
100. TRANSDIGM GROUP INC C	04/08/2010	02/16/2011	8,137.00	5,442.00	2,695.00
100. UNION PAC CORP COM	03/30/2011	05/05/2011	10,176.00	9,837.00	339.00
25. UNION PAC CORP COM	03/30/2011	05/18/2011	2,544.00	2,459.00	85.00
25. UNION PAC CORP COM	12/22/2010	05/18/2011	2,544.00	2,301.00	243.00
95. UNITED PARCEL SERVICE	03/19/2010	01/18/2011	6,920.00	6,110.00	810.00
5. UNITED PARCEL SERVICE C	03/19/2010	03/09/2011	365.00	322.00	43.00
70. UNITED PARCEL SERVICE	09/17/2010	03/09/2011	5,110.00	4,665.00	445.00

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

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

Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

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

Name of estate or trust: **THORNTON ARTHUR E TR U/W 2** Employer identification number: **06-6445132**

**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 75. UNITED PARCEL SERVICE	03/30/2011	08/10/2011	4,679.00	5,604.00	-925.00
50. UNITED PARCEL SERVICE	03/30/2011	08/12/2011	3,272.00	3,736.00	-464.00
50. UNITED PARCEL SERVICE	11/18/2010	08/12/2011	3,272.00	3,424.00	-152.00
75. UNITED PARCEL SERVICE	11/10/2010	08/12/2011	4,909.00	5,079.00	-170.00
100. UNITED PARCEL SERVICE	10/12/2010	08/12/2011	6,545.00	6,697.00	-152.00
30. UNITED PARCEL SERVICE	09/17/2010	08/12/2011	1,963.00	1,999.00	-36.00
25. UNITED TECHNOLOGIES CO	12/22/2010	09/21/2011	1,906.00	1,984.00	-78.00
50. UNITED TECHNOLOGIES CO	08/19/2011	09/21/2011	3,812.00	3,422.00	390.00
350. UNITEDHEALTH GROUP IN	01/10/2011	02/22/2011	15,121.00	13,463.00	1,658.00
100. VERIZON COMMUNICATION	06/14/2011	09/02/2011	3,571.00	3,571.00	
125. VIACOM INC CL B COM	03/30/2011	05/05/2011	6,229.00	5,899.00	330.00
75. VIACOM INC CL B COM	03/30/2011	09/28/2011	3,133.00	3,539.00	-406.00
50. VIACOM INC CL B COM	02/22/2011	09/28/2011	2,089.00	2,250.00	-161.00
25. VIACOM INC CL B COM	08/10/2011	09/28/2011	1,044.00	1,083.00	-39.00
25. VIACOM INC CL B COM	08/10/2011	10/31/2011	1,111.00	1,083.00	28.00
50. VISA INC CL A COM	09/08/2010	07/07/2011	4,503.00	3,966.00	537.00
75. VISA INC CL A COM	04/25/2011	07/07/2011	6,754.00	5,811.00	943.00
70. WAL-MART STORES INCORP	04/29/2010	01/10/2011	3,760.00	3,784.00	-24.00
100. WAL-MART STORES INCOR	05/12/2010	01/10/2011	5,371.00	5,239.00	132.00
175. WAL-MART STORES INCOR	07/13/2011	08/12/2011	8,724.00	9,456.00	-732.00
100. WAL-MART STORES INCOR	07/11/2011	08/12/2011	4,985.00	5,395.00	-410.00
300. WAL-MART STORES INCOR	07/11/2011	08/19/2011	15,707.00	16,185.00	-478.00
125. WALGREEN CO	06/06/2011	08/19/2011	4,369.00	5,436.00	-1,067.00
275. WALGREEN CO	06/06/2011	08/25/2011	9,451.00	11,959.00	-2,508.00

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

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

Schedule D-1 (Form 1041) 2011

**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: **THORNTON ARTHUR E TR U/W 2** Employer identification number: **06-6445132**

**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 150. WELLS FARGO COMPANY	05/20/2010	05/18/2011	4,321.00	4,403.00	-82.00
400. XEROX CORPORATION	06/17/2011	08/09/2011	3,142.00	3,964.00	-822.00
1050. XEROX CORPORATION	06/07/2011	08/09/2011	8,248.00	10,215.00	-1,967.00
45. ZIMMER HLDGS INC COM	04/09/2010	01/10/2011	2,383.00	2,675.00	-292.00
25. ZIMMER HLDGS INC COM	04/14/2010	01/10/2011	1,324.00	1,512.00	-188.00
100. ZIMMER HLDGS INC COM	07/13/2011	08/30/2011	5,503.00	6,484.00	-981.00 *
75. ZIMMER HLDGS INC COM	07/13/2011	09/15/2011	4,215.00	4,863.00	-648.00
375. AXIS CAPITAL HOLDINGS	04/25/2011	08/11/2011	10,760.00	13,279.00	-2,519.00
50. ACCENTURE PLC CL A COM	12/15/2010	08/22/2011	2,419.00	2,317.00	102.00
25. COOPER INDS PLC NEW CO	03/21/2011	06/17/2011	1,512.00	1,622.00	-110.00
25. COOPER INDS PLC NEW CO	03/25/2011	06/17/2011	1,512.00	1,614.00	-102.00
150. COOPER INDS PLC NEW C	03/09/2011	06/20/2011	8,963.00	9,592.00	-629.00
100. COVIDIEN PLC COM	04/25/2011	10/13/2011	4,505.00	5,495.00	-990.00
50. COVIDIEN PLC COM	03/25/2011	10/13/2011	2,252.00	2,608.00	-356.00
50. INGERSOLL-RAND CO LTD	09/24/2010	01/10/2011	2,330.00	1,770.00	560.00
175. INGERSOLL-RAND CO LTD	09/24/2010	01/18/2011	8,214.00	6,194.00	2,020.00
50. INGERSOLL-RAND CO LTD	09/27/2010	01/18/2011	2,347.00	1,742.00	605.00
425. XL GROUP PLC COM	05/06/2011	07/13/2011	9,222.00	10,069.00	-847.00
150. ACE LTD COM	12/17/2010	02/14/2011	9,361.00	9,191.00	170.00
400. WEATHERFORD INTL LTD	08/17/2010	03/04/2011	8,264.00	6,356.00	1,908.00
50. FOSTER WHEELER AG COM	01/18/2011	05/05/2011	1,709.00	1,883.00	-174.00
50. FOSTER WHEELER AG COM	12/20/2010	05/05/2011	1,709.00	1,679.00	30.00
125. FOSTER WHEELER AG COM	12/15/2010	05/05/2011	4,273.00	4,105.00	168.00
225. TE CONNECTIVITY LTD C	07/12/2010	04/25/2011	7,881.00	5,566.00	2,315.00

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

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

Schedule D-1 (Form 1041) 2011



Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side THORNTON ARTHUR E TR U/W 2	Employer identification number 06-6445132
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**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 172. AT&T INC	09/15/2005	03/04/2011	4,815.00	4,114.00	701.00
25. AT&T INC	10/05/2005	03/04/2011	700.00	583.00	117.00
25. AT&T INC	11/02/2005	03/04/2011	700.00	598.00	102.00
3. AT&T INC	04/20/2009	03/04/2011	84.00	77.00	7.00
297. AT&T INC	04/20/2009	03/25/2011	8,556.00	7,640.00	916.00
85. ABBOTT LABORATORIES	03/19/2010	03/30/2011	4,159.00	4,535.00	-376.00
50. APACHE CORPORATION	04/20/2009	03/11/2011	5,908.00	3,338.00	2,570.00
100. AUTODESK INC (DEL)	10/04/2005	08/22/2011	2,439.00	4,515.00	-2,076.00
100. AUTODESK INC (DEL)	05/10/2010	08/22/2011	2,439.00	3,239.00	-800.00
50. AUTODESK INC (DEL)	05/24/2010	08/22/2011	1,220.00	1,479.00	-259.00
100. AVON PRODUCTS INC	08/20/2008	01/18/2011	2,882.00	4,856.00	-1,974.00
25. AVON PRODUCTS INC	08/20/2008	02/10/2011	717.00	1,214.00	-497.00
170. AVON PRODUCTS INC	09/10/2008	02/10/2011	4,878.00	7,349.00	-2,471.00
85. BORG WARNER INC	09/10/2008	01/31/2011	5,781.00	3,225.00	2,556.00
50. CARDINAL HEALTH INCORP	03/19/2010	04/25/2011	2,139.00	1,786.00	353.00
50. CELANESE CORP DEL SER	05/05/2010	06/17/2011	2,390.00	1,461.00	929.00
50. CELGENE CORP	04/14/2010	05/06/2011	2,980.00	3,011.00	-31.00
50. CELGENE CORP	04/23/2010	05/06/2011	2,980.00	2,967.00	13.00
75. CELGENE CORP	04/27/2010	06/07/2011	4,473.00	4,080.00	393.00
25. CHEVRONTEXACO CORP COM	08/30/2005	01/06/2011	2,280.00	1,506.00	774.00
25. CHEVRONTEXACO CORP COM	08/30/2005	03/04/2011	2,598.00	1,506.00	1,092.00
30. CITIGROUP INC NEW COM	07/29/2010	08/22/2011	796.00	1,333.00	-537.00
52.5 CITIGROUP INC NEW COM	08/18/2010	08/22/2011	1,393.00	2,285.00	-892.00
70. CITIGROUP INC NEW COM	07/23/2010	08/22/2011	1,857.00	2,902.00	-1,045.00
10. CITIGROUP INC NEW COM	07/23/2010	09/15/2011	279.00	415.00	-136.00

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

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side  
**THORNTON ARTHUR E TR U/W 2** Employer identification number  
**06-6445132**

**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 7.5 CITIGROUP INC NEW COM	06/30/2010	09/15/2011	209.00	309.00	-100.00
107.5 CITIGROUP INC NEW CO	08/28/2010	09/15/2011	3,001.00	4,424.00	-1,423.00
17.5 CITIGROUP INC NEW COM	08/13/2010	09/15/2011	489.00	691.00	-202.00
82.5 CITIGROUP INC NEW COM	06/10/2010	09/15/2011	2,303.00	3,237.00	-934.00
100. CITIGROUP INC NEW COM	06/10/2010	10/13/2011	2,750.00	3,924.00	-1,174.00
100. CORNING INC	07/29/2009	03/09/2011	2,166.00	1,683.00	483.00
175. CORNING INC	04/29/2010	05/05/2011	3,566.00	3,534.00	32.00
375. CORNING INC	07/29/2009	05/05/2011	7,642.00	6,313.00	1,329.00
175. DISCOVER FINL SVCS CO	04/23/2010	07/13/2011	4,662.00	2,852.00	1,810.00
425. DISCOVER FINL SVCS CO	03/19/2010	07/13/2011	11,321.00	6,547.00	4,774.00
125. E M C CORP MASS	09/10/2008	02/10/2011	3,380.00	1,725.00	1,655.00
100. FREEPORT-MCMORAN COPP INC COM	03/22/2010	06/29/2011	5,241.00	4,445.00	796.00
50. FREEPORT-MCMORAN COPPE COM	03/30/2010	06/29/2011	2,620.00	2,100.00	520.00
50. FREEPORT-MCMORAN COPPE COM	04/20/2010	06/29/2011	2,620.00	2,038.00	582.00
125. GILEAD SCIENCES INC	08/10/2010	10/13/2011	5,078.00	4,454.00	624.00
250. GILEAD SCIENCES INC	06/15/2010	10/13/2011	10,155.00	8,760.00	1,395.00
25. GOLDMAN SACHS GROUP IN	03/19/2010	09/15/2011	2,686.00	4,408.00	-1,722.00
25. GOLDMAN SACHS GROUP IN	03/19/2010	09/28/2011	2,476.00	4,408.00	-1,932.00
25. GOOGLE INC CL A	09/10/2008	08/17/2011	13,332.00	10,612.00	2,720.00
25. INTERNATIONAL BUSINESS	07/29/2009	03/17/2011	3,827.00	2,916.00	911.00
50. INTERNATIONAL BUSINESS	07/29/2009	03/21/2011	7,903.00	5,832.00	2,071.00
75. INTERNATIONAL BUSINESS	06/15/2010	06/23/2011	12,331.00	9,693.00	2,638.00
50. INTERNATIONAL BUSINESS	07/29/2009	06/23/2011	8,220.00	5,832.00	2,388.00
75. MEAD JOHNSON NUTRITION	09/10/2008	01/31/2011	4,366.00	2,634.00	1,732.00
36. MEAD JOHNSON NUTRITION	09/10/2008	03/30/2011	2,096.00	1,264.00	832.00

**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  
 THORNTON ARTHUR E TR U/W 2  
 Employer identification number  
 06-6445132

**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 25. MEAD JOHNSON NUTRITION	03/19/2010	03/30/2011	1,455.00	1,290.00	165.00
100. METLIFE INC	04/20/2010	05/06/2011	4,487.00	4,684.00	-197.00
75. METLIFE INC	03/19/2010	08/02/2011	3,009.00	3,148.00	-139.00
75. METLIFE INC	03/19/2010	08/03/2011	2,951.00	3,148.00	-197.00
75. METLIFE INC	06/29/2010	08/03/2011	2,951.00	2,882.00	69.00
175. MICROSOFT CORPORATION	06/30/2010	10/28/2011	4,696.00	4,136.00	560.00
360. MICROSOFT CORPORATION	04/20/2009	10/28/2011	9,660.00	6,819.00	2,841.00
150. NII HLDGS INC COM	03/19/2010	08/04/2011	6,092.00	6,021.00	71.00
100. OCCIDENTAL PETROLEUM	03/19/2010	10/28/2011	9,671.00	8,205.00	1,466.00
25. PNC BK CORP	10/02/2008	09/15/2011	1,264.00	1,722.00	-458.00
50. PNC BK CORP	04/29/2010	09/15/2011	2,529.00	3,356.00	-827.00
15. PNC BK CORP	12/09/2005	10/28/2011	829.00	886.00	-57.00
10. PNC BK CORP	03/19/2010	10/28/2011	553.00	590.00	-37.00
125. PACKAGING CORP OF AME	07/29/2009	01/26/2011	3,556.00	2,418.00	1,138.00
25. PACKAGING CORP OF AMER	07/29/2009	03/29/2011	702.00	484.00	218.00
100. PEPSICO INCORPORATED	03/19/2010	08/02/2011	6,358.00	6,664.00	-306.00
50. PEPSICO INCORPORATED	03/19/2010	08/26/2011	3,154.00	3,332.00	-178.00
75. PEPSICO INCORPORATED	07/21/2010	10/13/2011	4,666.00	4,839.00	-173.00
100. PHILIP MORRIS INTL IN	03/19/2010	05/09/2011	6,850.00	5,235.00	1,615.00
80. PRICE T ROWE GROUP INC	09/09/2008	01/28/2011	5,267.00	4,729.00	538.00
100. RIO TINTO PLC SPONSOR	03/19/2010	06/20/2011	6,663.00	5,511.00	1,152.00
175. SOUTHWESTERN ENERGY C	03/19/2010	03/30/2011	7,644.00	6,853.00	791.00
75. TERADATA CORP DELAWARE	04/05/2010	05/06/2011	4,076.00	2,202.00	1,874.00
50. TERADATA CORP DELAWARE	03/19/2010	05/06/2011	2,717.00	1,447.00	1,270.00
100. TERADATA CORP DELAWAR	03/19/2010	11/04/2011	5,668.00	2,893.00	2,775.00

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



THORNTON ARTHUR E TR UW 2  
06-6445132  
Balance Sheet  
12/31/2011



Cusip	Asset	Units	Basis	Market Value
002824100	ABBOTT LABS	275 000	14,890.50	15,463.25
002896207	ABERCROMBIE & FITCH CO	275.000	15,641.79	13,431 00
018490102	ALLERGAN INC	175 000	11,238.35	15,354 50
037411105	APACHE CORP	225.000	23,040.73	20,380.50
037833100	APPLE INC	150.000	34,668.06	60,750.00
09062X103	BIOGEN IDEC INC	125.000	14,128.42	13,756.25
097023105	BOEING CO	200.000	12,301.60	14,670.00
125509109	CIGNA CORP	400 000	14,901.63	16,800.00
1261291M7	INTERM GOVT/CREDIT BOND CTF	99582.404	1,220,976.77	1,256,849.44
150870103	CELANESE CORP DEL	305.000	11,487.23	13,502 35
166764100	CHEVRON CORP	570.000	40,295.54	60,648.00
172967424	CITIGROUP INC	340.000	13,275.98	8,945 40
197199813	COLUMBIA ACORN INTERNATIONAL	2056 924	59,362.83	70,573 06
19765J830	COLUMBIA MID CAP VALUE FUND	11141.831	138,408.18	142,726.86
19765P232	COLUMBIA MID CAP GROWTH FUND	6164.157	105,501.35	152,008 11
19765P547	COLUMBIA REAL ESTATE EQUITY	2293 334	44,371.52	29,125 34
19765P810	COLUMBIA SMALL CAP CORE FUND	12446 252	170,235.15	185,075 77
20030N101	COMCAST CORP	1425 000	28,337.45	33,786 75
212015101	CONTINENTAL RES INC	175 000	10,684.48	11,674.25
237194105	DARDEN RESTAURANTS INC	325 000	15,594.57	14,813.50
25179M103	DEVON ENERGY CORP NEW	225 000	14,745.88	13,950.00
25470M109	DISH NETWORK CORP	375 000	9,124 91	10,680.00
260003108	DOVER CORP	200 000	10,464.28	11,610.00
26138E109	DR PEPPER SNAPPLE INC	275.000	10,926.11	10,857 00
268648102	EMC CORP	1275.000	25,119 05	27,463.50
278642103	EBAY INC	650.000	19,248 82	19,714 50
30161N101	EXELON CORP	475.000	21,062 26	20,600.75
30212P303	EXPEDIA INC DEL	325.000	17,160.49	9,431.50
316773100	FIFTH THIRD BANCORP	1275.000	15,468 89	16,218.00
354613101	FRANKLIN RES INC	175 000	20,735.20	16,810 50
35671D857	FREEMONT-MCMORAN COPPER &	225 000	9,434 26	8,277 75
369604103	GENERAL ELEC CO	1800 000	34,901 36	32,238 00
38141G104	GOLDMAN SACHS GROUP INC	150 000	22,181.22	13,564 50
382388106	GOODRICH CORP	50 000	4,248.33	6,185 00



Cusip	Asset	Units	Basis	Market Value
38259P508	GOOGLE INC	60.000	27,913.18	38,754.00
406216101	HALLIBURTON CO	500.000	24,002.50	17,255.00
416515104	HARTFORD FINL SVCS GROUP INC	400 000	11,100.16	6,500.00
427866108	HERSHEY CO	275 000	15,594.88	16,989.50
428236103	HEWLETT PACKARD CO	425 000	11,900.67	10,948.00
444859102	HUMANA INC	125.000	9,283.70	10,951.25
445658107	HUNT J B TRANS SVCS INC	300.000	12,252.63	13,521.00
45666Q102	INFORMATICA CORP	100.000	4,745.89	3,693.00
458140100	INTEL CORP	1075.000	23,080.25	26,068.75
45865V100	INTERCONTINENTAL EXCHANGE INC	100 000	12,574.36	12,055.00
459200101	INTERNATIONAL BUSINESS MACHS	175.000	32,595.50	32,179.00
461202103	INTUIT	250.000	11,455.33	13,147.50
464287465	ISHARES MSCI EAFE INDEX	6000.000	292,500.00	297,180.00
46625H100	J P MORGAN CHASE & CO	1150.000	48,510.06	38,237.50
478160104	JOHNSON & JOHNSON	475.000	31,131.50	31,150.50
48242W106	KBR INC	400.000	12,869.61	11,148.00
487836108	KELLOGG CO	400.000	21,551.54	20,228.00
494368103	KIMBERLY CLARK CORP	325.000	21,215.64	23,907.00
50075N104	KRAFT FOODS INC	425.000	14,787.73	15,878.00
53071M104	LIBERTY INTERACTIVE CORP	1225.000	19,495.58	19,863.38
532716107	LIMITED BRANDS INC	300.000	7,789.40	12,105.00
544147101	LORILLARD INC	200 000	20,699.23	22,800.00
55616P104	MACYS INC	775 000	18,527.28	24,939.50
582839106	MEAD JOHNSON NUTRITION CO	100 000	7,518.89	6,873.00
58405U102	MEDCO HLTH SOLUTIONS INC	300 000	17,069.79	16,770.00
58933Y105	MERCK & CO INC	1100 000	38,584.61	41,470.00
62886E108	NCR CORP NEW	750 000	13,594.81	12,345.00
637071101	NATIONAL OILWELL VARCO INC	275 000	18,846.97	18,697.25
64110D104	NETAPP INC	325.000	13,578.57	11,787.75
670008101	NOVELLUS SYS INC	225 000	8,023.96	9,290.25
674599105	OCCIDENTAL PETE CORP DEL	175.000	14,178.66	16,397.50
693390700	PIMCO TOTAL RETURN FUND	13850.416	150,000.00	150,554.02
693475105	PNC FINL SVCS GROUP INC	290 000	17,041.74	16,724.30
693506107	PPG INDS INC	200 000	16,723.45	16,698.00

THORNTON ARTHUR E TR U/W 2  
06-6445132  
Balance Sheet  
12/31/2011



Cusip	Asset	Units	Basis	Market Value
701094104	PARKER HANNIFIN CORP	100.000	8,367.43	7,625.00
717081103	PFIZER INC	1400.000	26,214.72	30,296.00
718172109	PHILIP MORRIS INTL INC	385.000	19,046.78	30,214.80
74144T108	PRICE T ROWE GROUP INC	155 000	8,038.27	8,827.25
741503403	PRICELINE COM INC	25 000	13,113.78	11,692.75
742718DA4	PROCTER & GAMBLE CO	50000 000	49,874.50	55,477.50
744573106	PUBLIC SVC ENTERPRISE GROUP	475.000	15,964.33	15,679.75
747525103	QUALCOMM INC	450 000	24,708.88	24,615.00
780259206	ROYAL DUTCH SHELL PLC	325 000	23,329.39	23,754.25
790849103	ST JUDE MED INC	275.000	12,637.49	9,432.50
816851109	SEMPRA ENERGY	375 000	18,381.28	20,625.00
854502101	STANLEY BLACK & DECKER INC	75 000	4,995.09	5,070.00
871503108	SYMANTEC CORP	450 000	8,420.63	7,042.50
883556102	THERMO FISHER SCIENTIFIC CORP	300 000	16,181.10	13,491.00
896945201	TRIPADVISOR INC	325 000	0.00	8,193.25
907818108	UNION PAC CORP	175 000	15,834.11	18,539.50
912828EN6	UNITED STATES TREAS NT	50000 000	49,980.47	57,484.50
913017109	UNITED TECHNOLOGIES CORP	250 000	8,856.50	18,272.50
922042858	VANGUARD MSCI EMERGING MKTS	3925 000	161,542.98	149,974.25
92343V104	VERIZON COMMUNICATIONS INC	900 000	32,606.00	36,108.00
92826C839	VISA INC	250.000	18,457.77	25,382.50
949746101	WELLS FARGO & CO	1425 000	35,554.02	39,273.00
98956P102	ZIMMER HLDGS INC	150 000	9,544.47	8,013.00
G1151C101	ACCENTURE PLC	225 000	9,707.00	11,976.75
G2554F113	COVIDIEN PLC	325 000	16,100.97	14,628.25
G5876H105	MARVELL TECHNOLOGY GROUP LTD	850 000	12,313.86	11,772.50
G98290102	XL GROUP PLC	550 000	12,041.02	10,873.50
H89128104	TYCO INTL LTD	500 000	22,438.81	23,355.00
	Cash/Cash Equivalent	211765 420	211,765.42	211,765.42
		Totals	4,120,918.33	4,314,496.49

**Statement Attached to Form 990-PF, Return of Private Foundation  
 Substantiation of Exercise of Expenditure Responsibility  
 Form 990-PF, Part VII-B, Line 5c**

Name of Foundation: THORNTON ARTHUR E TR U/W 2  
 EIN: 06-6445132  
 Tax Year: 12/31/2011

The following information is provided in accordance with IRC § 4945(h)(3) and Reg. § 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility with regard to its grants:

Name and Address of Grantee	Date of Grant	Amount of Grant	Purpose of Grant(s)	Amounts Expended by Grantee (based on Grantee Report)	To Grantor's Knowledge, has Grantee Diverted any Portion of the Funds from the Purpose of the Grant?	Dates of any Reports Received from Grantee	Results (and date) of any Verification of the Grantee's Reports (if Required)
THORNTON ARTHUR E TR U/A 1 BOA, N.A. Trustee 200 Glastonbury Blvd, Flr 2 Mail Code CT2-545-02-03 Glastonbury, CT 06033	1/1/2011 - 12/31/11	\$24,249.80	Charitable	All	No	08/29/12	Not Required

## Expenditure Report

### ARTHUR E. THORNTON CARDIO PULMONARY FUND BOA, N.A., Trustee

NAME OF TRUST: Arthur E. Thornton, Trust 2

ACCOUNT #: -

To Bank of America, N.A., in its capacity as Trustee:

The following constitutes the expenditure report for **ARTHUR E. THORNTON CARDIO PULMONARY FUND** for the period of January 1, 2011 through December 31, 2011 for a distribution totaling \$24,249.80 ("distributed funds") received by **ARTHUR E. THORNTON CARDIO PULMONARY FUND**. We certify that the funds have been used exclusively for the charitable purposes set forth in the trust distribution agreement letter.

Attached is a report showing expenditures of the distributed funds during the fiscal year by amount and purpose.

No part of the distributed funds or interest earned on the funds were used for any of the following purposes:

- (i) carrying on propaganda or attempting to influence legislation,
- (ii) influencing the outcome of any election for public office or carrying on directly or indirectly any voter registration drive,
- (iii) making grants to individuals or organizations that do not comply with sections 4945(d)(3) or (d)(4) of the Code, or
- (iv) for any non-charitable purpose, that is, any purpose not described in section 170(c)(2)(B) of the Code.

I further certify that **ARTHUR E. THORNTON CARDIO PULMONARY FUND** has not diverted any portion of the distributed funds from the purpose of the grant, that this organization has complied with the terms of the grant. I am authorized to sign this report on behalf of the trust beneficiary. I have examined the foregoing statements, including the attached Expenditure Responsibility Report, and they are true, correct and complete, to the best of my knowledge.

By: *Kate Kerchaert* (*Kate Kerchaert*)

Its *Trustee*

Telephone Number *800-657-7016*

Date *8-29-2012*

EXPENDITURE RESPONSIBILITY REPORT

Date of report: 8-29-2012

Report period: January 1, 2011 through December 31, 2011

Name and address of organization:

Arthur E. Thornton Trust 2  
200 Glastonbury Blvd # 200  
Glastonbury CT 06033

Amounts and dates of distributions received during the period of Jan. 1, 2011 through Dec. 31, 2011:

<u>Date</u>	<u>Amount</u>
2-18-12, 5-20-11, 8-19-11, 4-8-11, 4-11-18-11	\$ 24,249.80 total

Describe the uses of the distributed funds. Attach additional pages, if needed):

See attachment #1

Itemize all amounts spent from the distributed funds including salaries, travel and supplies (attach additional pages, if needed):

<u>Date</u>	<u>Amount</u>	<u>Purpose</u>
<u>See attachment #2</u>		

All such expenditures are treated as distributions "out of corpus" under Treas. Reg. 53.4942(a)-3(d). We understand that this means that we have, during this fiscal year, made expenditures equal to or greater than (1) the full amount of the Grant, (2) plus 5% of the value of our investment assets during our previous fiscal year. Attached is a copy of our form 990PF for the previous fiscal year.

By. Kate Perchaet

Its Trustee

Date 8-29-12

# 1

Arthur Thornton Trust – Dispository Language

- 1) **To purchase or lease capital equipment** required or useful for the prevention, diagnosis, treatment or cure of cardio-pulmonary disease OR for the study of the same OR for the education of physicians and other persons in such prevention, diagnosis, treatment and cure.
- 2) **To defray the expenses of a program of research** to be conducted at or under the direction of the “Hospital” into the causes, prevention, diagnosis, treatment and cure of cardio-pulmonary disease.
- 3) **To defray the cost of a program of education** to be conducted at or under the direction of the “Hospital” for physicians or other persons, in the causes, prevention, diagnosis, treatment or cure of cardio-pulmonary disease, including but not limited to lectures, demonstrations or seminars.

# 2

**Arthur Thornton Trust – 2011 Funded Projects**

<b><u>Date</u></b>	<b><u>Amount</u></b>	<b><u>Use</u></b>
June 2011	\$ 300.00	Honorarium for Grand Rounds
	\$ 3,737 79	Bradley Memorial Cardiovasclar Symposium
Aug 2011	\$ 1,670 00	Telemetry Data Abstraction
Oct 2011	\$ 4,679 17	Dr. Dulipsingh's Prevent Project
Nov 2011	\$ 718.90	Purchase digital floor scales
Dec 2011	\$ 3,396.02	Walk with a Doc program
	\$ 3,726.00	Ambulatory blood pressure kit
	\$21,500.00	Padnet + System Arterial Edition and Padnet post exercise upgrade
	\$ 300.00	Honorarium
	\$ 758.49	Dr. Dulipsingh's Prevent Project
	\$ 718 90	Digital scales
	\$ 499.04	Doppler Beam Probe
	\$ 477 00	Educational Materials
	\$ 165 00	Data Collection project
	\$ 427 00	Media equipment for patient room
<b>Total</b>	<b>\$43,073.31</b>	

# Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box  **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions <b>THORNTON ARTHUR E TR U/W 2</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>06-6445132</b>
	Number, street, and room or suite no. If a P O box, see instructions. <b>P O BOX 1802</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>PROVIDENCE, RI 02901-1802</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ PRIVATE BANK TAX SERVICES

Telephone No. ▶ (401) 278-6825 FAX No. ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶  calendar year 2011 or

▶  tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b> \$	1,964.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b> \$	2,500.
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b> \$	

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

<b>Type or print</b>  File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	THORNTON ARTHUR E TR U/W 2		<input checked="" type="checkbox"/> 06-6445132	Employer identification number (EIN) or
	P O BOX 1802		<input type="checkbox"/>	Social security number (SSN)
City, town or post office, state, and ZIP code For a foreign address, see instructions				
PROVIDENCE, RI 02901-1802				

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of **US TRUST FIDUCIARY TAX SERVICES**  
Telephone No. **(401) 278-6825** FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**4** I request an additional 3-month extension of time until 11/15, 2012.

**5** For calendar year 2011, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.


**6** If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

**7** State in detail why you need the extension ADDITIONAL TIME REQUESTED TO FILE A COMPLETE AND ACCURATE RETURN

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>8a</b> \$	1,964.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b> \$	2,500.
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b> \$	

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Title  Date