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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

THE SHARPE FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

C/O NORTHERN TRUST, 50 LASALLE STREET

Room/suite

City or town, state, and ZIP code

CHICAGO, IL 60675

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

J Accounting method: Cash Accrual

(from Part II, col (c), line 16)

► \$ 23,886,493. (Part I, column (d) must be on cash basis)

A Employer identification number

13-6208422

B Telephone number

312-630-6000

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► Foreign organizations meeting the 85% test,
2. 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 ►

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).)

		(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			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	208,929.	208,929.	STATEMENT 1	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	5,226,127.			
b	Gross sales price for all assets on line 6a	28,647,031.			
7	Capital gain net income (from Part IV, line 2)		5,226,127.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold	MAY 1 2012			
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	5,435,056.	5,435,056.		
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 2	6,616.	6,616.	0.
c	Other professional fees	STMT 3	177,186.	177,186.	0.
17	Interest				
18	Taxes	STMT 4	5,015.	15.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	188,817.	183,817.	0.	
25	Contributions, gifts, grants paid		1,462,500.		1,462,500.
26	Total expenses and disbursements. Add lines 24 and 25	1,651,317.	183,817.		1,462,500.
27	Subtract line 26 from line 12:				
b	Excess of revenue over expenses and disbursements	3,783,739.			
c	Net investment income (if negative, enter -0-)		5,251,239.		
	c Adjusted net income (if negative, enter -0-)			N/A	

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		1,458,850.	2,669,004.	2,669,004.
	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				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 5	18,626,415.	21,200,000.	21,217,489.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		20,085,265.	23,869,004.	23,886,493.
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				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		20,085,265.	23,869,004.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30 Total net assets or fund balances		20,085,265.	23,869,004.	
	31 Total liabilities and net assets/fund balances		20,085,265.	23,869,004.	

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	20,085,265.
2 Enter amount from Part I, line 27a	2	3,783,739.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	23,869,004.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,869,004.

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	28,647,031.	23,420,904.	5,226,127.	
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				
b				
c				
d				
e			5,226,127.	
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	5,226,127.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

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 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	1,167,759.	24,073,395.	.048508
2009	1,082,707.	20,621,883.	.052503
2008	1,433,550.	30,569,251.	.046895
2007	1,784,596.	38,063,086.	.046885
2006	1,586,620.	31,382,636.	.050557

2 Total of line 1, column (d)

2 .245348

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 .049070

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 27,037,457.

5 Multiply line 4 by line 3

5 1,326,728.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 52,512.

7 Add lines 5 and 6

7 1,379,240.

8 Enter qualifying distributions from Part XII, line 4

8 1,462,500..

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	(attach copy of letter if necessary-see instructions)	1	52,512.
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			
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-)			
3	Add lines 1 and 2		2	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	52,512.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		4	0.
6	Credits/Payments:		5	52,512.
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a		8,909.
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	8,909.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	43,603.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	►	10	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ►	Refunded ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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</i>	1b	X
c	Did the foundation file Form 1120-POL for this year?	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>RI</u>		
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? <i>If "No," attach explanation</i>	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Form 990-PF (2011)

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? Website address ► **N/A** 13 **X**

14 The books are in care of ► **NORTHERN TRUST CO** Telephone no. ► **312-630-6000**
Located at ► **50 SOUTH LASALLE STREET, CHICAGO, IL** ZIP+4 ► **60675**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► **15** ► **N/A**

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 ► 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? Yes **X** No
- (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? 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)? Organizations relying on a current notice regarding disaster assistance check here ► **N/A** ►

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 **N/A**

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 **N/A**

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

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b **X**

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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)?

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**

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?

b. Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?
b. If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

Information About Officers, Directors, Trustees, Foundation

Paid Employees, and Contractors

List all officers, directors, trustees, foundation managers and their compensation.

(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
HENRY D. SHARPE, JR.	TRUSTEE			
POJAC POINT ROAD	1.00	0.	0.	0.
NORTH KINGSTOWN, RI 02852				
PEGGY B. SHARPE	TRUSTEE			
POJAC POINT ROAD	1.00	0.	0.	0.
NORTH KINGSTOWN, RI 02852				

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Total number of other employees paid over \$50,000

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0
Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
3		

All other program-related investments. See instructions.

3		
Total. Add lines 1 through 3		0.

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	25,813,237.
b Average of monthly cash balances	1b	1,635,958.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	27,449,195.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	27,449,195.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	411,738.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,037,457.
6 Minimum investment return. Enter 5% of line 5	6	1,351,873.

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	1,351,873.
2a Tax on investment income for 2011 from Part VI, line 5	2a	52,512.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	52,512.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,299,361.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,299,361.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,299,361.

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	1,462,500.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,462,500.
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	5	52,512.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,409,988.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,299,361.
2 Undistributed income, if any, as of the end of 2011			306,891.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 1,462,500.			306,891.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)			0.	
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2011 distributable amount				1,155,609.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				143,752.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AFS-USA, INC 198 MADISON AVENUE, 8TH FLOOR NEW YORK, NY 10016	NONE	PUBLIC CHARITY	EDUCATION	3,000.
AIDS PROJECT RHODE ISLAND 232 WEST EXCHANGE STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
APPALACHIAN MOUNTAIN CLUB 5 JOY STREET BOSTON, MA 02108	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
AS 220 115 EMPIRE STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
AUDUBON SOCIETY OF RI 12 SANDERSON ROAD SMITHFIELD, RI 02917	NONE	PUBLIC CHARITY	CHARITABLE	8,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 1,462,500.
b Approved for future payment				
NONE				
Total				► 3b 0.

THE SHARPE FAMILY FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOYS AND GIRLS CLUB OF PROVIDENCE 550 WICKENDEN STREET <u>PROVIDENCE, RI 02903</u>	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
BROWN UNIVERSITY OFFICE OF DEVELOPMENT, BOX 1893 <u>PROVIDENCE, RI 02912</u>	NONE	PUBLIC CHARITY	EDUCATION	67,500.
BUTLER HOSPITAL 345 BLACKSTONE BOULEVARD <u>PROVIDENCE, RI 02906</u>	NONE	PUBLIC CHARITY	CHARITABLE	2,000.
CERES 99 CHAUNCY STREET, 6TH FL <u>BOSTON, MA 02111</u>	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
CITY YEAR OF RHODE ISLAND 77 EDDY STREET FL 2 <u>PROVIDENCE, RI 02903</u>	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
COLLEGE OF THE ATLANTIC 105 EDEN STREET <u>BAR HARBOR, ME 04609</u>	NONE	PUBLIC CHARITY	EDUCATION	35,000.
COMMUNITY PREP 126 SOMERSET STREET <u>PROVIDENCE, RI 02907</u>	NONE	PUBLIC CHARITY	EDUCATION	1,000.
COMMUNITY WORKS 25 WEST STREET <u>BOSTON, MA 02111</u>	NONE	PUBLIC CHARITY	CHARITABLE	1,500.
CONCORD ACADEMY 166 MAIN STREET <u>CONCORD, MA 01742</u>	NONE	PUBLIC CHARITY	CHARITABLE	6,500.
CONCORD COMMUNITY CHEST 111 OLD ROAD TO NINE ACRE CORNER <u>CONCORD, MA 01742</u>	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
Total from continuation sheets				1,444.500.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONCORD EDUCATION FUND P.O. BOX 202 CONCORD, MA 01742	NONE	PUBLIC CHARITY	EDUCATION	1,000.
CONCORD LAND CONSERVATION TRUST P.O. BOX 141 CONCORD, MA 01742	NONE	PUBLIC CHARITY	CHARITABLE	26,000.
CONCORD LIBRARY 129 MAIN STREET CONCORD, MA 01742	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
CONCORD MUSEUM 200 LEXINGTON ROAD, PO BOX 146 CONCORD, MA 01742	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
CONSERVATION LAW FOUNDATION 55 DORRANCE STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	CHARITABLE	27,500.
CROSSROADS RHODE ISLAND 160 BROAD STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
CYCLE KIDS 5 JFK STREET, SUITE 205 CAMBRIDGE, MA 02138	NONE	PUBLIC CHARITY	CHARITABLE	4,000.
DEERFIELD ACADEMY 7 BOYDEN LANE, PO BOX 87 DEERFIELD, MA 01342	NONE	PUBLIC CHARITY	EDUCATION	5,000.
DORCAS PLACE 220 ELMWOOD AVENUE PROVIDENCE, RI 02907	NONE	PUBLIC CHARITY	EDUCATION	1,000.
DUTCH ISLAND LIGHTHOUSE SOCIETY PO BOX 435 SAUNDERSTOWN, RI 02874	NONE	PUBLIC CHARITY	CHARITABLE	500.
Total from continuation sheets				

THE SHARPE FAMILY FOUNDATION

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Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
EARTHWATCH INSTITUTE 3 CLOCK TOWER PLACE, SUITE 100 <u>MAYNARD, MA 01754</u>	NONE	PUBLIC CHARITY	CHARITABLE	4,000.
EMERSON HEALTH CARE FOUNDATION 133 OLD ROAD TO NINEACRE CORNER <u>CONCORD, MA 01742</u>	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
EMERSON UMBRELLA CENTER FOR THE ARTS 40 STOW STREET <u>CONCORD, MA 01742</u>	NONE	PUBLIC CHARITY	CHARITABLE	4,000.
FAMILY SERVICE PO BOX 6688 <u>PROVIDENCE, RI 02940</u>	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
FENN SCHOOL 516 MONUMENT STREET <u>CONCORD, MA 01742</u>	NONE	PUBLIC CHARITY	CHARITABLE	6,500.
FIRST PARISH IN CONCORD 20 LEXINGTON ROAD <u>CONCORD, MA 01742</u>	NONE	PUBLIC CHARITY	RELIGIOUS	2,000.
FOREST SOCIETY OF MAINE 115 FRANKLIN ST, 3RD FLOOR <u>BANGOR, ME 04401</u>	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
FRENCHMAN BAY CONSERVANCY 71 TIDAL FALLS ROAD, PO BOX 150 <u>HANCOCK, ME 04640</u>	NONE	PUBLIC CHARITY	CHARITABLE	51,000.
FUND FOR COMMUNITY PROGRESS 1604 BROAD STREET <u>PROVIDENCE, RI 02905</u>	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
GAINING GROUND P.O. BOX 374 <u>CONCORD, MA 01742</u>	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
<u>Total from continuation sheets</u>				

THE SHARPE FAMILY FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GILBERT STUART BIRTHPLACE 815 GILBERT STUART ROAD <u>SAUNDERSTOWN, RI 02874</u>	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
GROUNDWORK PROVIDENCE 69 WASHINGTON STREET <u>PROVIDENCE, RI 02903</u>	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
GROW SMART RHODE ISLAND 235 PROMENADE STREET SUITE 550 <u>PROVIDENCE, RI 02908</u>	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
HISTORIC NEW ENGLAND 141 CAMBRIDGE STREET <u>BOSTON, MA 02114</u>	NONE	PUBLIC CHARITY	EDUCATION	2,000.
INTERNATIONAL INSTITUTE OF RHODE ISLAND 645 ELMWOOD AVENUE <u>PROVIDENCE, RI 02907</u>	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
JOHN HOPE SETTLEMENT HOUSE 7 THOMAS P WHITTEN WAY <u>PROVIDENCE, RI 02903</u>	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
KENT COUNTY HOSPITAL 455 TOLL GATE ROAD <u>WARWICK, RI 02886</u>	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
LAND CONSERVANCY OF NORTH KINGSTOWN PO BOX 1499 <u>NORTH KINGSTOWN, RI 02852</u>	NONE	PUBLIC CHARITY	CHARITABLE	500.
LAND TRUST ALLIANCE 1331 H ST NW, SUITE 400 <u>WASHINGTON, DC 20005</u>	NONE	PUBLIC CHARITY	CHARITABLE	11,000.
LOWELL COMMUNITY HEALTH CENTER 585-597 MERRIMACK STREET <u>LOWELL, MA 01854</u>	NONE	PUBLIC CHARITY	CHARITABLE	18,000.
<u>Total from continuation sheets</u>				

THE SHARPE FAMILY FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MADEIRA SCHOOL 8328 GEORGETOWN PIKE <u>MCLEAN, VA 22102</u>	NONE	PUBLIC CHARITY	EDUCATION	2,000.
MAINE COAST HERITAGE TRUST BOWDOIN MILL, 1 MAIN STREET, STE 201 <u>TOPSHAM, ME 04086</u>	NONE	PUBLIC CHARITY	CHARITABLE	2,000.
MAINE COAST MEMORIAL HOSPITAL 50 UNION STREET <u>ELSWORTH, ME 04605</u>	NONE	PUBLIC CHARITY	CHARITABLE	2,000.
MAINE FARMLAND TRUST 97 MAIN STREET <u>BELFAST, ME 04915</u>	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
MAINE SEACOAST MISSION 127 WEST STREET <u>BAR HARBOR, ME 04609</u>	NONE	PUBLIC CHARITY	CHARITABLE	1,100.
MASSACHUSETTS AUDUBON SOCIETY 208 SOUTH GREAT ROAD <u>LINCOLN, RI 01773</u>	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
MDI BIOLOGICAL LABORATORY P.O. BOX 35, OLD BAR HARBOR ROAD <u>SALISBURY COVE, ME 04672</u>	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
MOSES BROWN SCHOOL 250 LLOYD AVENUE <u>PROVIDENCE, RI 02906</u>	NONE	PUBLIC CHARITY	EDUCATION	1,000.
MOUNT DESERT ISLAND BIOLOGICAL LABORATORY OLD BAR HARBOR ROAD, PO BOX 35 <u>SALISBURY COVE, ME 04672</u>	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
NARROW RIVER LAND TRUST PO BOX 641 <u>SOUTH KINGSTOWN, RI 02880</u>	NONE	PUBLIC CHARITY	CHARITABLE	15,000.
Total from continuation sheets				

THE SHARPE FAMILY FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NARROW RIVER PRESERVATION ASSOCIATION PO BOX 8 <u>SAUNDERSTOWN, RI 02874</u>	NONE	PUBLIC CHARITY	CHARITABLE	1,500.
NASHOBA BROOKS SCHOOL 200 STRAWBERRY HILL ROAD <u>CONCORD, MA 01742</u>	NONE	PUBLIC CHARITY	EDUCATION	26,000.
NATURESERVE 1101 WILSON BOULEVARD, 15TH FLOOR <u>ARLINGTON, VA 22209</u>	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
NORMAN BIRD SANCTUARY 583 THIRD BEACH ROAD <u>MIDDLETOWN, RI 02842</u>	NONE	PUBLIC CHARITY	CHARITABLE	500.
NORTH KINGSTOWN FREE LIBRARY 100 BOONE ST. <u>NORTH KINGSTOWN, RI 02852</u>	NONE	PUBLIC CHARITY	EDUCATION	500.
oberlin college 101 NORTH PROFESSOR STREET <u>oberlin, OH 44074</u>	NONE	PUBLIC CHARITY	EDUCATION	3,000.
OIC OF RHODE ISLAND 500 BROAD STREET #5B <u>PROVIDENCE, RI 02907</u>	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
OLIVER HAZARD PERRY RHODE ISLAND 29 TOURO STREET <u>NEWPORT, RI 02840</u>	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
PAUL CUFFEE SCHOOL 459 PROMENADE STREET <u>PROVIDENCE, RI 02908</u>	NONE	PUBLIC CHARITY	EDUCATION	1,000.
PHILLIPS EXETER ACADEMY 20 MAIN STREET <u>EXETER, NH 03833</u>	NONE	PUBLIC CHARITY	EDUCATION	5,000.
Total from continuation sheets				

THE SHARPE FAMILY FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 WEST 33RD STREET NEW YORK, NY 10001	NONE	PUBLIC CHARITY	CHARITABLE	2,500.
PLANNED PARENTHOOD OF MASSACHUSETTS 631 LINCOLN STREET WORCESTER, MA 01605	NONE	PUBLIC CHARITY	CHARITABLE	2,500.
PLANNED PARENTHOOD OF RHODE ISLAND 111 POINT STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
PROVIDENCE COMMUNITY LIBRARY 441 PRAIRIE AVENUE PROVIDENCE, RI 02905	NONE	PUBLIC CHARITY	EDUCATION	4,000.
PROVIDENCE PRESERVATION SOCIETY 21 MEETING STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	CHARITABLE	2,500.
PROVIDENCE PUBLIC LIBRARY 225 WASHINGTON STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	EDUCATION	1,000.
RHODE ISLAND COMMUNITY FOOD BANK 200 NIANTIC AVENUE PROVIDENCE, RI 02907	NONE	PUBLIC CHARITY	CHARITABLE	15,000.
RHODE ISLAND FREE CLINIC 655 BROAD STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
RHODE ISLAND HOSPITAL FOUNDATION ONE UNION STATION PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
RHODE ISLAND LAND TRUST COUNCIL PO BOX 633 SAUNDERSTOWN, RI 02874	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
Total from continuation sheets				

THE SHARPE FAMILY FOUNDATION

13-6208422

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
RHODE ISLAND NATURAL HISTORY SURVEY 1 GREENHOUSE RD. KINGSTON, RI 02881	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
RHODE ISLAND PUBLIC EXPENDITURE COUNCIL 300 RICHMOND STREET SUITE 200 PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	CHARITABLE	7,500.
RHODE ISLAND PUBLIC RADIO ONE UNION STATION PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	EDUCATION	40,500.
RHODE ISLAND SCHOOL OF DESIGN PO BOX 242 PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	EDUCATION	15,000.
RHODE ISLANDERS SPONSORING EDUCATION 17 GORDON AVENUE PROVIDENCE, RI 02905	NONE	PUBLIC CHARITY	EDUCATION	3,500.
RI ZOOLOGICAL SOCIETY 1000 ELMWOOD AVENUE PROVIDENCE, RI 02907	NONE	PUBLIC CHARITY	CHARITABLE	2,000.
ROBERT ABBE MUSEUM PO BOX 286 BAR HARBOR, ME 04609	NONE	PUBLIC CHARITY	EDUCATION	35,000.
ROCKY HILL SCHOOL 530 IVES ROAD EAST GREENWICH, RI 02818	NONE	PUBLIC CHARITY	EDUCATION	56,000.
SANDRA FEINSTEIN GAMM THEATRE 172 EXCHANGE STREET PAWTUCKET, RI 02860	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
SARAH LAWRENCE COLLEGE 1 MEAD WAY BRONXVILLE, NY 10708	NONE	PUBLIC CHARITY	EDUCATION	5,000.
Total from continuation sheets				

THE SHARPE FAMILY FOUNDATION

13-6208422

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAVE THE BAY, INC. 100 SAVE THE BAY DRIVE PROVIDENCE, RI 02905	NONE	PUBLIC CHARITY	CHARITABLE	9,000.
SECOND STORY THEATER 28 MARKET STREET WARREN, RI 02885	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
SOUTH COUNTY HOSPITAL 100 KENYON AVENUE WAKEFIELD, RI 02879	NONE	PUBLIC CHARITY	CHARITABLE	11,000.
SOUTH KENT SCHOOL 40 BULL'S BRIDGE ROAD SOUTH KENT, CT 06785	NONE	PUBLIC CHARITY	EDUCATION	25,000.
SOUTH KINGSTOWN LAND TRUST 313 MAIN STREET, SUITE C WAKEFIELD, RI 02879	NONE	PUBLIC CHARITY	CHARITABLE	500.
SOUTHSIDE COMMUNITY LAND TRUST 109 SOMERSET STREET PROVIDENCE, RI 02907	NONE	PUBLIC CHARITY	CHARITABLE	31,000.
SPCA OF HANCOCK COUNTY 141 BAR HARBOR ROAD TRENTON, ME 04605	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
ST. PAUL'S CHURCH 55 MAIN STREET NORTH KINGSTOWN, RI 02852	NONE	PUBLIC CHARITY	RELIGIOUS	5,000.
THE BOSTON FOUNDATION 75 ARLINGTON STREET, #1000 BOSTON, MA 02116	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
THE FOOD PROJECT 10 LEWIS STREET LINCOLN, MA 01773	NONE	PUBLIC CHARITY	CHARITABLE	15,000.
Total from continuation sheets				

THE SHARPE FAMILY FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE FOUNDATION FOR FREE FLIGHT PO BOX 518 <u>DUNLAP, CA 93621</u>	NONE	PUBLIC CHARITY	CHARITABLE	20,000.
THE MIRIAM HOSPITAL FOUNDATION 164 SUMMIT AVENUE <u>PROVIDENCE, RI 02906</u>	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
THE NATURE CONSERVANCY- MAINE CHAPTER 14 MAINE STREET, SUITE 401 <u>BRUNSWICK, ME 04011</u>	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
THE NATURE CONSERVANCY- MASSACHUSETTS CHAPTER 205 PORTLAND STREET, SUITE 400 <u>BOSTON, MA 02114</u>	NONE	PUBLIC CHARITY	CHARITABLE	55,000.
THE NATURE CONSERVANCY- RHODE ISLAND FIELD OFFICE 159 WATERMAN STREET <u>PROVIDENCE, RI 02906</u>	NONE	PUBLIC CHARITY	CHARITABLE	15,000.
THE PROVIDENCE ATHENAEUM 251 BENEFIT STREET <u>PROVIDENCE, RI 02903</u>	NONE	PUBLIC CHARITY	EDUCATION	2,500.
THE RHODE ISLAND HISTORICAL SOCIETY 110 BENEVOLENT STREET <u>PROVIDENCE, RI 02906</u>	NONE	PUBLIC CHARITY	EDUCATION	2,000.
THE SOMERVILLE HOMELESS COALITION P.O. BOX 440436 <u>SOMERVILLE, MA 02144</u>	NONE	PUBLIC CHARITY	CHARITABLE	3,000.
THE WALDEN WOODS PROJECT 44 BAKER FARM ROAD <u>LINCOLN, MA 01773</u>	NONE	PUBLIC CHARITY	CHARITABLE	1,500.
TOCKWOTTEN HOME 75 EAST STREET <u>PROVIDENCE, RI 02903</u>	NONE	PUBLIC CHARITY	CHARITABLE	175,000.
Total from continuation sheets				

THE SHARPE FAMILY FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
TRINITY REPERTORY THEATRE 201 WASHINGTON STREET <u>PROVIDENCE, RI 02903</u>	NONE	PUBLIC CHARITY	CHARITABLE	101,500.
TRUSTEES OF RESERVATIONS 572 ESSEX STREET <u>BEVERLY, MA 01915</u>	NONE	PUBLIC CHARITY	CHARITABLE	1,500.
UNITARIAN UNIVERSALIST ASSOCIATION 25 BEACON ST. <u>BOSTON, MA 02108</u>	NONE	PUBLIC CHARITY	RELIGIOUS	2,000.
UNITED WAY OF RHODE ISLAND 50 VALLEY STREET <u>PROVIDENCE, RI 02909</u>	NONE	PUBLIC CHARITY	CHARITABLE	75,000.
URI FOUNDATION 79 UPPER COLLEGE ROAD <u>KINGSTON, RI 02881</u>	NONE	PUBLIC CHARITY	EDUCATION	2,500.
WATERFIRE PROVIDENCE 101 REGENT AVENUE <u>PROVIDENCE, RI 02908</u>	NONE	PUBLIC CHARITY	CHARITABLE	7,000.
WBUR 890 COMMONWEALTH AVENUE 3RD FLOOR <u>BOSTON, MA 02215</u>	NONE	PUBLIC CHARITY	CHARITABLE	4,200.
WESTMINSTER UNITARIAN CHURCH 119 KENYON AVENUE <u>EAST GREENWICH, RI 02818</u>	NONE	PUBLIC CHARITY	RELIGIOUS	25,000.
WGBH RADIO & TV P.O. BOX 200 <u>BOSTON, MA 02134</u>	NONE	PUBLIC CHARITY	CHARITABLE	3,700.
WILLETT FREE LIBRARY 45 FERRY ROAD, PO BOX 178 <u>SAUNDERSTOWN, RI 02874</u>	NONE	PUBLIC CHARITY	CHARITABLE	10,500.
Total from continuation sheets				

THE SHARPE FAMILY FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Part XVI-A . Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	208,929.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	5,226,127.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		5,435,056.	0.
13 Total Add line 12, columns (b), (d), and (e)			13		5,435,056.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

THE SHARPE FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
13-6208422 PAGE 1 OF 1

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 NORTHERN TRUST (9959) - AVAILABLE UPON REQUEST	P	VARIOUS	VARIOUS
b NORTHERN TRUST (9960) - AVAILABLE UPON REQUEST	P	VARIOUS	VARIOUS
c NORTHERN TRUST (9961) - AVAILABLE UPON REQUEST	P	VARIOUS	VARIOUS
d NORTHERN TRUST (9962) - AVAILABLE UPON REQUEST	P	VARIOUS	VARIOUS
e NORTHERN TRUST (3641) - AVAILABLE UPON REQUEST	P	VARIOUS	VARIOUS
f NORTHERN TRUST (1511) - AVAILABLE UPON REQUEST	P	VARIOUS	VARIOUS
g SANFORD C. BERNSTEIN EMERGNG MKTS	P	VARIOUS	VARIOUS

h			
i			
j			
k			
l			
m			
n			
o			

(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 7,027,915.		4,419,960.	2,607,955.
b 7,574,036.		6,834,973.	739,063.
c 6,664,776.		6,258,374.	406,402.
d 2,619,953.		2,408,863.	211,090.
e 2,928,282.		1,612,028.	1,316,254.
f 1,077,505.		1,036,706.	40,799.
g 754,564.		850,000.	<95,436.>

h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			2,607,955.
b			739,063.
c			406,402.
d			211,090.
e			1,316,254.
f			40,799.
g			<95,436.>
h			
i			
j			
k			
l			
m			
n			
o			

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	5,226,127.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST CO	337.	0.	337.
NORTHERN TRUST CO	208,592.	0.	208,592.
TOTAL TO FM 990-PF, PART I, LN 4	208,929.	0.	208,929.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,616.	6,616.		0.
TO FORM 990-PF, PG 1, LN 16B	6,616.	6,616.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGT FEES	177,186.	177,186.		0.
TO FORM 990-PF, PG 1, LN 16C	177,186.	177,186.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	5,000.	0.		0.
FOREIGN TAXES PAID	15.	15.		0.
TO FORM 990-PF, PG 1, LN 18	5,015.	15.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK		21,200,000.	21,217,489.
TOTAL TO FORM 990-PF, PART II, LINE 10B		21,200,000.	21,217,489.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 6

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

HENRY D. SHARPE, JR., C/O AMY E. SZOSTAK
NORTHERN TRUST, 50 S. LASALLE STREET
CHICAGO, IL 60675

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
312-630-6000	N/A

FORM AND CONTENT OF APPLICATIONS

A LETTER DESCRIBING (1) THE PROPOSED PURPOSE FOR THE GRANT, (2) THE OPERATIONS AND HISTORY OF THE PETITIONING ORGANIZATION, AND (3) THE EXEMPT STATUS OF THE ORGANIZATION.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE