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Form **990-PF**Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

OMB No 1545-0052

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

Name of foundation UD SETH SPRAGUE EDUC & CHAR FDN		A Employer identification number 13-6071886
Number and street (or P O box number if mail is not delivered to street address) BANK OF AMERICA N.A. 114 W 47TH ST NY8-114		B Telephone number (see instructions) () -
City or town, state, and ZIP code PROVIDENCE, RI 02901-1802		C If exemption application is pending, check here ☐
G Check all that apply.	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ 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		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 61,708,273.		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,710,418.	1,699,155.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,535,708.			
b Gross sales price for all assets on line 6a		29,137,259.			
7 Capital gain net income (from Part IV, line 2)			2,535,708.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		1,184.	1,184.		STMT 4
12 Total. Add lines 1 through 11		4,247,310.	4,236,047.		
13 Compensation of officers, directors, trustees, etc		399,035.	150,562.		248,473.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 5		175,467.	37,534.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications		2.			2.
23 Other expenses (attach schedule) STMT 6		7,065.	316.		6,749.
24 Total operating and administrative expenses. Add lines 13 through 23		581,569.	188,412.		255,224.
25 Contributions, gifts, grants paid		2,750,000.			2,750,000.
26 Total expenses and disbursements Add lines 24 and 25		3,331,569.	188,412.		3,005,224.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		915,741.			
b Net investment income (if negative, enter -0-)			4,047,635.		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	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	657,839.	2,130,636.	2,130,636.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ * Less allowance for doubtful accounts ▶	NONE	* 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) .	6,353,880.	4,096,596.	4,663,621.
	b	Investments - corporate stock (attach schedule)	31,210,844.	33,922,360.	44,884,190.
	c	Investments - corporate bonds (attach schedule)	10,090,385.	9,104,383.	10,029,826.
	11	Investments - land, buildings, and equipment basis 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	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	48,312,948.	49,253,975.	61,708,273.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds	48,312,948.	49,253,975.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .	NONE	NONE	
	30	Total net assets or fund balances (see instructions)	48,312,948.	49,253,975.	
31	Total liabilities and net assets/fund balances (see instructions)	48,312,948.	49,253,975.		

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	48,312,948.
2	Enter amount from Part I, line 27a	2	915,741.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	35,209.
4	Add lines 1, 2, and 3	4	49,263,898.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	9,923.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	49,253,975.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 24,759,346.		22,942,389.	1,816,957.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			1,816,957.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	2,535,708.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	2,775,908.	60,138,196.	0.04615881727
2009	2,797,185.	55,232,443.	0.05064387610
2008	3,394,296.	64,035,284.	0.05300665177
2007	3,092,172.	67,770,047.	0.04562741413
2006	2,882,233.	61,475,389.	0.04688433936
2 Total of line 1, column (d)			2 0.24232109863
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.04846421973
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 63,773,829.
5 Multiply line 4 by line 3			5 3,090,749.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 40,476.
7 Add lines 5 and 6			7 3,131,225.
8 Enter qualifying distributions from Part XII, line 4			8 3,005,224.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	80,953.
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	80,953.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	80,953.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	119,612.	
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	119,612.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	38,659.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ▶ 38,659. Refunded ▶	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 <u>N/A</u>				
14	The books are in care of <u>PRIVATE BANK TAX SERVICES</u> Telephone no <u>401278686</u>			
	Located at <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP + 4 <u>02901-1802</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>	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.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years <u></u>		
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 <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) ☐	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? ☐	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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 9		399,035.	-0-	-0-

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

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

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

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


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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	61,850,956.
b	Average of monthly cash balances	1b	2,894,048.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	64,745,004.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	64,745,004.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	971,175.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	63,773,829.
6	Minimum investment return. Enter 5% of line 5	6	3,188,691.

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

1	Minimum investment return from Part X, line 6	1	3,188,691.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	80,953.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	80,953.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,107,738.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	3,107,738.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,107,738.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,005,224.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,005,224.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,005,224.

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				3,107,738.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			204,813.	
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 ► \$ 3,005,224.				
a Applied to 2010, but not more than line 2a			204,813.	
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				2,800,411.
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				307,327.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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:

SEE STATEMENT 10

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

N/A

c Any submission deadlines:

N/A

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

N/A

**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 11				
Total			3a	2,750,000.
b <i>Approved for future payment</i>				
Total			3b	

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|--------------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Signature of officer or trustee

04/02/2012
Date

SVP Tax
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no.

UD SETH SPRAGUE EDUC & CHAR FDN

13-6071886

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AT&T INC SR UNSECD GLOBAL NT	50,250.	50,250.
ABBOTT LABS NT	21,750.	21,750.
ALABAMA PWR CO SR NT SER Q	41,250.	41,250.
AMERICAN TOWER SYSTEMS CORP CL A	9,564.	9,564.
APACHE CORPORATION	3,708.	3,708.
BARRICK GOLD CORPORATION	1,952.	1,952.
BAXTER INTERNATIONAL INC	21,390.	21,390.
BROADCOM CORP CL A	11,161.	
CATERPILLAR INCORPORATED	14,400.	14,400.
CATERPILLAR INC NT	59,250.	59,250.
CHURCH & DWIGHT INC	7,324.	7,324.
CISCO SYSTEMS INCORPORATED	3,600.	3,600.
CITIGROUP INC 08/26/2002 5.625% 08/27/20	28,125.	28,125.
CONOCOPHILLIPS COM	51,097.	51,097.
CONSOLIDATED EDISON CO NY INC SR UNSECD	26,875.	26,875.
CUMMINS ENGINE INC	12,389.	12,389.
DEERE & COMPANY	15,040.	15,040.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	23,355.	23,355.
EXXON MOBIL CORPORATION	18,454.	18,454.
FRANKLIN RES INC COM	6,350.	6,350.
GOVERNMENT NATL MTG ASSN POOL # 352000	2,729.	2,729.
GOVERNMENT NATIONAL MORTGAGE 59	388.	388.
GOVERNMENT NATL MTG ASSN POOL # 151408	1,290.	1,290.
GRAINGER W W INCORPORATED	22,897.	22,897.
HERSHEY FOODS CORP	4,209.	4,209.
HEWLETT PACKARD CO SR UNSECD GLOBAL NT	41,250.	41,250.
HONEYWELL INTL INC SR NT	26,500.	26,500.
HUNT J B TRANSPORT SERVICES INC COM	5,168.	5,168.
INTERMEDIATE TERM TAXABLE BOND FD	34,671.	34,569.
INTERNATIONAL STOCK FD FOR TRUSTS CTF	19,138.	19,138.
ISHARES INC MSCI AUSTRALIA INDEX	32,121.	32,121.
ISHARES INC MSCI BRAZIL FREE INDEX FUND	11,572.	11,572.

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UD SETH SPRAGUE EDUC & CHAR FDN

13-6071886

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ISHARES INC MSCI CDA INDEX FUND	13,219.	13,219.
ISHARES INC MSCI SINGAPORE INDEX FUND	22,446.	22,446.
ISHARES FTSE XINHAI HK CHINA 25 INDEX	10,171.	10,171.
ISHARES MSCI EMERGING MKTS INDEX FUND	24,981.	24,981.
J P MORGAN CHASE & CO COM	14,485.	14,485.
JPMORGAN ALERIAN MLP INDEX ETN	20,068.	20,068.
JPMORGAN CHASE & CO SR UNSCED NT	38,486.	38,486.
JOHNSON & JOHNSON	5,400.	5,400.
LEUCADIA NATIONAL CORP	6,700.	6,700.
MASTERCARD INC CL A COM	2,127.	2,127.
MCDONALDS CORP	20,367.	20,367.
MCKESSON HBOC INC	7,600.	7,600.
MICROSOFT CORPORATION	1,600.	1,600.
FEDERATED GOVT OBLIGS FUND INSTL SHS	310.	310.
MORGAN STANLEY DEAN WITTER&CO 02/26/2003	53,000.	53,000.
NESTLE S A SPONSORED ADR	29,155.	29,155.
NORFOLK SOUTHERN CORP	10,962.	10,962.
NOVO-NORDISK A S ADR	9,732.	9,732.
ORACLE SYS CORP	13,833.	13,833.
PIMCO TOTAL RETURN FUND INSTL	180,552.	180,552.
PIMCO HIGH YIELD FUND	9,868.	9,868.
PFIZER INC	26,088.	26,088.
POTASH CORP SASK INC	3,650.	3,650.
PRAXAIR INCORPORATED	25,400.	25,400.
PROCTER & GAMBLE CO COM	7,227.	7,227.
REPUBLIC N Y CORP SUB NOTE	35,000.	35,000.
ROLLS-ROYCE PLC SPONSORED ADR	5,422.	5,422.
ST JUDE MEDICAL INCORPORATED	10,750.	10,750.
SCHLUMBERGER LIMITED	14,285.	14,285.
STAPLES INCORPORATED	4,946.	4,946.
TARGET CORP NT	29,375.	29,375.
TECK RESOURCES LTD CL B SUB VTG	6,271.	6,271.
TEVA PHARMACEUTICAL INDS LTD ADR	1,839.	1,839.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
UNITED PARCEL SERVICE CL B	14,921.	14,921.
UNITED STATES TREAS NOTE DTD 11/16/98 5.	78,750.	78,750.
UNITED STATES TREAS NTS	107,637.	107,637.
UNITED STATES TREAS NTS	131,785.	131,785.
UNITED TECHNOLOGIES CORP NT	24,375.	24,375.
VALE S A ADR	4,019.	4,019.
VALERO ENERGY CORP - NEW	1,669.	1,669.
WAL-MART STORES INC SR UNSECD NT	12,813.	12,813.
HEINEKEN HLDG NV COM	17,417.	17,417.
ACCENTURE PLC CL A COM	22,500.	22,500.
	-----	-----
TOTAL	1,710,418.	1,699,155.
	=====	=====

UD SETH SPRAGUE EDUC & CHAR FDN

13-6071886

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INTERNATIONAL STOCK FD FOR TRUSTS CTF	1,184.	1,184.
	-----	-----
TOTALS	1,184.	1,184.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	28,472.	28,472.
FEDERAL TAX PAYMENT - PRIOR YE	18,321.	
FEDERAL ESTIMATES - PRINCIPAL	119,612.	
FOREIGN TAXES ON QUALIFIED FOR	7,548.	7,548.
FOREIGN TAXES ON NONQUALIFIED	1,514.	1,514.
	-----	-----
TOTALS	175,467.	37,534.
	=====	=====

UD SETH SPRAGUE EDUC & CHAR FDN

13-6071886

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-PRINCI	5,200.		5,200.
OTHER ALLOCABLE EXPENSE-INCOME	1,500.		1,500.
OTHER NON-ALLOCABLE EXPENSE -	49.		49.
TRUSTEE/EXECUTOR FEES - NON-AL	316.	316.	
TOTALS	7,065.	316.	6,749.
	=====	=====	=====



UD SETH SPRAGUE EDUC & CHAR FDN

13-6071886

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

DESCRIPTION -----	AMOUNT -----
COMMON TRUST FUND ADJUSTMENT Y/E	11,750.
ACCRUED INTEREST	12,994.
RECEIPT ADJUSTMENT	10,465.

TOTAL	35,209.
	=====



UD SETH SPRAGUE EDUC & CHAR FDN

13-6071886

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----ADJ TO OID INC RECOGNIZED
PRIOR YEAR INCOME ADJUSTMENT
ROUNDING3.
9,916.
4.

TOTAL

9,923.
=====

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

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

114 W 47TH STREET, NY8-114-07-07

NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 102,839.

A team of professionals devote a minimum/an average of forty hours per week providing investment management, administration, fiduciary, and grantmaking services.

OFFICER NAME:

PATRICIA M DUNNINGTON C/O US TRUST

ADDRESS:

114 WEST 47TH STREET

NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 23

COMPENSATION 98,732.

OFFICER NAME:

IRENE de WATTEVILLE C/O US TRUST CO

ADDRESS:

114 WEST 47TH STREET

NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 22

COMPENSATION 98,732.

OFFICER NAME:

REBECCA CLAPP C/O US TRUST CO OF NY

ADDRESS:

114 WEST 47TH STREET

NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 22

COMPENSATION 98,732.

TOTAL COMPENSATION:

399,035.

=====



UD SETH SPRAGUE EDUC & CHAR FDN
FORM 990PF, PART XV - LINES 2a - 2d
=====

13-6071886

RECIPIENT NAME:
BANK OF AMERICA, N.A.



UD SETH SPRAGUE EDUC & CHAR FDN

13-6071886

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

VARIOUS CHARITABLE ORGS

SEE ATTACHED SCHEDULE

ADDRESS:

BANK OF AMERICA, N.A.

NEW YORK, NY 10036

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION TO TAX EXEMPT CHAR ORG

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID2,750,000.

TOTAL GRANTS PAID:

2,750,000.

=====

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
4/12/2011	-10000	SHELTER BOX USA	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-10000	ANGELS DEPOT	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-5000	WILDLIFE CONSERVATION SOCIETY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-17000	HDI, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-10000	LATHAM CENTERS, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-40000	NEW YORK PRESBYTERIAN HOSPITAL	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-10000	HOSPICE ASSOCIATION OF CAPE COD,	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-10000	PRO MUSICIS FOUNDATION, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-30000	WELL CORNELL MEDICAL COLLEGE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-20000	CRAFT EMERGENCY RELIEF FUND, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-10000	GOOD SHEPHERD REHABILITATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-5000	PHILADELPHIA'S MAGIC GARDENS	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-5000	SAN DIEGUITO PERFORMING ARTS	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-25000	SOLOMON R. GUGGENHEIM FOUNDATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-5000	THEATRE & ARTS FOUNDATION OF SAN	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-10000	A REASON TO SURVIVE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-12000	SAN DIEGO DANCE THEATRE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-10000	NATURAL RESOURCES DEFENSE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-5000	ARTISTS' VOCAL ENSEMBLE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-5000	FOUNDATION AT THE MANOR	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-3000	RIDDLE EDUCATION CENTER	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-5000	BAREFOOT ARTISTS	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-5000	SAN DIEGO CENTER FOR CHILDREN	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-5000	INTERNATIONAL UNIVERSITY AT	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-2000	LIBRARY ASSOCIATION OF LA JOLLA	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-3000	FINEST CITY PERFORMING ARTS, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-20000	WOODBERRY FOREST SCHOOL	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-5000	CASD, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-6000	SAN DIEGO RESCUE MISSION, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-10000	SAN DIEGO MUSEUM OF MAN	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-5000	SAN DIEGO SYNERGY ARTS NETWORK,	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-10000	PENLAND SCHOOL OF CRAFTS, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-7000	SAN DIEGO SYNERGY ARTS NETWORK,	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-40000	BATTERY CONSERVANCY, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-10000	COMMUNITY RESOURCE CENTER	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-5000	SAMARITANS, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-5000	FRESH START SURGICAL GIFTS	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-15000	NATIONAL SHINGLES FOUNDATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-15000	SAN DIEGO YOUNG ARTISTS SYMPHONY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-2500	THOMAS G. LABRECQUE FOUNDATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-5000	STORYARTS, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-5000	QUILT SAN DIEGO	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-15000	NEW-YORK HISTORICAL SOCIETY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-45000	NEW YORK PRESBYTERIAN HOSPITAL	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-30000	SAN DIEGUITO RIVER VALLEY LAND	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-5000	BEATRIX FARRAND SOCIETY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-20000	SOLANA BEACH COMMUNITY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-15000	KINGS COLLEGE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-20000	MONTPELIER FOUNDATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-5000	INTERNATIONAL CENTER FOR	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-10000	SUPPORTIVE PARENTS INFORMATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-5000	VOICES FOR CHILDREN	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-10000	NEW YORK BOTANICAL GARDEN	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-30000	TILE HERITAGE FOUNDATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-20000	METROPOLITAN OPERA ASSOCIATION,	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-2500	HORTICULTURAL SOCIETY OF NEW	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-10000	COUDERT INSTITUTE VILLA DEI	NONE	TO SUPPORT NAMED ORGANIZATION	N/A

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
6/3/2011	-5000	LEARNING LEADERS, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/3/2011	-20000	TRUSTEES OF COLUMBIA UNIVERSITY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-10000	ATLANTIC CHALLENGE FOUNDATION,	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-5000	THE TRUSTEES OF THE SMITH	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-5000	MARINE BIOLOGICAL LABORATORY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-10000	EPHANY SCHOOL	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-4000	STATION MAINE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-50000	LIFELIGHT FOUNDATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-20000	ROSIE'S PLACE, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-1000	INTERNATIONAL FUND FOR ANIMAL	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-5000	ST MARK'S SCHOOL	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-5000	ISABELLA STEWART GARDNER MUSEUM,	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-6000	DOWN EAST SINGERS	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-12000	NEW ENGLAND AQUARIUM CORPORATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-10000	PERKINS SCHOOL FOR THE BLIND	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-1000	LINCOLN STREET CENTER	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-1000	GOULD ACADEMY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-5000	DUXBURY RURAL AND HISTORICAL	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-5000	OCEAN CLASSROOM FOUNDATION, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-5000	WORCESTER POLYTECHNIC INSTITUTE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-1000	FRIDAY NIGHT SUPPER PROGRAM	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-5000	MAINE PUBLIC BROADCASTING	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-2000	RAGGED MOUNTAIN RECREATIONAL	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-2500	DUXBURY BAY MARITIME SCHOOL,	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-1500	PENOBSCOT BAY RINGERS	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-5000	THE BOSTON CONSERVATORY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-5000	TRUSTEES OF COLUMBIA UNIVERSITY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-1000	SAIL POWER AND STEAM MUSEUM	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-5000	CAMDEN AREA DISTRICT NURSING	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-15000	CLARKE SCHOOL FOR THE DEAF	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-5000	BOYS AND GIRLS CLUBS OF MARIN	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-5000	ENVIRONMENTAL DEFENSE FUND	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-5000	COLLEGE OF THE ATLANTIC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-5000	HANDEL & HAYDN SOCIETY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-30000	RILEY SCHOOL, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-20000	WGBH EDUCATIONAL FOUNDATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-5000	GULF OF MAINE RESEARCH INSTITUTE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-10000	SAMARITANS, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-1000	HUMANE SOCIETY OF KNOX COUNTY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-3000	MERRYSRING, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-10000	SOUTH STREET SEAPORT MUSEUM	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-2500	WELLESLEY COLLEGE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-1000	PENOBSCOT MARINE MUSEUM	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-25000	MANOMET, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-5000	MAINE FARMLAND TRUST, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-1000	COMMUNITY BOATING CENTER, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-5000	NATURAL RESOURCES DEFENSE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/6/2011	-7500	WILDLANDS TRUST OF SOUTHEASTERN	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/14/2011	-15000	SAN DIEGO YOUNG ARTISTS SYMPHONY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/15/2011	15000	STOP PAY CHECK # 16310040 DTD 06/03/2011	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/17/2011	5000	STOP PAY CHECK # 16309986 DTD 06/03/2011	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/17/2011	15000	STOP PAY CHECK # 16324220 DTD 06/14/2011	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/17/2011	-5000	SAN DIEGO NORTH COAST SINGERS	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/22/2011	-10000	BROOKLYN ACADEMY OF MUSIC, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/22/2011	-20000	BROOKLYN COMMUNITY FOUNDATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/22/2011	-25000	CENTER FOR NYC NEIGHBORHOODS	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/22/2011	-35000	CITY HARVEST, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
6/22/2011	-25000	COMMUNITY-WORD PROJECT, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/22/2011	-20000	DONORSCHOOSE, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/22/2011	-35000	FOOD BANK FOR NEW YORK CITY,	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/22/2011	-20000	GOD'S LOVE WE DELIVER, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/22/2011	-25000	HUNT'S POINT ALLIANCE FOR	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/22/2011	-15000	LOWER EAST SIDE TENEMENT MUSEUM	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/22/2011	-10000	MANHATTAN THEATRE CLUB	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/22/2011	-15000	A LIVING MEMORIAL TO THE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/22/2011	-10000	NATIONAL CENTER FOR FAMILY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/22/2011	-10000	NEW YORK CITY BALLET	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/22/2011	-20000	NEW YORK HALL OF SCIENCE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/22/2011	-35000	PHILHARMONIC - SYMPHONY SOCIETY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
6/22/2011	-20000	SECOND STAGE THEATRE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
7/14/2011	-15000	LYRIC OPERA SAN DIEGO	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	BOSTON BALLET, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	BOWDOIN COLLEGE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-1000	CENTER FOR WILDLIFE HEALTH	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-1000	CAMDEN ROCKPORT ANIMAL	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-15000	CONSERVATION LAW FOUNDATION,	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-20000	CURRY COLLEGE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	TRUSTEES OF DARTMOUTH COLLEGE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-8000	DUXBURY RURAL AND HISTORICAL	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	EPIPHANY SCHOOL	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-1000	EPISCOPAL CHURCH OF ST JOHN	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	FRIDAY NIGHT SUPPER PROGRAM	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-20000	FRIENDS OF CASCO BAY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	GIANT STEPS THERAPEUTIC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-1000	GOULD ACADEMY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-20000	GUIDING EYES FOR THE BLIND, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	THE HOME FOR LITTLE WANDERERS,	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-2000	MERRYSPRING, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	MILTON ACADEMY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-20000	NATURAL RESOURCES COUNCIL, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-15000	NEW ENGLAND CONSERVATORY OF	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-15000	PEACE FIRST, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-1000	PEOPLEPLACE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-30000	PINE STREET INN, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	LEARNING ALLY, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	REVELS, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-30000	RILEY SCHOOL, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	ROSIE'S PLACE, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	ST MARK'S SCHOOL	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	TREKKERS, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	WELLESLEY COLLEGE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	WORCESTER POLYTECHNIC INSTITUTE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-20000	WILLIAM A FARNSWORTH LIBRARY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-40000	BATTERY CONSERVANCY, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	THE BONE MARROW FOUNDATION, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	HENRY MORRISON FLAGGER MUSEUM	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-7000	FOUNDATION FOR LANDSCAPE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	TRUSTEES FOR HARVARD UNIVERSITY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-15000	KINGS COLLEGE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-25000	MONTPELIER FOUNDATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-70000	NATIONAL SHINGLES FOUNDATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	NEW YORK AND PRESBYTERIAN	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-50000	NEW YORK AND PRESBYTERIAN	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	NEW YORK UNIVERSITY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
11/3/2011	-25000	NEW-YORK HISTORICAL SOCIETY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	SOLOMON R. GUGGENHEIM FOUNDATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5500	ST. JOHN'S CHURCH FOUNDATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-7500	RECTOR AND VISTORS OF THE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	V N S HOME CARE, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-3000	WOMEN IN NEED, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-22000	WOODBERRY FOREST SCHOOL	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	NEW YORK PRESBYTERIAN HOSPITAL	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	ANGELS DEPOT	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-6000	CHILDREN'S HOSPITAL OF ORANGE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-2000	THE CLAY STUDIO	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	COMMUNITY RESOURCE CENTER	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-30000	CRAFT EMERGENCY RELIEF FUND,	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	FRESH START SURGICAL GIFTS	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	GOOD SHEPHERD REHABILITATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-6000	HDI, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	HOSPICE ASSOCIATION OF CAPE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	INTERNATIONAL UNIVERSITY AT	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	THEATRE & ARTS FOUNDATION OF	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	LATHAM CENTERS, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	PARTNERS IN HEALTH	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	PENLAND SCHOOL OF CRAFTS, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	PHILADELPHIA'S MAGIC GARDENS	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	PRO MUSICIS FOUNDATION, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	A REASON TO SURVIVE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	SAMARITANS, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	SAN DIEGO DANCE THEATRE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	SAN DIEGO MUSEUM OF MAN	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-6000	SAN DIEGO RESCUE MISSION, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	SAN DIEGO SYNERGY ARTS NETWORK,	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-22000	SAN DIEGO SYNERGY ARTS NETWORK,	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-7000	STORYARTS, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-7000	THE STUDIO POTTER	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	SUPPORTIVE PARENTS INFORMATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-36000	TILE HERITAGE FOUNDATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-8000	QUILT SAN DIEGO	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	THE VILLAGE OF ARTS AND	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-25000	VISTA HILL FOUNDATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	VOICES FOR CHILDREN	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-5000	SOLOMON R. GUGGENHEIM MUSEUM	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	NEW YORK AND PRESBYTERIAN	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/3/2011	-10000	NATURAL RESOURCES DEFENSE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/25/2011	-20000	AMERICAN MUSEUM OF NATURAL	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/25/2011	-25000	BRIDGE FUND OF NEW YORK, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/25/2011	-25000	COMMUNITY SOLUTIONS	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/25/2011	-15000	VINEYARD THEATRE AND WORKSHOP	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/25/2011	-5000	DOVA, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/25/2011	-20000	EAST RIVER DEVELOPMENT ALLIANCE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/25/2011	-10000	ENACT, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/25/2011	-25000	FIFTH AVENUE COMMITTEE	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/25/2011	-20000	GODDARD RIVERSIDE COMMUNITY	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/25/2011	-20000	GOOD SHEPHERD SERVICES	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/25/2011	-20000	HARLEM RBI, INCORPORATED	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/25/2011	-20000	HENRY STREET SETTLEMENT	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/25/2011	-20000	JOBSFIRST NYC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/25/2011	-15000	VIVIAN BEAUMONT THEATER, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/25/2011	-10000	MANHATTAN THEATRE CLUB	NONE	TO SUPPORT NAMED ORGANIZATION	N/A

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
11/25/2011	-15000	METROPOLITAN OPERA ASSOCIATION,	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/25/2011	-20000	PENCIL, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/25/2011	-10000	NEW YORK SHAKESPEARE FESTIVAL	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/25/2011	-10000	SOHO REPERTORY THEATRE, INC	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
11/25/2011	-10000	THEATREWORKS USA CORPORATION	NONE	TO SUPPORT NAMED ORGANIZATION	N/A
Total	-2750000				


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

UD SETH SPRAGUE EDUC & CHAR FDN

Employer identification number

13-6071886

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -1,567,207.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3 3,615.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back					5 -1,563,592.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					25,645.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 4,054,052.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8 19,603.
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back					12 4,099,300.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-1,563,592.
14	Net long-term gain or (loss):			
a	Total for year	14a		4,099,300.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		2,535,708.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2011

2011

► **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

13-6071886

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 1,567,207.00

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

Employer identification number

UD SETH SPRAGUE EDUC & CHAR FDN

13-6071886

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 13770. BARRICK GOLD CORPORA	11/24/2009	05/16/2011	621,799.00	598,163.00	23,636.00
2500. BARRICK GOLD CORPORA	02/17/2010	05/16/2011	112,890.00	94,687.00	18,203.00
3000. BAXTER INTERNATIONAL	11/28/2006	07/27/2011	180,838.00	131,859.00	48,979.00
7615. BECTON DICKINSON & C	12/23/2009	02/17/2011	608,417.00	602,981.00	5,436.00
50000. CISCO SYSTEMS INCOR	01/06/2006	04/05/2011	861,493.00	935,150.00	-73,657.00
10000. CISCO SYSTEMS INCOR	03/17/2009	04/05/2011	172,299.00	158,300.00	13,999.00
4650. CUMMINS ENGINE INC	07/22/2009	01/11/2011	518,880.00	185,389.00	333,491.00
2410. DEERE & COMPANY	12/23/2009	07/27/2011	190,676.00	135,133.00	55,543.00
11500. DISCOVERY COMMUNICA NEW SER A COM	07/22/2009	01/11/2011	458,578.00	274,619.00	183,959.00
.364 ENBRIDGE ENERGY MGMT UNITS REPSTG LTD LIABILITY	11/24/2009	02/22/2011	23.00	16.00	7.00
.203 ENBRIDGE ENERGY MGMT UNITS REPSTG LTD LIABILITY	11/24/2009	05/23/2011	6.00	4.00	2.00
.825 ENBRIDGE ENERGY MGMT UNITS REPSTG LTD LIABILITY	11/24/2009	08/18/2011	24.00	18.00	6.00
.498 ENBRIDGE ENERGY MGMT UNITS REPSTG LTD LIABILITY	11/24/2009	11/21/2011	15.00	11.00	4.00
2121.26 GOVERNMENT NATL MTG # 352000	12/08/1993	01/31/2011	2,121.00	2,117.00	4.00
257.38 GOVERNMENT NATL MTG 352000	12/08/1993	02/28/2011	257.00	257.00	
249.72 GOVERNMENT NATL MTG 352000	12/08/1993	03/31/2011	250.00	249.00	1.00
251.74 GOVERNMENT NATL MTG 352000	12/08/1993	04/30/2011	252.00	251.00	1.00
265.1 GOVERNMENT NATL MTG 352000	12/08/1993	05/31/2011	265.00	265.00	
255.3 GOVERNMENT NATL MTG 352000	12/08/1993	06/30/2011	255.00	255.00	
982.84 GOVERNMENT NATL MTG 352000	12/08/1993	07/31/2011	983.00	981.00	2.00
653.16 GOVERNMENT NATL MTG 352000	12/08/1993	08/31/2011	653.00	652.00	1.00
568.44 GOVERNMENT NATL MTG 352000	12/08/1993	09/30/2011	568.00	567.00	1.00
250.34 GOVERNMENT NATL MTG 352000	12/08/1993	10/31/2011	250.00	250.00	
298.36 GOVERNMENT NATL MTG 352000	12/08/1993	11/30/2011	298.00	298.00	
1060.5 GOVERNMENT NATL MTG 352000	12/08/1993	12/31/2011	1,061.00	1,058.00	3.00

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

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(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 20.39 GOVERNMENT NATIONAL	03/19/1996	01/31/2011	20.00	20.00	
410.68 GOVERNMENT NATIONAL	03/19/1996	02/28/2011	411.00	410.00	1.00
18.25 GOVERNMENT NATIONAL	03/19/1996	03/31/2011	18.00	18.00	
18.37 GOVERNMENT NATIONAL	03/19/1996	04/30/2011	18.00	18.00	
18.88 GOVERNMENT NATIONAL	03/19/1996	05/31/2011	19.00	19.00	
22.15 GOVERNMENT NATIONAL	03/19/1996	06/30/2011	22.00	22.00	
19.15 GOVERNMENT NATIONAL	03/19/1996	07/31/2011	19.00	19.00	
18.89 GOVERNMENT NATIONAL	03/19/1996	08/31/2011	19.00	19.00	
19.4 GOVERNMENT NATIONAL M	03/19/1996	09/30/2011	19.00	19.00	
19.15 GOVERNMENT NATIONAL	03/19/1996	10/31/2011	19.00	19.00	
24.36 GOVERNMENT NATIONAL	03/19/1996	11/30/2011	24.00	24.00	
20.41 GOVERNMENT NATIONAL	03/19/1996	12/31/2011	20.00	20.00	
200.86 GOVERNMENT NATL MTG 151408	03/08/1991	01/31/2011	201.00	201.00	
202.44 GOVERNMENT NATL MTG 151408	03/08/1991	02/28/2011	202.00	202.00	
204.05 GOVERNMENT NATL MTG 151408	03/08/1991	03/31/2011	204.00	204.00	
205.67 GOVERNMENT NATL MTG 151408	03/08/1991	04/30/2011	206.00	206.00	
207.3 GOVERNMENT NATL MTG 151408	03/08/1991	05/31/2011	207.00	207.00	
208.94 GOVERNMENT NATL MTG 151408	03/08/1991	06/30/2011	209.00	209.00	
210.59 GOVERNMENT NATL MTG 151408	03/08/1991	07/31/2011	211.00	211.00	
212.25 GOVERNMENT NATL MTG 151408	03/08/1991	08/31/2011	212.00	212.00	
213.94 GOVERNMENT NATL MTG 151408	03/08/1991	09/30/2011	214.00	214.00	
215.63 GOVERNMENT NATL MTG 151408	03/08/1991	10/31/2011	216.00	216.00	
217.33 GOVERNMENT NATL MTG 151408	03/08/1991	11/30/2011	217.00	217.00	
219.07 GOVERNMENT NATL MTG 151408	03/08/1991	12/31/2011	219.00	219.00	
404.04 GOVERNMENT NATL MTG 208530	08/23/1989	01/18/2011	404.00	391.00	13.00

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

Schedule D-1 (Form 1041) 2011

XXXXXX

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UD SETH SPRAGUE EDUC & CHAR FDN

13-6071886

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 6145. GRAINGER W W INCORPO	06/13/2003	07/18/2011	953,641.00	298,622.00	655,019.00
50131. INTERMEDIATE TERM T	12/22/1995	04/08/2011	649,377.00	648,242.00	1,135.00
FD					
24955. INTERMEDIATE TERM T	01/26/1996	04/08/2011	323,257.00	321,861.00	1,396.00
FD					
25138. INTERMEDIATE TERM T	01/12/1996	04/08/2011	325,628.00	324,184.00	1,444.00
FD					
84057. INTERMEDIATE TERM T	03/30/2001	04/08/2011	1,088,841.00	1,076,967.00	11,874.00
FD					
43722. INTERMEDIATE TERM T	01/24/1997	04/08/2011	566,357.00	542,434.00	23,923.00
FD					
564.419 INTERNATIONAL STOC	04/11/2008	04/08/2011	51,839.00	45,897.00	5,942.00
TRUSTS CTF					
4695. INTERNATIONAL STOCK	06/01/1990	04/08/2011	431,209.00	235,438.00	195,771.00
TRUSTS CTF					
4993. INTERNATIONAL STOCK	04/20/1990	04/08/2011	458,578.00	240,340.00	218,238.00
TRUSTS CTF					
4725. INTERNATIONAL STOCK	03/08/1991	04/08/2011	433,964.00	223,799.00	210,165.00
TRUSTS CTF					
9430. ISHARES INC MSCI BRA	08/04/2009	09/23/2011	502,326.00	571,741.00	-69,415.00
INDEX FUND					
13070. ISHARES FTSE XINHAU	08/04/2009	09/23/2011	420,847.00	557,436.00	-136,589.00
INDEX					
12145. ISHARES MSCI EMERGI	06/04/2009	03/07/2011	563,882.00	405,764.00	158,118.00
INDEX FUND					
1020. ISHARES MSCI EMERGIN	04/29/2009	03/07/2011	47,358.00	28,499.00	18,859.00
FUND					
4675. ISHARES MSCI EMERGIN	04/29/2009	11/30/2011	185,454.00	130,620.00	54,834.00
FUND					
10000. JOHNSON & JOHNSON	04/29/2009	04/05/2011	597,536.00	506,937.00	90,599.00
10000. MICROSOFT CORPORATI	03/17/2009	02/04/2011	276,787.00	166,900.00	109,887.00
10000. MICROSOFT CORPORATI	03/17/2009	04/05/2011	260,195.00	166,900.00	93,295.00
505. POTASH CORP SASK INC	02/17/2010	12/12/2011	20,168.00	19,030.00	1,138.00
7170. PRAXAIR INCORPORATED	06/13/2003	07/18/2011	757,952.00	220,443.00	537,509.00
15000. PROCTER & GAMBLE CO	06/17/1982	02/04/2011	948,849.00	39,041.00	909,808.00
1000000. REPUBLIC N Y CORP	04/12/1996	03/22/2011	1,000,000.00	975,400.00	24,600.00
26030. STAPLES INCORPORATE	08/28/2009	04/05/2011	532,285.00	565,577.00	-33,292.00
10255. TECK RESOURCES LTD	04/12/2010	11/18/2011	354,969.00	467,525.00	-112,556.00
8480. TEVA PHARMACEUTICAL	11/24/2009	03/07/2011	419,921.00	451,189.00	-31,268.00

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Employer identification number

13-6071886

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

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 4,054,052.00

Schedule D-1 (Form 1041) 2011

UD SETH SPRAGUE EDUC & CHAR FDN
13-6071886
Balance Sheet
12/31/2011



Cusip	Asset	Units	Basis	Market Value
G1151C101	ACCENTURE PLC	20000.000	704,506.00	1,064,600.00
931142CT8	WAL-MART STORES INC	1000000.000	1,002,410.00	1,043,090.00
91911K102	VALEANT PHARMACEUTICALS INTL INC	13440.000	584,615.81	627,513.60
913017BH1	UNITED TECHNOLOGIES CORP	500000.000	485,915.00	561,660.00
912828BW9	UNITED STATES TREAS NT	2450940.000	2,500,189.24	2,595,496.44
912810FF0	UNITED STATES TREAS BD	1500000.000	1,596,406.25	2,068,125.00
911312106	UNITED PARCEL SVC INC	6660.000	486,734.09	487,445.40
87612EAN6	TARGET CORP	500000.000	473,590.00	592,140.00
872540109	TJX COS INC NEW	9340.000	586,705.18	602,897.00
858912108	STERICYCLE INC	10985.000	312,239.84	855,951.20
806857108	SCHLUMBERGER LTD	17820.000	940,676.01	1,217,284.20
74005P104	PRAXAIR INC	9115.000	280,242.50	974,393.50
73755L107	POTASH CORP SASK INC	14495.000	546,229.10	598,353.60
717081103	PFIZER INC	65220.000	1,275,331.45	1,411,360.80
693390841	PIMCO HIGH YIELD FD	101144.584	908,278.36	908,278.36
693390700	PIMCO TOTAL RETURN FUND	501769.921	5,357,806.49	5,454,239.04
68389X105	ORACLE CORP	60145.000	806,599.96	1,542,719.25
67020Y100	NUANCE COMMUNICATIONS INC	25265.000	593,401.58	635,667.40
655844108	NORFOLK SOUTHERN CORP	8700.000	560,987.31	633,882.00
641069406	NESTLE S A	14000.000	528,920.00	808,472.00
617446HR3	MORGAN STANLEY	1000000.000	1,015,500.00	1,012,240.00
58155Q103	MCKESSON CORP	10000.000	355,184.00	779,100.00
580135101	MCDONALDS CORP	8050.000	602,354.94	807,656.50
57636Q104	MASTERCARD INC	3545.000	673,004.21	1,321,646.90
527288104	LEUCADIA NATL CORP	26800.000	572,579.32	609,432.00
46625HHU7	JPMORGAN CHASE & CO	1000000.000	984,720.00	1,007,020.00
46625H365	JPMORGAN ALERIAN MLP INDEX ETN	40980.000	1,518,808.96	1,596,990.60
464287234	ISHARES MSCI EMERGING MKTS INDEX	23445.000	563,073.30	889,503.30
464286673	ISHARES MSCI SINGAPORE INDEX	47940.000	674,995.20	519,190.20
464286509	ISHARES INC MSCI CDA INDEX	19645.000	675,440.28	522,557.00
464286103	ISHARES INC MSCI AUSTRALIA INDEX	29285.000	567,543.30	627,870.40
445658107	HUNT J B TRANS SVCS INC	13250.000	560,220.57	597,177.50
438516AS5	HONEYWELL INTL INC	500000.000	514,225.00	581,370.00
428236AS2	HEWLETT PACKARD CO	750000.000	735,262.50	833,602.50

UD SETH SPRAGUE EDUC & CHAR FDN

13-6071886

Balance Sheet

12/31/2011

Bank of America



Cusip	Asset	Units	Basis	Market Value
427866108	HERSHEY CO	12200.000	732,203.74	753,716.00
384802104	GRAINGER W W INC	6160.000	288,657.24	1,153,090.40
38259P508	GOOGLE INC	2000.000	797,547.50	1,291,800.00
370334104	GENERAL MLS INC	30175.000	1,178,022.64	1,219,371.75
362152DM9	GOVERNMENT NATL MTG ASSN	13168.650	13,164.73	13,505.77
36206PSU5	GOVERNMENT NATL MTG ASSN	4997.700	4,991.51	5,893.79
36203K7M0	GOVERNMENT NATL MTG ASSN	39463.360	39,382.23	44,944.43
30231G102	EXXON MOBIL CORP	9975.000	26,620.44	845,481.00
29250X103	ENBRIDGE ENERGY MGMT L L C	7839.000	165,259.67	272,483.64
268648102	EMC CORP	24275.000	662,564.28	522,883.50
25470F104	DISCOVERY COMMUNICATIONS INC	11500.000	274,618.85	471,155.00
25243Q205	DIAGEO PLC	9000.000	517,516.20	786,780.00
244199105	DEERE & CO	8135.000	456,144.91	629,242.25
231021106	CUMMINS INC	9350.000	372,771.41	822,987.00
209111EK5	CONSOLIDATED EDISON CO NY INC	500000.000	513,885.00	572,165.00
20825C104	CONOCOPHILLIPS	20955.000	1,487,501.72	1,526,990.85
172967BP5	CITIGROUP INC	500000.000	519,440.00	507,550.00
171340102	CHURCH & DWIGHT INC	43085.000	1,839,278.30	1,971,569.60
156782104	CERNER CORP	27220.000	322,386.87	1,667,225.00
149123BQ3	CATERPILLAR INC	750000.000	804,735.00	998,475.00
149123101	CATERPILLAR INC	8000.000	212,160.80	724,800.00
071813109	BAXTER INTL INC	15000.000	659,293.50	742,200.00
037833100	APPLE INC	2935.000	597,430.70	1,188,675.00
037411105	APACHE CORP	6180.000	597,521.33	559,784.40
029912201	AMERICAN TOWER CORP	27325.000	1,498,382.39	1,639,773.25
010392DZ8	ALABAMA PWR CO	750000.000	748,020.00	888,637.50
002824AQ3	ABBOTT LABS	500000.000	473,035.00	540,725.00
00206RAP7	AT&T INC	750000.000	776,107.50	826,807.50
	Cash/Cash Equivalent	2130636.060	2,130,636.06	2,130,636.06
		Totals:	49,253,975.27	61,708,274.37