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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

, and ending

Name of foundation THE GOULD CHARITABLE FOUNDATION C/O LINDA S DALBY ET EL TRUSTEES		A Employer identification number 22-6444275							
Number and street (or P O box number if mail is not delivered to street address) DAY PITNEY LLP, ONE INTERNATIONAL PLACE		Room/suite	B Telephone number 617-345-4600						
City or town, state, and ZIP code BOSTON, MA 02110			C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>			<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity								
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return								
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change								
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,605,023.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

Part I	Analysis of Revenue and Expenses
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(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)

Revenue		Operating and Administrative Expenses		Total	
1	Contributions, gifts, grants, etc., received				
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	87,988.	87,988.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-12,941.			
b	Gross sales price for all assets on line 6a	230,706.			
7	Capital gain net income (from Part IV, line 2)		0.		
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	75,047.	87,988.		
13	Compensation of officers, directors, trustees, etc	0.	0.		
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 2	35,851.	26,888.	8,963.
b	Accounting fees	STMT 3	1,500.	0.	0.
c	Other professional fees	STMT 4	31,766.	23,825.	7,941.
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 5	35.	0.	0.
24	Total operating and administrative expenses. Add lines 13 through 23		69,152.	50,713.	16,904.
25	Contributions, gifts, grants paid		224,706.		224,706.
26	Total expenses and disbursements. Add lines 24 and 25		293,858.	50,713.	241,610.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements		-218,811.		
b	Net investment income (if negative, enter -0-)			37,275.	
c	Adjusted net income (if negative, enter -0-)				N/A

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C/O LINDA S DALBY ET EL TRUSTEES

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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	359.	1,035.	1,035.
	2 Savings and temporary cash investments	633,082.	582,243.	582,243.
	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 STMT 6	301,371.	226,236.	232,363.
	b Investments - corporate stock STMT 7	1,659,411.	1,490,898.	2,322,665.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment, basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	400,000.	475,000.	466,717.
	14 Land, buildings, and equipment, basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	2,994,223.	2,775,412.	3,605,023.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
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)	0.	0.	
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	2,337,105.	2,337,105.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	657,118.	438,307.	
	30 Total net assets or fund balances	2,994,223.	2,775,412.	
	31 Total liabilities and net assets/fund balances	2,994,223.	2,775,412.	

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	2,994,223.
2 Enter amount from Part I, line 27a	2	-218,811.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,775,412.
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	2,775,412.

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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				
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 230,706.		243,647.	-12,941.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			-12,941.	
2 Capital gain net income or (net capital loss)		<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>		2
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	217,260.	3,703,675.	.058661
2009	204,282.	3,492,970.	.058484
2008	242,565.	3,882,539.	.062476
2007	79,720.	3,877,558.	.020559
2006	130,464.	3,287,211.	.039688
2 Total of line 1, column (d)			2 .239868
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 .047974
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 3,753,818.
5 Multiply line 4 by line 3			5 180,086.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 373.
7 Add lines 5 and 6			7 180,459.
8 Enter qualifying distributions from Part XII, line 4			8 241,610.

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. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	373.
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	373.
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	373.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,108.	
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	2,108.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,735.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 1,735. Refunded <input type="checkbox"/>	11	0.	

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
1b 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
1c 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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.		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) <input checked="" type="checkbox"/> 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	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

N/A

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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>WWW.GOULDCHARITABLETRUST.ORG</u>	13	X	
14	The books are in care of ► <u>LINDA S. DALBY, TRUSTEE</u> Telephone no. ► <u>617-345-4600</u> Located at ► <u>DAY PITNEY LLP, ONE INTERNATIONAL PLACE, BOSTON,</u> ZIP+4 ► <u>02110</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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	1b
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
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
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

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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
SEE STATEMENT 9		0.	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 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
DAY PITNEY LLP ONE INTERNATIONAL PLACE, BOSTON, MA 02110	LEGAL, CUSTODIAL, TAX, TRUSTEE	69,117.

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	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	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	3,201,263.
b	Average of monthly cash balances	1b	609,720.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,810,983.
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	3,810,983.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	57,165.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,753,818.
6	Minimum investment return. Enter 5% of line 5	6	187,691.

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	187,691.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	373.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	373.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	187,318.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	187,318.
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	187,318.

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	241,610.
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	241,610.
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	373.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	241,237.

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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THE GOULD CHARITABLE FOUNDATION
C/O LINDA S DALBY ET EL TRUSTEES

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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				187,318.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			33,495.	
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: ▶ \$ 241,610.				
a Applied to 2010, but not more than line 2a			33,495.	
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				187,318.
e Remaining amount distributed out of corpus	20,797.			
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	20,797.			
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	20,797.			
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	20,797.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

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

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

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

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs
 Check here ☐ 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:
LINDA S. DALBY ET AL TRUSTEES, 617-345-4600
DAY PITNEY LLP, ONE INTERNATIONAL PLACE, BOSTON, MA 02110

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

c Any submission deadlines:
ROLLING

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
BOSTON AND KANSAS CITY GEOGRAPHIC AREAS

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACCELERATED SCHOOLS OF OVERLAND PARK 10713 BARKLEY STREET OVERLAND, KS 66211	NONE	PUBLIC CHARITY	EDUCATIONAL	14,255.
BOSTON MEDICAL CENTER 801 MASSACHUSETTS AVE BOSTON, MA 02118	NONE	PUBLIC CHARITY	MEDICAL	10,000.
BOYS HOPE GIRLS HOPE- KANSAS CITY 12504 PEMBROKE LANE LEAWOOD, KS 66209	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	20,000.
CAREER COLLABORATIVE 77 SUMMER STREET BOSTON, MA 02111	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	10,000.
CENTER FOR PRACTICAL BIOETHICS 1111 MAIN STREET KANSAS CITY, KS 64105	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	10,000.
Total	SEE CONTINUATION SHEET(S)			224,706.
b Approved for future payment				
NONE				
Total				0.

▶ 3a

▶ 3b

Form 990-PF (2011)

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

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

[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
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee <i>Linda S. Dalby</i>		Date <i>5/1/12</i>	Title <i>Trustee</i>	
Paid Preparer Use Only	Print/Type preparer's name LINDA S. DALBY, ESQ.	Preparer's signature <i>Linda Dalby</i>	Date <i>5/1/12</i>	Check <input type="checkbox"/> if self-employed	PTIN P00540938
	Firm's name ▶ DAY PITNEY LLP			Firm's EIN ▶ 06-0317480	
	Firm's address ▶ ONE INTERNATIONAL PLACE BOSTON, MA 02110			Phone no. 617-345-4600	

Form **990-PF** (2011)

THE GOULD CHARITABLE FOUNDATION
C/O LINDA S DALBY ET EL TRUSTEES

22-6444275

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
COMMUNITY WORK SERVICES 174 PORTLAND STREET BOSTON, MA 02110	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	10,000.
FAMILIES FIRST PARENTING PROGRAMS INC 90 BISHOP ALLEN DRIVE CAMBRIDGE, MA 02139	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	10,000.
HOME FOR LITTLE WANDERERS 271 HUNTINGTON AVE. BOSTON, MA 02115	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	7,500.
JACKSON COUNTY CASA TEEN ADVOCACY PROGRAM 625 E. 26TH STREET KANSAS CITY, KS 64108	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	30,000.
JEWISH FAMILY SERVICES 5801 W 115TH STREET OVERLAND PARK, KS 66211	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	18,701.
KANSAS CITY JEWISH MUSEUM FOUNDATION 5500 WEST 123RD STREET OVERLAND PARK, KS 66209	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	2,500.
MIDWEST CENTER FOR HOLOCAUST EDUCATION 5801 W 115TH STREET OVERLAND PARK, KS 66212	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	6,000.
MR. GOODCENTS FOUNDATION 8997 COMMERCE DRIVE DESOTO, KS 66018	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	15,000.
SAFEHOME INC P.O. BOX 4563 OVERLAND PARK, KS 66204	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	20,000.
SYNERGY SERVICES INC 612 CENTRAL STREET KANSAS CITY, MO 64105	NONE	PUBLIC CHARITY	COMMUNITY SERVICES	28,000.
Total from continuation sheets				160,451.

22-6444275

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

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	2,000 SHS. AFFYMETRIX	P	01/19/07	01/25/11
b	2,000 SHS. AFFYMETRIX	P	01/25/10	01/25/11
c	\$75M FHLB, 1%, 12/28/11	P	04/21/10	12/28/11
d	2,000 SHS. HARTFORD FINL SVCS	P	VARIOUS	01/25/11
e	2,400 SHS. PHARMACEUTICAL PROD DEV	P	10/16/09	12/05/11
f	CAPITAL GAINS DIVIDENDS			
g				
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 9,860.		46,121.	-36,261.
b 9,860.		11,780.	-1,920.
c 75,000.		75,135.	-135.
d 54,939.		57,916.	-2,977.
e 79,800.		52,695.	27,105.
f 1,247.			1,247.
g			
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			-36,261.
b			-1,920.
c			-135.
d			-2,977.
e			27,105.
f			1,247.
g			
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	-12,941.
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
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
3 M COMPANY	1,980.	0.	1,980.	
AUTOMATIC DATA PROCESSING	2,592.	0.	2,592.	
BP AMOCO	2,352.	0.	2,352.	
CHUBB CORP	2,464.	0.	2,464.	
CLOROX CO	3,450.	0.	3,450.	
COLGATE-PALMOLIVE	2,270.	0.	2,270.	
CONOCOPHILLIPS	5,330.	0.	5,330.	
DODGE & COX INTL STOCK FUND	2,452.	0.	2,452.	
DOW CHEMICAL	2,000.	0.	2,000.	
EI DUPONT DE NEMOURS	984.	0.	984.	
FED HOME LOAN, 1%, 12/28/11	750.	0.	750.	
FED HOME LOAN, 1.125%, 5/18/12	844.	0.	844.	
FED HOME LOAN, 4%, 9/6/13	3,000.	0.	3,000.	
FED HOME LOAN, 4.625%, 10/10/12	3,469.	0.	3,469.	
GENERAL ELECTRIC	870.	0.	870.	
HARTFORD FINANCIAL SVCS	100.	0.	100.	
HERSHEY FOODS	2,898.	0.	2,898.	
INTEL CORP	2,738.	0.	2,738.	
INTL FLAVORS & FRAG	2,352.	0.	2,352.	
JOHNSON & JOHNSON	2,700.	0.	2,700.	
MEDTRONIC INC	1,496.	0.	1,496.	
MERCK & CO	2,280.	0.	2,280.	
NEWMONT MINING CORP	1,800.	0.	1,800.	
NORTHERN TRUST	1,456.	0.	1,456.	
PEPSICO	2,786.	0.	2,786.	
PFIZER	2,240.	0.	2,240.	
PHARMACEUTICAL PROD DEV	1,080.	0.	1,080.	
PROCTER & GAMBLE	3,085.	0.	3,085.	
QEP RESOURCES	216.	0.	216.	
QUESTAR CORP	1,674.	0.	1,674.	
SCHLUMBERGER	960.	0.	960.	
SCHWAB INT'L LG CO INDEX FD	3,236.	0.	3,236.	
SCOTTS	1,980.	0.	1,980.	
SEI TAX EXEMPT MONEY MKT	312.	29.	283.	
SYSCO CORP	2,912.	0.	2,912.	
UNITED PARCEL SERVICE	2,496.	0.	2,496.	
US T BILLS	261.	0.	261.	
VANGUARD INTERM-TERM TAX EX	3,737.	0.	3,737.	
VANGUARD SHORT TERM FED	1,440.	731.	709.	
VANGUARD TOTAL BOND MKT FUND	3,876.	487.	3,389.	
VERIZON COMMUNICATIONS	4,317.	0.	4,317.	
TOTAL TO FM 990-PF, PART I, LN 4	89,235.	1,247.	87,988.	

FORM 990-PF	LEGAL FEES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	35,851.	26,888.		8,963.
TO FM 990-PF, PG 1, LN 16A	35,851.	26,888.		8,963.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & TAX	1,500.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,500.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAL FEES	31,766.	23,825.		7,941.
TO FORM 990-PF, PG 1, LN 16C	31,766.	23,825.		7,941.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEE	35.	0.		0.
TO FORM 990-PF, PG 1, LN 23	35.	0.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS	X		226,236.	232,363.
TOTAL U.S. GOVERNMENT OBLIGATIONS			226,236.	232,363.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			226,236.	232,363.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,490,898.	2,322,665.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,490,898.	2,322,665.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	475,000.	466,717.
TOTAL TO FORM 990-PF, PART II, LINE 13		475,000.	466,717.



Asset Detail Section

For Statement Period:

January 1, 2011 - December 31, 2011

Asset Detail

Description	Shares/Par Value	Current Yield	Market Value	Tax Cost	Est. Ann. Income	% of Mkt. Val.
Government & Agencies						
<i>Government Agencies</i>						
FHLB 1.125% 5/18/12	75,000.00	1.12%	\$75,282.75	\$74,978.25	\$843.75	2.09%
FHLB 4.625% 10/10/12	75,000.00	4.47%	\$77,556.00	\$76,807.50	\$3,468.75	2.15%
FHLB 4.000% 9/06/13	75,000.00	3.77%	\$79,524.00	\$74,450.25	\$3,000.00	2.21%
Total Government & Agencies						
			\$232,362.75	\$226,236.00	\$7,312.50	6.45%
Equity						
<i>Consumer Discretionary</i>						
Scotts Miracle-Gro Company CL A Com	1,800.00	2.57%	\$84,042.00	\$62,624.00	\$2,160.00	2.33%
Consumer Staples						
Clorox Company	1,500.00	3.61%	\$99,840.00	\$52,651.50	\$3,600.00	2.77%
Colgate-Palmolive	1,000.00	2.51%	\$92,390.00	\$45,520.00	\$2,320.00	2.56%
Pepsico Inc Com	1,400.00	3.10%	\$92,890.00	\$40,902.45	\$2,884.00	2.58%
Procter & Gamble Co	1,500.00	3.15%	\$100,065.00	\$50,535.33	\$3,150.00	2.78%
Sysco Corp	2,800.00	3.68%	\$82,124.00	\$76,008.70	\$3,024.00	2.28%
The Hershey Company	2,100.00	2.23%	\$129,738.00	\$82,701.56	\$2,898.00	3.60%
Energy						
BP PLC Spons ADR	1,400.00	3.93%	\$59,836.00	\$42,832.63	\$2,352.00	1.66%
ConocoPhillips	2,019.00	3.62%	\$147,124.53	\$49,338.87	\$5,330.16	4.08%
Qep Resources Inc	2,700.00	0.27%	\$79,110.00	\$21,097.14	\$216.00	2.20%
Total Energy						
			\$597,047.00	\$348,319.54	\$17,876.00	16.57%

Asset Detail Section (continued)

For Statement Period:

January 1, 2011 - December 31, 2011

Description	Shares/Par Value	Current Yield	Market Value	Tax Cost	Est. Ann. Income	% of Mkt. Val.
Schlumberger Ltd	1,000.00	1.46%	\$68,310.00	\$21,455.62	\$1,000.00	1.90%
Financials			\$354,380.53	\$134,724.26	\$8,898.16	9.84%
Berkshire Hathaway Inc-Cl B	500.00	0.00%	\$38,150.00	\$10,363.81	\$0.00	1.06%
Chubb Corp	1,600.00	2.25%	\$110,752.00	\$41,520.00	\$2,496.00	3.07%
Northern Trust	1,300.00	2.82%	\$51,558.00	\$49,027.34	\$1,456.00	1.43%
Health Care			\$200,460.00	\$100,911.15	\$3,952.00	5.56%
Johnson & Johnson	1,200.00	3.48%	\$78,696.00	\$68,712.15	\$2,736.00	2.18%
Medtronic Inc	1,600.00	2.54%	\$61,200.00	\$60,240.47	\$1,552.00	1.70%
Merck & Co Inc	1,500.00	4.46%	\$56,550.00	\$70,247.03	\$2,520.00	1.57%
Pfizer Inc	2,800.00	4.07%	\$60,592.00	\$51,592.70	\$2,464.00	1.68%
Industrials			\$257,038.00	\$250,792.35	\$9,272.00	7.13%
General Electric Corp	1,500.00	3.80%	\$26,865.00	\$8,750.68	\$1,020.00	0.75%
United Parcel Service Inc	1,200.00	2.84%	\$87,828.00	\$85,861.32	\$2,496.00	2.44%
3M Co	900.00	2.69%	\$73,557.00	\$70,193.93	\$1,980.00	2.04%
Information Technology			\$188,250.00	\$164,805.93	\$5,496.00	5.23%
Automatic Data Processing Inc	1,800.00	2.92%	\$97,218.00	\$61,678.03	\$2,844.00	2.70%
Intel Corp	3,500.00	3.46%	\$84,875.00	\$68,867.00	\$2,940.00	2.36%
			\$182,093.00	\$130,545.03	\$5,784.00	5.06%



Asset Detail Section (continued)

For Statement Period:

January 1, 2011 - December 31, 2011

Description	Shares/Par Value	Current Yield	Market Value	Tax Cost	Est. Ann. Income	% of Mkt. Val.
Materials						
Dow Chemical Company	2,500.00	3.48%	\$71,900.00	\$74,451.00	\$2,500.00	2.00%
Du Pont E I De Nemours & Co	600.00	3.58%	\$27,468.00	\$11,074.30	\$984.00	0.76%
International Flavors & Fragrances	2,100.00	2.37%	\$110,082.00	\$62,878.28	\$2,604.00	3.05%
Newmont Mining Corp Com	1,800.00	2.33%	\$108,018.00	\$78,072.97	\$2,520.00	3.00%
			\$317,468.00	\$226,476.55	\$8,608.00	8.81%
Telecommunication						
Verizon Communications	2,200.00	4.98%	\$88,264.00	\$61,498.49	\$4,400.00	2.45%
			\$88,264.00	\$61,498.49	\$4,400.00	2.45%
Utilities						
Qwestar Corp	2,700.00	3.27%	\$53,622.00	\$10,200.96	\$1,755.00	1.49%
			\$53,622.00	\$10,200.96	\$1,755.00	1.49%
Total Equity						
			\$2,322,664.53	\$1,490,898.26	\$68,201.16	64.47%
Mutual Funds						
Dodge & Cox Intl Stock Fund	3,231.02	2.60%	\$94,474.97	\$100,000.00	\$2,452.34	2.62%
Schwab Intl Lg Co Index Fd Inst	13,333.33	3.69%	\$87,866.66	\$100,000.00	\$3,240.00	2.44%
Vanguard Interm-Term Tax Ex Fd Adm	7,407.41	3.60%	\$103,925.92	\$100,000.00	\$3,740.74	2.88%
Vanguard Short Term Fed-Adm	6,963.79	1.14%	\$75,487.46	\$75,000.00	\$863.51	2.09%
Vanguard Toll Bd Mkt Inx Ins	9,541.99	3.23%	\$104,961.84	\$100,000.00	\$3,387.40	2.91%
			\$466,716.85	\$475,000.00	\$13,663.99	12.94%
Total Mutual Funds						

Asset Detail Section (continued)

For Statement Period:

January 1, 2011 - December 31, 2011

Description	Shares/Par Value	Current Yield	Market Value	Tax Cost	Est. Ann. Income	% of Mkt. Val.
Cash & Equivalents						
SEI Tax Exempt Trust Port A #21	21,700.00	0.05%	\$21,700.00	\$21,700.00	\$10.52	0.60%(i)
SEI Tax Exempt Trust Port A #21	560,543.14	0.05%	\$560,543.14	\$560,543.14	\$271.86	15.52%
Principal Cash			\$861.09			0.02%
Income Cash			\$174.89			0.00%
Total Cash & Equivalents			\$583,279.12	\$582,243.14	\$282.38	16.14%
Total All Assets						
			\$3,605,023.25	\$2,774,377.40	\$89,480.03	100.00%
			Cash	1,035.98		
		Total Tax Cost		\$2,775,413.38		