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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE FRANCES FUND, INC.		A Employer identification number 20-4211879
Number and street (or P O box number if mail is not delivered to street address) 150 MAIN STREET	Room/suite 25	B Telephone number (413) 582-0082
City or town, state, and ZIP code NORTHAMPTON, MA 01060		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		D 1 Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 18,641,338. (Part I, column (d) must be on cash basis.)	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))		(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		0.		N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		2,366.	2,366.		STATEMENT 1
4 Dividends and interest from securities		504,814.	504,814.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		369,914.			
b Gross sales price for all assets on line 6a 7,227,586.					
7 Capital gain net income (from Part IV, line 2)			369,914.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		877,094.	877,094.		
13 Compensation of officers, directors, trustees, etc		1,474.	0.		1,474.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		278.	139.		139.
b Accounting fees STMT 4		10,530.	5,265.		5,265.
c Other professional fees STMT 5		2,800.	1,400.		1,400.
17 Interest					
18 Taxes STMT 6		10,232.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		1,144.	0.		1,144.
22 Printing and publications					
23 Other expenses STMT 7		239,411.	169,936.		63,738.
24 Total operating and administrative expenses Add lines 13 through 23		265,869.	176,740.		73,160.
25 Contributions, gifts, grants paid		2,100,170.			2,100,170.
26 Total expenses and disbursements Add lines 24 and 25		2,366,039.	176,740.		2,173,330.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,488,945.>			
b Net investment income (if negative, enter -0-)			700,354.		
c Adjusted net income (if negative, enter -0-)				N/A	

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
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	410,914.	412,990.	412,990.
	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 ▶ 237,481.			
		Less: allowance for doubtful accounts ▶ 0.	716,172.	237,481.	237,481.
	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 8	16,651,149.	13,027,037.	13,027,037.
	c	Investments - corporate bonds STMT 9	2,745,459.	4,249,455.	4,249,455.
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	623,204.	700,965.	700,965.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ PREPAID EXPENSES)	6,604.	13,410.	13,410.
	16	Total assets (to be completed by all filers)	21,153,502.	18,641,338.	18,641,338.
	17	Accounts payable and accrued expenses	13,976.	34,199.	
	18	Grants payable	5,000.		
Net Assets or Fund Balances	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)	18,976.	34,199.	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31			
	24	Unrestricted	21,134,526.	18,607,139.	
	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			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances	21,134,526.	18,607,139.	
	31	Total liabilities and net assets/fund balances	21,153,502.	18,641,338.	

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	21,134,526.
2	Enter amount from Part I, line 27a	2	<1,488,945.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	19,645,581.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	1,038,442.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,607,139.

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 7,227,586.		6,857,672.	369,914.
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			369,914.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	369,914.
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	1,217,350.	19,143,923.	.063589
2009	945,472.	17,712,737.	.053378
2008	704,734.	20,378,221.	.034583
2007	1,549,389.	25,257,562.	.061344
2006	62,246.	14,642,126.	.004251

2 Total of line 1, column (d)	2	.217145
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	.043429
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	19,598,354.
5 Multiply line 4 by line 3	5	851,137.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,004.
7 Add lines 5 and 6	7	858,141.
8 Enter qualifying distributions from Part XII, line 4	8	2,210,830.

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	7,004.
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	0.
3 Add lines 1 and 2		3	7,004.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	7,004.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 8,233.		
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	8,233.
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	1,229.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 1,229. Refunded ☒ 0.		11	0.

Part VII-A Statements Regarding Activities

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

N/A

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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>JEFF ROSEN</u> Telephone no. ► <u>(413) 582-0082</u> Located at ► <u>150 MAIN STREET, SUITE 25, NORTHAMPTON, MA</u> ZIP+4 ► <u>01060</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	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.

		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 ►		
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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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) N/A	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)? ☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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?

N/A

7b

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.

(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
W. DAVID ROSEN MILLER	PRESIDENT			
150 MAIN STREET, SUITE 25				
NORTHAMPTON, MA 01060	1.00	0.	0.	0.
KIMBERLY LONGEY	TREASURER			
150 MAIN STREET, SUITE 25				
NORTHAMPTON, MA 01060	1.00	1,236.	0.	0.
LINDA STOUT	SECRETARY-NOT A BOARD MEMB			
150 MAIN STREET, SUITE 25				
NORTHAMPTON, MA 01060	1.00	238.	0.	0.

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

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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	18,998,635.
b	Average of monthly cash balances	1b	411,952.
c	Fair market value of all other assets	1c	486,219.
d	Total (add lines 1a, b, and c)	1d	19,896,806.
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	19,896,806.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	298,452.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,598,354.
6	Minimum investment return. Enter 5% of line 5	6	979,918.

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	979,918.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,004.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,004.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	972,914.
4	Recoveries of amounts treated as qualifying distributions	4	450,019.
5	Add lines 3 and 4	5	1,422,933.
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	1,422,933.

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	2,173,330.
b	Program-related investments - total from Part IX-B	1b	37,500.
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	2,210,830.
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	7,004.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,203,826.

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.

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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				1,422,933.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			261,729.	
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: ► \$ 2,210,830.				
a Applied to 2010, but not more than line 2a			261,729.	
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				1,422,933.
e Remaining amount distributed out of corpus	526,168.			
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	526,168.			
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				0.
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	526,168.			
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	526,168.			

N/A

- b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

- (4) Gross investment income

71450 1

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				
CENTER FOR MEDIA JUSTICE 436 14TH STREET, 5TH FLOOR OAKLAND, CA 94612	NONRELATED	PUBLIC CHARITY	JUSTICE COMMUNICATIONS INITIATIVE	20,000.
CENTER FOR POPULAR ECONOMICS PO BOX 785 AMHERST, MA 01004	NONRELATED	PUBLIC CHARITY	U.S. SOLIDARITY ECONOMY NETWORK	15,000.
COMMUNITY INVOLVED IN SUSTAINING AGRICULTURE 1 SUGARLOAF STREET SOUTH DEERFIELD, MA 01373	NONRELATED	PUBLIC CHARITY	GENERAL SUPPORT AND PV GROWS	27,500.
FIGUEROA CORRIDOR COMMUNITY LAND TRUST 152 WEST 32ND STREET LOS ANGELES, CA 90007	NONRELATED	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
LA PLAZITA INC. 831 ISLETA BLVD, SW ALBUQUERQUE, NM 87105	NONRELATED	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
Total			SEE CONTINUATION SHEET(S)	3a 2,100,170.
b Approved for future payment				
NONE				
Total			3b	0

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
LIBERTY HILL FOUNDATION 6420 WILSHIRE BLVD, SUITE 700 LOS ANGELES, CA 90048	NONRELATED	PUBLIC CHARITY	COMMON AGENDA	30,000.
MEDIA WORKING GROUP PO BOX 1807 LEXINGTON, KY 40588-1807	NONRELATED	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
MOVEMENT STRATEGY CENTER 436 14TH STREET, 5TH FLOOR OAKLAND, CA 94612	NONRELATED	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
NEW WORLD FOUNDATION 666 WEST END AVENUE, SUITE 1-B NEW YORK, NY 10025	NONRELATED	PUBLIC CHARITY	PHOENIX FUND	75,000.
OPEN FIELD FOUNDATION - BRAMBLE HILL FARM 126 MAIN STREET NORTHAMPTON, MA 01060	NONRELATED	PUBLIC CHARITY	FARM TO SCHOOL	10,000.
PROGRESSIVE COMMUNICATORS NETWORK 1 COTTAGE STREET, BOX 25 EASTHAMPTON, MA 01027	RELATED	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
PROGRESSIVE TECHNOLOGY PROJECT 2801 21ST AVENUE SOUTH, SUITE 132-E MINNEAPOLIS, MN 55407	NONRELATED	PUBLIC CHARITY	POWERBASE AND REVERB PROJECTS	15,000.
PROTEUS FUND 101 UNIVERSITY DRIVE, SUITE A-2 AMHERST, MA 01002	NONRELATED	PUBLIC CHARITY	PIPER FUND	40,000.
PUBLIC HEALTH INSTITUTE 555 12TH STREET, 10TH FLOOR OAKLAND, CA 94546	NONRELATED	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
SEEDS OF SOLIDARITY EDUCATION CENTER, INC. 165 CHESTNUT HILL ROAD ORANGE, MA 01364	NONRELATED	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
Total from continuation sheets				2,002,670.

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
SEVENTH GENERATION FUND FOR INDIAN DEVELOPMENT INC PO BOX 4569 ARCATA, CA 95518	NONRELATED	PUBLIC CHARITY	ENVIRONMENTAL HEALTH & SUSTAINABLE COMMUNITIES PROGRAMS	50,000.
SEVENTH GENERATION FUND FOR INDIAN DEVELOPMENT INC. PO BOX 4569 ARCATA, CA 95518	NONRELATED	PUBLIC CHARITY	INDIGENOUS SUSTAINABLE COMMUNITIES DESIGN COURSE	10,000.
SLOW MONEY INC. 320 WASHINGTON STREET, 4TH FLOOR BROOKLINE, MA 02445	NONRELATED	PUBLIC CHARITY	GENERAL SUPPORT	12,500.
SMARTMEME INC. 2940 16TH STREET, SUITE 201 SAN FRANCISCO, CA 94103	NONRELATED	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
SOLIDAGO FOUNDATION 150 MAIN STREET, SUITE 24 NORTHAMPTON, MA 01060	RELATED	PUBLIC CHARITY	METRO AND PROGRAM AREA STRATEGIES	1,516,170.
SOUTHWEST ORGANIZING PROJECT 211 10TH STREET, SW ALBUQUERQUE, NM 87102	NONRELATED	PUBLIC CHARITY	COMMUNITIES CREATING HEALTHY ENVIRONMENTS PROJECT	15,000.
SPIRIT IN ACTION 274 NORTH STREET BELCHERTOWN, MA 01007	RELATED	PUBLIC CHARITY	GENERAL SUPPORT	32,000.
THIRD SECTOR NEW ENGLAND 89 SOUTH STREET, SUITE 700 BOSTON, MA 02111	NONRELATED	PUBLIC CHARITY	GENERAL SUPPORT	45,000.
TIDES FOUNDATION PRESIDIO BDNG 1014, PO BOX 29903 SAN FRANCISCO, CA 94129	NONRELATED	PUBLIC CHARITY	NATIVE COMMUNITIES PROGRAM	32,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST ON CASH	2,366.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,366.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	349,021.	0.	349,021.
INTEREST INCOME	155,793.	0.	155,793.
TOTAL TO FM 990-PF, PART I, LN 4	504,814.	0.	504,814.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	278.	139.		139.
TO FM 990-PF, PG 1, LN 16A	278.	139.		139.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	10,530.	5,265.		5,265.
TO FORM 990-PF, PG 1, LN 16B	10,530.	5,265.		5,265.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROGRAM CONSULTANTS	2,800.	1,400.		1,400.	
TO FORM 990-PF, PG 1, LN 16C	2,800.	1,400.		1,400.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	10,232.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	10,232.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	169,936.	169,936.		0.	
INSURANCE	1,381.	0.		0.	
OFFICE EXPENSE	2,323.	0.		2,323.	
MANAGEMENT AND ADMINISTRATIVE SERVICE EXPENSE	64,543.	0.		61,415.	
OTHER EXPENSES	1,228.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	239,411.	169,936.		63,738.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCKS	13,027,037.	13,027,037.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,027,037.	13,027,037.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS	4,249,455.	4,249,455.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,249,455.	4,249,455.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	FMV	119,469.	119,469.
SHORT TERM INVESTMENTS	FMV	581,496.	581,496.
TOTAL TO FORM 990-PF, PART II, LINE 13		700,965.	700,965.

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDMICHELE SPRING-MOORE
150 MAIN STREET, SUITE 25
NORTHAMPTON, MA 01060TELEPHONE NUMBERNAME OF GRANT PROGRAM

(413)582-0082

GRANTMAKING FOR FOOD SOVEREIGNTY, MEDIA REFORM, AND
COMMUNITY SUSTAINABILITYFORM AND CONTENT OF APPLICATIONSEACH GRANT APPLICATION MUST INCLUDE A DESCRIPTION OF THE GRANTEE, THE
CHARITABLE OR EDUCATIONAL PURPOSE OF THE REQUEST, THE GRANTEE'S TAX EXEMPT
STATUS, AND OTHER INFORMATION DEEMED NECESSARY.ANY SUBMISSION DEADLINES

VARIOUS

RESTRICTIONS AND LIMITATIONS ON AWARDSVIA A WRITTEN GRANT AGREEMENT, THE FUND REQUIRES THAT EACH GRANT WILL BE
USED ONLY FOR PURPOSES AND ACTIVITIES WHICH ARE WITHIN THE SCOPE OF SECTION
501(C)(3) OF THE IRC AND THAT THE GRANTEE FURNISH WRITTEN DOCUMENTATION AS
TO THE USE OF THE GRANTED FUNDS TO ACHIEVE THE GRANTEE'S CHARITABLE OR
EDUCATIONAL PURPOSES UNTIL ALL GRANT FUNDS ARE EXPENDED.

990-PF	AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS PART XVII, LINE 2, COLUMN (C)	STATEMENT 12
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NAME OF AFFILIATED OR RELATED ORGANIZATION

SEE FORWARD FUND, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON BOARD MEMBERS