Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
YESOD FOUNDATION INC.

A Employer identification number
26-4606574

Number and street (or P O box number if mail is not delivered to street address)
370 MAIN STREET, 12TH FLOOR

Room/suite

B Telephone number
(508) 459-8000

City or town, state, and ZIP code
WORCESTER, MA 01608

C If exemption application is pending, check here ▶☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶☐
2. 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)*
▶$ 574,144.

J Accounting method: ☒ Cash ☐ Accrual
☐ 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 ▶☐

		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)
Revenue	1	Contributions, gifts, grants, etc., received	1,000.			
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	8.	8.		STATEMENT 1
	4	Dividends and interest from securities	21,622.	21,622.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	6,992.			
	b	Gross sales price for all assets on line 6a 163,924.				
	7	Capital gain net income (from Part IV, line 2)		6,992.		
	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	733.	733.	0.	STATEMENT 3
	12	**Total.** Add lines 1 through 11	30,355.	29,355.	0.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 4	319.	159.	0.	160.
	b	Accounting fees STMT 5	1,900.	950.	0.	950.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 6	474.	0.	0.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	8,562.	8,413.	0.	149.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,255.	9,522.	0.	1,259.
	25	Contributions, gifts, grants paid	55,977.			55,977.
	26	**Total expenses and disbursements.** Add lines 24 and 25	67,232.	9,522.	0.	57,236.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-36,877.			
	b	**Net investment income** (if negative, enter -0-)		19,833.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

	Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	16,835.	4,451.	4,451.
	2 Savings and temporary cash investments		17,478.	17,478.
	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			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	562,890.	518,636.	552,215.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	579,725.	540,565.	574,144.
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** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	615,805.	579,725.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-36,080.	-39,160.	
	30 **Total net assets or fund balances**	579,725.	540,565.	
	31 **Total liabilities and net assets/fund balances**	579,725.	540,565.	

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	579,725.
2	Enter amount from Part I, line 27a	2	-36,877.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	542,848.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	2,283.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	540,565.

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	SEE ATTACHED BANK OF AMERICA - S/T	P		
b	SEE ATTACHED BANK OF AMERICA - L/T	P		
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	34,683.		36,088.	-1,405.
b	129,241.		120,844.	8,397.
c				
d				
e				

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				-1,405.
b				8,397.
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	6,992.
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	72,816.	626,143.	.116293
2009	46,719.	646,111.	.072308
2008			
2007			
2006			

2	Total of line 1, column (d)	2	.188601
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	.094301
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	607,007.
5	Multiply line 4 by line 3	5	57,241.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	198.
7	Add lines 5 and 6	7	57,439.
8	Enter qualifying distributions from Part XII, line 4	8	57,236.

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	397.
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	397.
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	397.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
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	0.
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	397.
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)? *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.*	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. ▶ $ 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? N/A	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) ▶ 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(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*	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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.YESOD.ORG

14 The books are in care of ▶ FLETCHER, TILTON P.C. Telephone no. ▶ (508) 459-8000

Located at ▶ 370 MAIN STREET, 12TH FLOOR, WORCESTER, MA ZIP+4 ▶ 01608-1779

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	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 ☒ 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ 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

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
KENNETH C. CRATER 116 BRIGHAM HILL ROAD NORTH GRAFTON, MA 01536	PRESIDENT, DIRECTOR 1.00	0.	0.	0.
MARGARET A. FERRARO 116 BRIGHAM HILL ROAD NORTH GRAFTON, MA 01536	VICE PRESIDENT, DIRECTOR 5.00	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

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
FLETCHER TILTON PC 370 MAIN ST, 12TH FLR, WORCESTER, MA 01608	LEGAL & ACCOUNTING	2,219.

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.

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	600,141.
b	Average of monthly cash balances			1b	16,110.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	616,251.
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	616,251.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	9,244.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4			5	607,007.
6	**Minimum investment return.** Enter 5% of line 5			6	30,350.

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	30,350.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	397.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	397.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	29,953.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	29,953.
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	29,953.

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	57,236.
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	57,236.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	57,236.

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					29,953.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
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	14,491.				
e From 2010	42,247.				
f **Total** of lines 3a through e		56,738.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $	57,236.				
a Applied to 2010, but not more than line 2a				0.	
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					29,953.
e Remaining amount distributed out of corpus		27,283.			
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		84,021.			
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		84,021.			
10 Analysis of line 9:					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009	14,491.				
d Excess from 2010	42,247.				
e Excess from 2011	27,283.				

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

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 ▶ 04/03/09

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			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
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).)

NONE

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:

SEE STATEMENT 10

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED - SCHEDULE - A				7,250.
SEE ATTACHED - SCHEDULE - B				48,727.
Total			▶ 3a	55,977.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

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) Exclusion 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			14	8.	
4 Dividends and interest from securities			14	21,622.	
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			01	733.	
8 Gain or (loss) from sales of assets other than inventory			18	6,992.	
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.		29,355.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 29,355.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

Signature of officer or trustee

Date 5/11/12

Title President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
SANDRA ZDONCZYK	Sandra Zdonczyk	05/07/12		P00178350

Firm's name ▶ FLETCHER TILTON PC

Firm's EIN ▶ 04-2628601

Firm's address ▶ 370 MAIN STREET, SUITE 1250
WORCESTER, MA 01608-1779

Phone no. (508)459-8000

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

SOURCE	AMOUNT
BANK OF AMERICA - MM INTEREST	8.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF AMERICA - CAP GAINS DIV	143.	0.	143.
BANK OF AMERICA - DIVIDENDS	12,489.	0.	12,489.
BANK OF AMERICA - INTEREST	7,538.	0.	7,538.
BANK OF AMERICA - US INTEREST	1,452.	0.	1,452.
TOTAL TO FM 990-PF, PART I, LN 4	21,622.	0.	21,622.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CORP ACTIONS - SETTLEMENT SECURITIES LITIGATION	733.	733.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	733.	733.	0.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FLETCHER, TILTON & WHIPPLE	319.	159.	0.	160.
TO FM 990-PF, PG 1, LN 16A	319.	159.	0.	160.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FLETCHER, TILTON & WHIPPLE	1,900.	950.	0.	950.
TO FORM 990-PF, PG 1, LN 16B	1,900.	950.	0.	950.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	228.	0.	0.	0.
FEDERAL TAX- 2010	246.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	474.	0.	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
BANK OF AMERICA MANAGEMENT FEES	8,413.	8,413.	0.	0.
COMMONWEALTH OF MASS	35.	0.	0.	35.
BANK OF AMERICA CHECK FEE	114.	0.	0.	114.
TO FORM 990-PF, PG 1, LN 23	8,562.	8,413.	0.	149.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
BALANCE EQUITY ADJUSTMENT	1,550.
CORP ACTIONS -CLASS ACTION SETTLEMENTS YESOD FOUNDATION	733.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,283.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BANK OF AMERICA EQUITIES	COST	260,311.	287,725.
BANK OF AMERICA FIXED INCOME	COST	238,325.	249,036.
BANK OF AMERICA MUTUAL FUNDS	COST	20,000.	15,454.
TOTAL TO FORM 990-PF, PART II, LINE 13		518,636.	552,215.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 10
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KENNETH C. CRATER AND MARGARET A. FERRARO
116 BRIGHAM HILL ROAD
NORTH GRAFTON, MA 01536

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE IN LETTER FORM. INCLUDE PROOF OF TAX-EXEMPT STATUS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

TO PROVIDE FUNDING AND IN-KIND SUPPORT TO ORGANIZATIONS ENGAGED IN HUNGER RELIEF, LAND CONSERVATION AND OTHER CHARITABLE AND RELIGIOUS ENDEAVORS. CONTRIBUTIONS ARE MADE PRIMARILY IN THE GRAFTON, MA AREA

Proceeds From Broker Transactions

This section reports your proceeds from sales during the year We report all transactions on a trade-date basis, which is the date shown in the sale date column. The net proceeds are less commissions, transfer charges, and premiums.

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital However, we have not made adjustments to the cost basis of all partnerships.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
CHEVRONTEXACO CORP	166764100	20	04/22/10	01/04/11	$1,827 89	$1 623 50	$204 39
CISCO SYSTEM INC	17275R102	15	11/15/10	01/04/11	$306 54	$303 68	$2 86
CISCO SYSTEM INC	17275R102	100	04/22/10	01/04/11	$2,043.63	$2.717 50	$-673 87
RIO TINTO PLC SPONSORED ADR	767204100	10	04/22/10	01/18/11	$714 74	$565.96	$148 78
AUTOLIV INC	052800109	10	11/05/10	02/01/11	$771.99	$754 85	$17 14
GANNETT INC	364730101	80	04/22/10	02/01/11	$1,203 35	$1 444 40	$-241 05
ABBOTT LABS	002824100	20	04/22/10	02/01/11	$905 16	$1,025 40	$-120 24
GANNETT INC	364730101	75	08/05/10	02/24/11	$1,207 10	$996.12	$210 98
GANNETT INC	364730101	45	04/22/10	02/24/11	$724 26	$812 48	$-88 22
AUTOLIV INC	052800109	10	11/05/10	03/10/11	$739 10	$754 85	$-15 75
AKAMAI TECHNOLOGIES INC	00971T101	45	06/04/10	03/10/11	$1,645 18	$1,918.23	$-273 05
OCCIDENTAL PETROLEUM CORP	674599105	10	06/03/10	03/10/11	$979 32	$808.64	$170 68
FORD MTR CO DEL	345370860	50	01/18/11	03/10/11	$704 24	$935 25	$-231 01
FIFTH THIRD BANCORP	316773100	55	04/22/10	03/10/11	$755 99	$806 58	$-50 59
QEP RES INC	74733V100	30	11/18/10	03/28/11	$1,238 28	$1,031 68	$206 60
SOUTHWESTERN ENERGY CO	845467109	30	02/24/11	03/28/11	$1,286.45	$1,122 45	$164 00
AVON PRODUCTS INC	054303102	40	08/05/10	04/05/11	$1.094 02	$1,250 18	$-156.16
UNITED PARCEL SVC INC CL B	911312106	15	12/09/10	04/05/11	$1,118 99	$1,095 78	$23 21

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
ALPHA NAT RES INC	02076X102	20	04/22/10	04/05/11	$1,217 63	$1.000 70	$216 93
MURPHY OIL CORP	626717102	10	12/01/10	05/05/11	$702 62	$693 63	$8 99
MURPHY OIL CORP	626717102	15	12/09/10	05/05/11	$1,053 93	$1,050 48	$3 45
MURPHY OIL CORP	626717102	10	01/04/11	05/05/11	$702 62	$745.05	$-42.43
MURPHY OIL CORP	626717102	10	02/01/11	05/05/11	$702 61	$681 38	$21 23
FORD MTR CO DEL	345370860	75	02/01/11	05/05/11	$1,129 13	$1,209.78	$-80 65
AMAZON COM INC	023135106	5	02/01/11	05/05/11	$995 63	$863 89	$131 74
STAPLES INC	855030102	50	02/01/11	05/26/11	$823.25	$1,132.99	$-309 74
STAPLES INC	855030102	15	01/18/11	05/26/11	$246.97	$351.83	$-104 86
WELLS FARGO & CO (NEW)	949746101	5	08/05/10	05/26/11	$137 52	$138.27	$-0 75
PROCTER & GAMBLE CO	742718109	20	11/05/10	05/26/11	$1,317 17	$1,296.42	$20 75
SCHLUMBERGER LTD	806857108	10	11/18/10	06/07/11	$836 67	$756 85	$79.82
DISNEY WALT CO	254687106	25	02/24/11	09/07/11	$812 23	$1,047 38	$-235 15
PROCTER & GAMBLE CO	742718109	5	11/05/10	09/07/11	$313 66	$324 10	$-10 44
FIFTH THIRD BANCORP	316773100	65	09/14/10	09/07/11	$670 63	$810 00	$-139 37
POTASH CORP SASK INC	73755L107	15	01/18/11	09/22/11	$710 64	$860 98	$-150 34
AUTOLIV INC	052800109	5	11/05/10	09/22/11	$235 79	$377 43	$-141 64
AUTOLIV INC	052800109	10	11/18/10	09/22/11	$471 57	$748 16	$-276 59
EL PASO CORP	28336L109	50	06/07/11	10/25/11	$1,265 59	$1,003.73	$261 86
UNITED PARCEL SVC INC CL B	911312106	15	11/18/10	10/28/11	$1,070 41	$1,027.19	$43.22
Total short term gain/loss from sales:					$34,682.50	$36,087.77	$-1,405 27

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
CISCO SYSTEM INC	17275R102	35	09/03/09	01/04/11	$715 27	$755 73	$-40.46

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
NORDSTROM INC	655664100	45	05/01/09	01/18/11	$1,888 39	$1,016 01	$872 38
NABORS INDUSTRIES LTD SHS	G6359F103	55	06/19/09	01/18/11	$1,231 88	$868 04	$363 84
NAVISTAR INTL CORP NEW	63934E108	35	08/03/09	01/18/11	$2,207 80	$1,430 33	$777.47
LABORATORY CORP AMER HLDGS NEW	50540R409	20	11/30/06	02/01/11	$1,777 34	$1,411 28	$366.06
NORDSTROM INC	655664100	30	05/01/09	02/01/11	$1,230 85	$677 33	$553.52
APACHE CORP	037411105	10	04/08/09	02/24/11	$1,206 82	$652 72	$554 10
MICROSOFT CORP	594918104	50	08/29/02	02/24/11	$1,343 23	$1,255 22	$88 01
PNC BANK CORP	693475105	15	02/26/09	03/10/11	$937.80	$466 65	$471.15
PNC BANK CORP	693475105	5	10/24/08	03/10/11	$312 60	$295.40	$17 20
APACHE CORP	037411105	5	04/08/09	03/10/11	$583.26	$326 36	$256 90
PACKAGING CORP AMER	695156109	10	02/13/09	03/10/11	$277 28	$131 02	$146.26
PACKAGING CORP AMER	695156109	25	04/17/09	03/10/11	$693 21	$348 78	$344.43
OCCIDENTAL PETROLEUM CORP	674599105	10	11/25/08	03/10/11	$979 31	$498 42	$480 89
AVON PRODUCTS INC	054303102	20	08/21/07	04/05/11	$547 01	$683 33	$-136.32
AVON PRODUCTS INC	054303102	50	03/24/09	04/05/11	$1,367 52	$980 41	$387.11
AVON PRODUCTS INC	054303102	25	03/17/09	04/05/11	$683 76	$451 90	$231.86
HEWLETT PACKARD CO	428236103	35	08/15/05	04/05/11	$1,421 39	$845 95	$575.44
PACKAGING CORP AMER	695156109	40	02/13/09	04/05/11	$1,159 19	$524 07	$635.12
MYLAN LABS INC	628530107	55	08/31/09	05/05/11	$1,315 00	$807 67	$507.33
AMAZON COM INC	023135106	5	04/22/10	05/05/11	$995 63	$742 53	$253 10
MYLAN LABS INC	628530107	80	08/31/09	05/26/11	$1,824 99	$1,174.80	$650.19
STAPLES INC	855030102	35	05/02/08	05/26/11	$576 27	$818 30	$-242.03
WELLS FARGO & CO (NEW)	949746101	30	08/31/09	05/26/11	$825 15	$823 93	$1 22
STAPLES INC	855030102	50	01/27/09	05/26/11	$823 24	$860 19	$-36 95
MYLAN LABS INC	628530107	35	09/03/09	05/26/11	$798 43	$494 97	$303.46
QEP RES INC	74733V100	55	04/22/10	06/07/11	$2,214 31	$1,845 73	$368 58

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
ABBOTT LABS	002824100	20	04/22/10	06/07/11	$1,030.28	$1,025 40	$4 88
ABBOTT LABS	002824100	10	09/22/06	06/07/11	$515 14	$478 78	$36 36
AT&T INC	00206R102	80	02/24/05	07/15/11	$2,420 98	$1,936.58	$484 40
AT&T INC	00206R102	5	02/13/09	07/15/11	$151 31	$121.47	$29 84
FLOWSERVE CORP	34354P105	10	05/12/09	08/12/11	$900 14	$688.55	$211 59
ABBOTT LABS	002824100	40	09/22/06	08/12/11	$1,985 64	$1,915.10	$70.54
UNITED STATES TREAS NTS	912828GC8	50000	12/28/06	08/15/11	$50,845 54	$49,985 50	$860 04
HEWLETT PACKARD CO	428236103	70	08/15/05	08/29/11	$1,751 02	$1,691 90	$59 12
TARGET CORP	87612E106	15	06/03/10	08/29/11	$768 51	$815 16	$-46 65
TARGET CORP	87612E106	25	04/22/10	08/29/11	$1,280.85	$1,431.88	$-151 03
FIFTH THIRD BANCORP	316773100	25	04/22/10	09/07/11	$257 93	$366.62	$-108 69
DISCOVER FINL SVCS	254709108	45	04/22/10	09/07/11	$1,108 43	$695 03	$413.40
FIFTH THIRD BANCORP	316773100	70	06/03/10	09/07/11	$722 21	$914 22	$-192 01
PROCTER & GAMBLE CO	742718109	15	04/22/10	09/07/11	$940 96	$951 83	$-10 87
PROCTER & GAMBLE CO	742718109	10	04/22/10	09/15/11	$624 01	$634 55	$-10 54
DISCOVER FINL SVCS	254709108	25	04/22/10	09/15/11	$648 71	$386 12	$262.59
ALPHA NAT RES INC	02076X102	15	08/19/10	09/22/11	$306 53	$611 57	$-305 04
ALPHA NAT RES INC	02076X102	15	06/03/10	09/22/11	$306 52	$525.20	$-218 68
TARGET CORP	87612E106	10	08/05/10	10/25/11	$542 18	$528 43	$13.75
JP MORGAN CHASE & CO	46625H100	10	11/30/06	10/25/11	$337 24	$461 50	$-124.26
GOLDMAN SACHS GROUP INC	38141G104	5	05/16/08	10/25/11	$505 66	$937 93	$-432 27
UNITED PARCEL SVC INC CL B	911312106	5	04/22/10	10/28/11	$356 80	$340 43	$16 37
AMGEN INC	031162100	15	11/05/10	11/14/11	$860 14	$833 32	$26 82
AMGEN INC	031162100	25	03/11/09	11/14/11	$1,433 56	$1,186 48	$247.08
AT&T INC	00206R102	45	02/24/05	11/14/11	$1,310 15	$1,089 32	$220 83
AT&T INC	00206R102	25	06/28/05	11/14/11	$727 86	$589 75	$138 11

Long term transactions

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
DISCOVER FINL SVCS	254709108	40	04/22/10	11/22/11	$929.82	$617 80	$312 02
TEXAS INSTRUMENTS INC	882508104	40	11/27/07	11/22/11	$1,145 20	$1,225 31	$-80 11
TEXAS INSTRUMENTS INC	882508104	25	11/15/07	11/22/11	$715 75	$773 44	$-57 69
ALLERGAN INC	018490102	5	08/05/10	11/22/11	$401 61	$319 28	$82.33
ALLERGAN INC	018490102	20	10/14/10	11/22/11	$1,606 43	$1,372 83	$233 60
APACHE CORP	037411105	10	04/08/09	11/22/11	$915 67	$652 72	$262 95
APACHE CORP	037411105	10	03/04/09	11/22/11	$915 67	$561 88	$353 79
DISCOVER FINL SVCS	254709108	35	08/05/10	11/22/11	$813 59	$538 56	$275 03
APACHE CORP	037411105	15	03/04/09	11/30/11	$1,467.35	$842 83	$624 52
PROCTER & GAMBLE CO	742718109	15	10/14/10	11/30/11	$963 25	$939 97	$23 28
PROCTER & GAMBLE CO	742718109	35	04/22/10	11/30/11	$2,247 57	$2,220 92	$26 65
COLUMBIA FDS SER TR SMALL CAP	19765J723	1057 37	08/27/01	12/01/11	$12,117 45	$15,903 67	$-3,786 22
GOLDMAN SACHS GROUP INC	38141G104	25	09/18/08	12/13/11	$2,426 82	$2,544 61	$-117 79
Total long term gain/loss from sales:					$129,241 41	$120,843 51	$8,397 90

YESOD FOUNDATION INC.

SCHEDULE A

EIN: 26-4606574

Date	Check #	Grantee	Location	Program or Purpose	Amount
12/14/11	2184	Trust for Public Land	San Francisco, CA	General operating funds	-$1,000.00
12/14/11	2185	Community Harvest Project	Grafton, MA	General operating funds	-$2,500 00
12/14/11	2186	Town of Grafton	Grafton, MA	Grafton Celebrates the Holidays	-$750.00
12/14/11	2187	Greater Worcester Community Foundation	Worcester, MA	General operating funds	-$1,000.00
12/14/11	2188	Higgins Armory Museum	Worcester, MA	General operating funds	-$1,000.00
12/14/11	2189	Worcester County Food Bank	Shrewsbury, MA	General operating funds	-$1,000 00
		2011 Total Schedule A Grants			**-$7,250.00**

YESOD FOUNDATION INC

EIN: 26-4606574

2011

CHARITABLE PROGRAM ACTIVITY CONTRIBUTIONS

SCHEDULE B

PROVIDED MAINTENANCE, UPKEEP AND FINANCIAL SUPPORT IN THE FORM OF UTILITES, REPAIRS, COMPUTER SUPPORT & REAL ESTATE TAX PAYMENTS ON BEHALF OF THE NON-PROFIT ORGANIZATIONS UTILIZING THE COMMUNITY CENTER IN THE BRIGHAM HILL BARN OFFICES $48,726.75

SEE DETAILED SCHEDULES ATTACHED

Yesod Foundation, Inc.
Transaction Detail By Account
January through December 2011

Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Brigham Hill Community Barn								
Computers and software								
Check	1/5/2011	ATM	Amazon.com	Backup drive ..		Bank of Ameri .	219.98	219.98
Check	1/29/2011	ATM	Best Buy	Monitor for s		Bank of Ameri .	116.86	336.84
Check	3/5/2011	ATM	Amazon.com	KVM switch f .		Bank of Ameri	59.99	396.83
Check	5/9/2011	EFT	GoDaddy.com	Domain rene		Bank of Ameri	15.17	412.00
Check	6/21/2011	ATM	Amazon.com	Wireless poin		Bank of Ameri	59.12	471.12
Check	6/24/2011	ATM	GoDaddy.com	Domain rene		Bank of Ameri	30.34	501.46
Check	7/9/2011	EFT	GoDaddy.com	Domain rene		Bank of Ameri	28.59	530.05
Check	7/11/2011	ATM	Dell Computer	Memory upgr		Bank of Ameri.	80.74	610.79
Check	7/18/2011	ATM	GoDaddy.com	Domain rene		Bank of Ameri	28.59	639.38
Check	8/13/2011	ATM	GoDaddy.com	Domain rene		Bank of Ameri	28.59	667.97
Check	9/6/2011	ATM	GoDaddy.com	Domain rene		Bank of Ameri	15.17	683.14
Check	10/19/2011	ATM	Amazon.com	Fax printer		Bank of Ameri	193.18	876.32
Check	11/4/2011	ATM	GoDaddy.com	Domain rene		Bank of Ameri	15.17	891.49
Check	11/7/2011	ATM	Amazon.com	UPS replace .		Bank of Ameri	79.95	971.44
Check	11/15/2011	ATM	GoDaddy.com	Domain rene		Bank of Ameri	28.59	1,000.03
Check	11/28/2011	ATM	GoDaddy.com	Domain rene		Bank of Ameri	19.06	1,019.09
Check	12/5/2011	ATM	Amazon.com	Backup drive		Bank of Ameri	199.99	1,219.08
Check	12/15/2011	ATM	GoDaddy.com	Domain rene.		Bank of Ameri	15.17	1,234.25
Check	12/29/2011	ATM	GoDaddy.com	Domain rene		Bank of Ameri	30.34	1,264.59
Total Computers and software							1,264.59	1,264.59
Event Expense								
Check	1/13/2011	2129	The Grafton News	Flyer insert -		Bank of Ameri	195.00	195.00
Check	11/1/2011	ATM	BJ's Wholesale Club	Baking suppli		Bank of Ameri	21.89	216.89
Check	12/1/2011	ATM	BJ's Wholesale Club	Refreshment		Bank of Ameri	98.99	315.88
Check	12/3/2011	ATM	iParty	Paper goods .		Bank of Ameri	36.05	351.93
Deposit	12/10/2011	ATM	BJ's Wholesale Club	Return of unu.		Bank of Ameri	-26.98	324.95
Total Event Expense							324.95	324.95
Insurance								
Check	4/6/2011	2143	Crater-Ferraro Real	Reimbursem		Bank of Ameri	3,986.98	3,986.98
Check	11/9/2011	EFT	Crater-Ferraro Real	Reimbursem .		Bank of Ameri	4,110.37	8,097.35
Total Insurance							8,097.35	8,097.35
Maintenance								
Check	1/11/2011	ATM	Bulbs.com	Light bulbs - f		Bank of Ameri	20.57	20.57
Check	1/14/2011	ATM	E L Harvey & Sons	Trash removal		Bank of Ameri	71.69	92.26
Check	1/20/2011	2130	SweetBriar Perenni	Inv. 1362 - B		Bank of Ameri	236.66	328.92
Check	1/20/2011	2130	SweetBriar Perenni.	Inv. 1363 - B		Bank of Ameri	156.25	485.17
Check	1/20/2011	2130	SweetBriar Perenni	Inv. 1364 - B		Bank of Ameri	56.25	541.42
Check	1/29/2011	2134	Phil Brooks	Snow Plowing		Bank of Ameri	560.00	1,101.42
Check	2/8/2011	ATM	E L Harvey & Sons .	Trash removal		Bank of Ameri	72.02	1,173.44
Check	2/18/2011	2135	Phil Brooks	Snow Plowing		Bank of Ameri	420.00	1,593.44
Check	3/2/2011	2137	Brett Cheney	Sanding park		Bank of Ameri	500.00	2,093.44
Check	3/8/2011	ATM	E L Harvey & Sons .	Trash removal		Bank of Ameri	72.36	2,165.80
Check	3/8/2011	2139	Phil Brooks	Snow Plowing		Bank of Ameri .	140.00	2,305.80
Check	4/6/2011	2144	Kenelm W Bridges	Repair hose ..		Bank of Ameri	200.00	2,505.80

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Accrual Basis

Yesod Foundation, Inc.

Transaction Detail By Account

January through December 2011

Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Check	4/6/2011	EFT	E L Harvey & Sons	Trash removal		Bank of Ameri	78 45	2,584 25
Check	4/26/2011	2148	Reliable Fire Protec	Invoice 2416		Bank of Ameri	189 00	2,773 25
Check	5/7/2011	2150	WPC Pest and Ter	Ant control -		Bank of Ameri	375 00	3,148 25
Check	5/8/2011	ATM	E L Harvey & Sons	Trash removal		Bank of Ameri .	105 12	3,253 37
Check	6/8/2011	ATM	E L Harvey & Sons .	Trash removal		Bank of Ameri .	105 12	3,358.49
Check	6/25/2011	2155	Delta Mechanical H	Invoice 1087-		Bank of Ameri .	370 00	3,728 49
Check	7/7/2011	2158	SweetBriar Perenni .	Inv. 1414 - B		Bank of Ameri	147.08	3,875 57
Check	7/7/2011	2158	SweetBriar Perenni	Inv 1415 - B		Bank of Ameri	106.25	3,981.82
Check	7/7/2011	2158	SweetBriar Perenni	Inv 1416 - B		Bank of Ameri .	136 25	4,118 07
Check	7/11/2011	ATM	E L Harvey & Sons	Trash removal		Bank of Ameri	105 12	4,223 19
Check	7/18/2011	2160	Charles W McCarthy	Tree mainten		Bank of Ameri	325 00	4,548 19
Check	8/7/2011	ATM	1000Bulbs com	Fluorescent b		Bank of Ameri	87 63	4,635 82
Check	8/8/2011	ATM	E L Harvey & Sons	Trash removal		Bank of Ameri	105 12	4,740 94
Check	8/10/2011	2162	Justin Dion	Barn cleaning		Bank of Ameri	225 00	4,965 94
Check	8/23/2011	ATM	Koopman Lumber	Grill brush		Bank of Ameri	11 15	4,977 09
Check	8/30/2011	ATM	Home Depot	U-Bend fluor		Bank of Ameri	21 19	4,998 28
Check	9/9/2011	ATM	E L Harvey & Sons	Trash removal		Bank of Ameri	105 12	5,103 40
Check	9/10/2011	ATM	Home Depot	Cleaning sup.		Bank of Ameri	18 01	5,121 41
Check	9/22/2011	2166	Custom Alarm Servi	Alarm monito		Bank of Ameri	470 00	5,591 41
Check	9/22/2011	2169	McKenzie Dion	Cleaning 37		Bank of Ameri	225 00	5,816 41
Check	10/7/2011	ATM	E L Harvey & Sons	Trash removal		Bank of Ameri	105 12	5,921.53
Check	10/17/2011	ATM	Amazon com	Bulb for bolla		Bank of Ameri	25 77	5,947.30
Check	10/19/2011	2172	Reliable Fire Protec	Invoice 2482.		Bank of Ameri	136.50	6,083 80
Check	10/27/2011	2176	Kenelm W Bridges	Restart boiler		Bank of Ameri	135 00	6,218 80
Check	10/28/2011	2177	Kenelm W. Bridges	Deposit on b		Bank of Ameri	800 00	7,018 80
Check	10/29/2011	ATM	Koopman Lumber	Ice melt and		Bank of Ameri	27 07	7,045 87
Check	11/4/2011	ATM	E L Harvey & Sons	Trash removal		Bank of Ameri	105 12	7,150 99
Check	11/9/2011	2178	Kenelm W Bridges	Balance on b		Bank of Ameri	694 00	7,844 99
Check	11/23/2011	2179	McKenzie Dion	Cleaning 37		Bank of Ameri	285 00	8,129 99
Check	12/7/2011	2181	Delta Mechanical H	Invoice 1087-	X	Bank of Ameri	0 00	8,129 99
Check	12/7/2011	2182	Delta Mechanical H	Invoice 1087-		Bank of Ameri .	563 00	8,692 99
Check	12/8/2011	ATM	E L Harvey & Sons .	Trash removal		Bank of Ameri	105 12	8,798 11
Check	12/24/2011	2191	SweetBriar Perenni	Inv 1444 - B		Bank of Ameri	212 50	9,010 61
Check	12/24/2011	2191	SweetBriar Perenni ..	Inv 1445 - B		Bank of Ameri	245 03	9,255 64
Total Maintenance							9,255 64	9,255 64
Professional Services								
Check	3/9/2011	2140	Dixon Salo Architec	Inv JA 014 -		Bank of Ameri	1,890.00	1,890 00
Total Professional Services							1,890.00	1,890 00
Real Estate Tax								
Check	1/20/2011	2133	Town of Grafton	Inv 1364 - 3		Bank of Ameri .	1,858 17	1,858 17
Check	1/20/2011	2133	Town of Grafton	Inv 1361 - 3 .		Bank of Ameri	11 86	1,870 03
Check	4/26/2011	2147	Town of Grafton	Inv 1364 - 3		Bank of Ameri	1,858 17	3,728 20
Check	4/26/2011	2147	Town of Grafton	Inv 1361 - 3		Bank of Ameri	11 86	3,740 06
Check	7/18/2011	2159	Town of Grafton	Inv 1364 - 3		Bank of Ameri	1,879 15	5,619 21
Check	7/18/2011	2159	Town of Grafton	Inv 1361 - 3		Bank of Ameri	10 91	5,630.12
Check	10/19/2011	2175	Town of Grafton	Inv 1364 - 3		Bank of Ameri	1,879 15	7,509 27
Check	10/19/2011	2175	Town of Grafton	Inv 1361 - 3		Bank of Ameri . .	10 91	7,520 18

Yesod Foundation, Inc.
Transaction Detail By Account
January through December 2011

Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Total Real Estate Tax							7,520 18	7,520 18
Supplies								
Check	2/22/2011	ATM	Staples	Paper		Bank of Ameri	45 68	45 68
Check	2/23/2011	ATM	BJ's Wholesale Club	Paper towels		Bank of Ameri	58 41	104 09
Check	3/23/2011	ATM	Stop & Shop	Cleaning sup		Bank of Ameri	23 10	127 19
Check	3/24/2011	ATM	W W Grainger, Inc	Paper towels,		Bank of Ameri	319 25	446 44
Check	4/5/2011	ATM	Restaurant Superst	Foodservice		Bank of Ameri	12 40	458 84
Check	5/4/2011	ATM	Staples	Printer ink		Bank of Ameri	52 36	511.20
Check	5/13/2011	ATM	Staples	Paper		Bank of Ameri	49 06	560 26
Check	5/19/2011	ATM	BJ's Wholesale Club	Paper towels		Bank of Ameri	66 90	627.16
Check	5/20/2011	ATM	Staples	Paper, pens		Bank of Ameri	52 98	680 14
Check	7/6/2011	ATM	Perkins Paper, Inc	Kitchen knife,		Bank of Ameri	39 40	719 54
Check	7/6/2011	ATM	Perkins Paper, Inc	Stock pot		Bank of Ameri	59 71	779 25
Check	7/6/2011	ATM	Bed Bath & Beyond	Vacuum sealer		Bank of Ameri	191 22	970 47
Check	7/19/2011	ATM	BJ's Wholesale Club	Paper towels		Bank of Ameri	26 54	997 01
Check	7/19/2011	ATM	Staples	Paper, labels		Bank of Ameri	73 29	1,070 30
Check	7/25/2011	ATM	Stop & Shop	Kitchen suppl		Bank of Ameri	8 21	1,078 51
Check	7/28/2011	ATM	RoVic Hillyard	Paper towel . .		Bank of Ameri	208 82	1,287.33
Check	8/11/2011	ATM	Stop & Shop	Hand soap		Bank of Ameri	6 73	1,294 06
Check	8/22/2011	ATM	Stop & Shop	Hand soap		Bank of Ameri	8 26	1,302 32
Check	8/31/2011	ATM	ULine	Waste recept		Bank of Ameri	775 49	2,077 81
Check	9/2/2011	ATM	BJ's Wholesale Club	Toilet paper		Bank of Ameri	38 23	2,116 04
Check	9/17/2011	ATM	Staples	Paper		Bank of Ameri	50 99	2,167 03
Check	9/27/2011	ATM	BJ's Wholesale Club	Toilet paper		Bank of Ameri	37 17	2,204 20
Check	10/8/2011	ATM	Staples	Office supplies		Bank of Ameri	6 35	2,210 55
Check	10/25/2011	ATM	Stop & Shop	Dishwashing .		Bank of Ameri	5 62	2,216.17
Check	11/1/2011	ATM	BJ's Wholesale Club	Paper hand t		Bank of Ameri	33 46	2,249 63
Check	12/1/2011	ATM	Perkins Paper, Inc	Paper towel r		Bank of Ameri	66 86	2,316 49
Total Supplies							2,316 49	2,316 49
Telephone								
Check	1/20/2011	2131	Verizon	Account 508		Bank of Ameri	265 02	265 02
Check	3/8/2011	2138	Verizon	Account 508		Bank of Ameri	288.23	553 25
Check	3/29/2011	2142	Verizon	Account 508		Bank of Ameri	284 76	838 01
Check	4/26/2011	2149	Verizon	Account 508		Bank of Ameri	284 96	1,122 97
Check	6/6/2011	2153	Verizon	Account 508		Bank of Ameri	285 41	1,408.38
Check	6/25/2011	2156	Verizon	Account 508		Bank of Ameri	285 07	1,693 45
Check	8/6/2011	2161	Verizon	Account 508		Bank of Ameri	287.77	1,981 22
Check	9/8/2011	2165	Verizon	Account 508		Bank of Ameri	285 20	2,266 42
Check	9/22/2011	2167	Verizon	Account 508		Bank of Ameri	284 55	2,550 97
Check	10/19/2011	2174	Verizon	Account 508		Bank of Ameri	285 39	2,836.36
Check	12/7/2011	2180	Verizon	Account 508		Bank of Ameri	110 30	2,946 66
Check	12/24/2011	2193	Verizon	Account 508		Bank of Ameri	143 71	3,090 37
Total Telephone							3,090 37	3,090 37
Utilities								
Check	1/14/2011	EFT	National Grid	Acct. 15614-		Bank of Ameri	508 14	508 14
Check	1/20/2011	2132	E Osterman Gas S	Propane - 37		Bank of Ameri	1,163 12	1,671 26

Yesod Foundation, Inc.
Transaction Detail By Account
January through December 2011

Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Check	2/14/2011	EFT	National Grid	Acct. 15614- .		Bank of Ameri	433 66	2,104 92
Check	2/18/2011	2136	E. Osterman Gas S. .	Propane - 37		Bank of Ameri	839 36	2,944 28
Check	3/18/2011	EFT	National Grid	Acct 15614-		Bank of Ameri	559 24	3,503 52
Check	3/29/2011	2141	Grafton Water District	00003003680		Bank of Ameri	33 92	3,537 44
Check	3/29/2011	2141	Grafton Water District	00003003690		Bank of Ameri	47 25	3,584.69
Check	3/29/2011	2141	Grafton Water District	00003003700		Bank of Ameri .	112 50	3,697 19
Check	4/6/2011	2145	E Osterman Gas S	Propane - 37		Bank of Ameri .	1,039 46	4,736 65
Check	4/6/2011	2146	Grafton Water District	Backflow pre .		Bank of Ameri	75 00	4,811 65
Check	4/16/2011	EFT	National Grid	Acct 15614-		Bank of Ameri. .	435 37	5,247 02
Check	5/16/2011	EFT	National Grid	Acct. 15614-		Bank of Ameri .	551 75	5,798 77
Check	6/16/2011	EFT	National Grid	Acct 15614-		Bank of Ameri	543 87	6,342 64
Check	6/25/2011	2157	Grafton Water District	00003003680 .		Bank of Ameri.	63 56	6,406 20
Check	6/25/2011	2157	Grafton Water District	00003003690		Bank of Ameri	47 25	6,453 45
Check	6/25/2011	2157	Grafton Water District	00003003700		Bank of Ameri	112 50	6,565 95
Check	7/16/2011	EFT	National Grid	Acct 15614-		Bank of Ameri	742 00	7,307 95
Check	8/17/2011	EFT	National Grid	Acct 15614-		Bank of Ameri	965 32	8,273 27
Check	8/19/2011	2164	E Osterman Gas S	Propane - 37 .		Bank of Ameri..	1,575 37	9,848 64
Check	9/16/2011	EFT	National Grid	Acct 15614-		Bank of Ameri	1,157 03	11,005 67
Check	9/22/2011	2168	Grafton Water District	backflow testi		Bank of Ameri	40.00	11,045 67
Check	9/28/2011	2170	Grafton Water District	000030036800		Bank of Ameri	181 73	11,227.40
Check	9/28/2011	2170	Grafton Water District	000030037000		Bank of Ameri	112 50	11,339 90
Check	10/16/2011	EFT	National Grid	Acct 15614-		Bank of Ameri	767 93	12,107 83
Check	10/19/2011	2173	E Osterman Gas S	Propane - 37		Bank of Ameri	432.66	12,540 49
Check	11/13/2011	EFT	National Grid	Acct 15614- .		Bank of Ameri	655 67	13,196 16
Check	12/14/2011	2190	E. Osterman Gas S	Propane - 37		Bank of Ameri	870 24	14,066 40
Check	12/15/2011	EFT	National Grid	Acct 15614-.		Bank of Ameri	686 07	14,752 47
Check	12/24/2011	2192	Grafton Water District	000030036800		Bank of Ameri	92 21	14,844 68
Check	12/24/2011	2192	Grafton Water District	000030037000		Bank of Ameri	112 50	14,957.18
Total Utilities							14,957 18	14,957 18
Brigham Hill Community Barn - Other								
Check	12/13/2011	2183	Town of Grafton	Food Establis		Bank of Ameri	10 00	10 00
Total Brigham Hill Community Barn - Other							10 00	10 00
Total Brigham Hill Community Barn							48,726 75	48,726 75
TOTAL							**48,726.75**	**48,726.75**