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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation THEODORE ELIOTT CHARITABLE TRUST AGENCY		A Employer identification number 27-0163539
Number and street (or P O box number if mail is not delivered to street address) CAMBRIDGE TRUST CO., 1336 MASS AVE		B Telephone number (see instructions) (617) 441-1548
City or town, state, and ZIP code CAMBRIDGE, MA 02138		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 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) \$ 1,633,043.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		35,442.	35,442.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		32,989.			
b Gross sales price for all assets on line 6a		592,619.			
7 Capital gain net income (from Part IV, line 2)			32,989.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		136.			STMT 3
12 Total. Add lines 1 through 11		68,567.	68,431.		
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)		1,100.	NONE	NONE	1,100.
b Accounting fees (attach schedule)		15,206.	15,206.		
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		573.	573.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		37.	2.		35.
24 Total operating and administrative expenses. Add lines 13 through 23		16,916.	15,781.	NONE	1,135.
25 Contributions, gifts, grants paid		80,000.			80,000.
26 Total expenses and disbursements. Add lines 24 and 25		96,916.	15,781.	NONE	81,135.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-28,349.			
b Net investment income (if negative, enter -0-)			52,650.		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA

Form 990-PF (2011)

SCANNED MAY 29 2012

Revenue

Operating and Administrative Expenses

7

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		104.	120.	120.
	2	Savings and temporary cash investments		122,800.	57,200.	57,200.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)		317,928.	259,616.	262,598.
	b	Investments - corporate stock (attach schedule)		789,132.	816,765.	901,680.
	c	Investments - corporate bonds (attach schedule)		315,746.	372,135.	386,452.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)		5,028.	24,841.	24,993.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,550,738.	1,530,677.	1,633,043.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		1,550,738.	1,530,677.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		1,550,738.	1,530,677.	
	31	Total liabilities and net assets/fund balances (see instructions)		1,550,738.	1,530,677.	

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	1,550,738.
2	Enter amount from Part I, line 27a	2	-28,349.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	8,288.
4	Add lines 1, 2, and 3	4	1,530,677.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,530,677.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 592,446.		559,630.	32,816.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			32,816.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	32,989.	
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) (see instructions). If (loss), enter -0- in Part I, line 8			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	42,852.	1,611,120.	0.02659764636
2009	NONE	1,346,947.	NONE
2008			
2007			
2006			

2 Total of line 1, column (d)	2	0.02659764636
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.01329882318
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,678,698.
5 Multiply line 4 by line 3	5	22,325.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	527.
7 Add lines 5 and 6	7	22,852.
8 Enter qualifying distributions from Part XII, line 4 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.	8	81,135.

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	527.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	527.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	527.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	248.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	248.	
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	279.	
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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

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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?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>CAMBRIDGE TRUST COMPANY</u> Telephone no. <u>(617) 441-1548</u>			
Located at <u>1336 MASS AVE, CAMBRIDGE, MA</u> ZIP + 4 <u>02138</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year. <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		-0-	-0-	-0-

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

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

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

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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** (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	1,594,360.
b	Average of monthly cash balances	1b	109,902.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,704,262.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,704,262.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,564.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,678,698.
6	Minimum investment return. Enter 5% of line 5	6	83,935.

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	83,935.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	527.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	527.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	83,408.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	83,408.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	83,408.

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	81,135.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	81,135.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	527.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	80,608.

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				83,408.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			79,021.	
b Total for prior years: 20 09, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 81,135.				
a Applied to 2010, but not more than line 2a			79,021.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				2,114.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				81,294.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE****1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Tax year

Prior 3 years

(e) Total

(a) 2011

(b) 2010

(c) 2009

(d) 2008

b 85% of line 2a**c** Qualifying distributions from Part XII, line 4 for each year listed**d** Amounts included in line 2c not used directly for active conduct of exempt activities**e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c**3** Complete 3a, b, or c for the alternative test relied upon**a** "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i).

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed**c** "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.**a** The name, address, and telephone number of the person to whom applications should be addressed:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 11				
Total			▶ 3a	80,000.
b Approved for future payment				
Total			▶ 3b	

Form 990-PF (2011)

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(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						
4 Dividends and interest from securities			14	35,442.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	32,989.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue: a _____						
b _____			18	136.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				68,567.		
13 Total. Add line 12, columns (b), (d), and (e)				68,567.		

(See worksheet in line 13 instructions to verify calculations)

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). (See instructions.)
▼	

NOT APPLICABLE

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

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

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

9/19/12
Date

CO - TRUSTEE

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

~~CHARLES KARVELAS~~

~~SALES ARAVELLIS~~
Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

GORDON POWERS

04/03/2012

P00260194

Firm's name ► THOMSON REUTERS (TAX & ACCOUNTING)

Firm's EIN ▶ 75-1297386

Firm's address ► 35 THOMSON PLACE, 1ST FLOOR
BOSTON, MA

Phone no 800-950-8810

Form **990-PF** (2011)

ACCT 2215937
ASSETS HELD 12/31/2011
VALUED AS OF 12/31/2011

CAMBRIDGE TRUST COMPANY
SCHEDULE OF INVESTMENTS
THEODORE ELIOTT CHARITABLE
TRUST AGENCY

PAGE 3

UNITS	DESCRIPTION	BOOK VALUE	TAX COST	CURRENT PRICE	MARKET VALUE	ESTCURRENT INC YIELD
U S GOVERNMENT OBLIGATIONS						
=====						
50,000	FEDERAL HOME LOAN BANK DATED 06/12/2007 5.375% 06/08/2012	50,804.89	50,804.89	102.253	51,126.50	2,688 5.3
50,000	FEDERAL NATIONAL MORTGAGE ASSOC DATED 08/02/2005 5% 08/02/2012	51,653.69	51,653.69	102.789	51,394.50	2,500 4.9
50,000	FEDERAL NATIONAL MTG ASSOC DATED 08/02/2005 5% 08/02/2012	51,475.79	51,475.79	102.741	51,370.50	2,500 4.9
50,000	FEDERAL HOME LOAN BANKS DATED 08/07/2006 5.25% 09/13/2013	52,240.12	52,240.12	108.133	54,066.50	2,625 4.9
50,000	FEDERAL HOME LN MTG CORP DATED 01/30/2004 CALLABLE 01/30/2007 @ 100 5% 01/30/2014	53,441.97	53,441.97	109.279	54,639.50	2,500 4.6
TOTAL U S GOVERNMENT OBLIGATIONS		259,616.46	259,616.46		262,597.50	12,813 4.9
CORPORATE BONDS						
=====						
50,000	INTL BUSINESS MACHINES CORP DATED 10/15/2008 6.5% 10/15/2013	52,725.82	52,725.82	110.28	55,140.00	3,250 5.9
75,000	GENERAL ELECTRIC CAP CORP DATED 09/17/2004 4.75% 09/15/2014	79,521.67	79,521.67	107.835	80,876.25	3,563 4.4
50,000	WESTPAC BANKING CORP DATED 08/27/2009 4.2% 02/27/2015	50,695.71	50,695.71	104.223	52,111.50	2,100 4.0
25,000	JPMORGAN CHASE & CO DATED 11/18/2010 2.6% 01/15/2016	24,963.75	24,963.75	98.536	24,634.00	650 2.6
25,000	ANHEUSER BUSCH COS INC DATED 02/09/2007 5.6% 03/01/2017	26,969.80	26,969.80	117.622	29,405.50	1,400 4.8
50,000	PEPSIAMERICAS INC DATED 05/18/2005 5% 05/15/2017	54,532.55	54,532.55	115.382	57,691.00	2,500 4.3
75,000	BECTON DICKINSON & CO DATED 5/15/2009 5% 05/15/2019	82,725.72	82,725.72	115.458	86,593.50	3,750 4.3
TOTAL CORPORATE BONDS		372,135.02	372,135.02		386,451.75	17,213 4.5

CAMBRIDGE TRUST COMPANY
SCHEDULE OF INVESTMENTS
THEODORE ELIOTT CHARITABLE
TRUST AGENCY

UNITS	DESCRIPTION	BOOK VALUE	TAX COST	CURRENT PRICE	MARKET VALUE	ESTCURRENT INC YIELD
TAXABLE FUNDS						
=====						
650	SPDR SERIES TRUST BARCLAYS HIGH YIELD BOND ETF	24,840.92	24,840.92	38.45	24,992.50	1,925 7.7
COMMON STOCK						
=====						
290	ANHEUSER-BUSCH INBEV SPON ADR	16,963.53	16,963.53	60.99	17,687.10	281 1.6
130	APACHE CORP	11,443.73	11,020.16	90.58	11,775.40	78 0.7
70	APPLE INC	26,038.47	26,038.47	405.00	28,350.00	0 0.0
475	ARIBA INC	14,208.92	14,208.92	28.08	13,338.00	0 0.0
510	BROADCOM CORP CL A	18,339.47	18,339.47	29.36	14,973.60	184 1.2
235	CITRIX SYSTEMS INC	10,064.84	9,257.08	60.72	14,269.20	0 0.0
250	COCA COLA CO	16,451.78	16,451.78	69.97	17,492.50	470 2.7
210	COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A	8,092.60	6,379.99	64.31	13,505.10	0 0.0
230	EOG RESOURCES INC	22,501.45	22,501.45	98.51	22,657.30	147 0.6
540	ECOLAB INC	25,919.68	25,919.68	57.81	31,217.40	432 1.4
431	EXXON MOBIL CORP	27,035.76	26,877.88	84.76	36,531.56	810 2.2
185	FMC CORP	15,735.28	15,735.28	86.04	15,917.40	111 0.7
1,905	FORD MTR CO DEL NEW	28,364.50	28,364.50	10.76	20,497.80	381 1.9
2,035	GENERAL ELEC CO	39,717.29	39,717.29	17.91	36,446.85	1,384 3.8
805	HEXCEL CORPORATION	10,830.60	10,830.60	24.21	19,489.05	0 0.0
525	JPMORGAN CHASE & CO	21,143.40	19,323.81	33.25	17,456.25	525 3.0
570	JOHNSON & JOHNSON	36,676.01	36,676.01	65.58	37,380.60	1,300 3.5
495	JOHNSON CTLS INC	13,639.36	12,092.89	31.26	15,473.70	356 2.3
275	MCKESSON CORP INC	21,064.75	21,064.75	77.91	21,425.25	220 1.0
1,185	MICROSOFT CORP	29,252.90	29,252.90	25.96	30,762.60	948 3.1
455	NESTLE S A SPONSORED ADR REPSTG REG SHS	19,280.62	18,534.20	57.748	26,275.34	804 3.1
325	NEXTERA ENERGY INC	17,485.59	17,485.59	60.88	19,786.00	715 3 6
240	PNC FINCL SERVICES GROUP	13,239.83	13,239.83	57.67	13,840.80	336 2 4
290	PEPSICO INC	17,547.12	16,619.69	66.35	19,241.50	597 3.1
235	PRAXAIR INC	17,821.15	17,821.15	106.90	25,121.50	470 1.9
425	PROCTER & GAMBLE CO	24,830.23	24,644.49	66.71	28,351.75	893 3.1
285	QLIK TECHNOLOGIES INC	7,965.16	7,965.16	24.20	6,897.00	0 0 0
245	RANGE RESOURCES CORP	11,374.74	11,181.31	61.94	15,175.30	39 0.3
200	SVB FINANCIAL GROUP	12,037.75	12,037.75	47.69	9,538.00	0 0.0

CAMBRIDGE TRUST COMPANY
SCHEDULE OF INVESTMENTS
THEODORE ELIOTT CHARITABLE
TRUST AGENCY

UNITS	DESCRIPTION	BOOK VALUE	TAX COST	CURRENT PRICE	MARKET VALUE	ESTCURRENT INC YIELD
370	SCHLUMBERGER LTD	25,640.79	25,640.79	68.31	25,274.70	370 1.5
430	TARGET CORP	23,575.72	23,575.72	51.22	22,024.60	516 2.3
460	TRAVELERS COS INC	24,468.89	24,468.89	59.17	27,218.20	754 2.8
1,160	US BANCORP DEL	28,039.52	28,039.52	27.05	31,378.00	580 1.8
330	UNION PACIFIC CORP	22,626.80	21,313.33	105.94	34,960.20	792 2.3
320	YUM BRANDS	11,892.83	10,973.24	59.01	18,883.20	365 1.9
325	ACCENTURE PLC IRELAND SHS CLASS A	12,280.18	11,407.60	53.23	17,299.75	439 2.5
420	COOPER INDUSTRIES PLC IRELAND SHS CLASS A	15,142.75	13,795.13	54.15	22,743.00	487 2.1
400	SEADRILL LTD	13,807.81	13,807.81	33.18	13,272.00	1,216 9.2
310	CHECK POINT SOFTWARE TECH	10,349.69	9,978.95	52.54	16,287.40	0 0.0
	TOTAL COMMON STOCK	742,891.49	729,546.59		830,214.90	17,000 2.0
EQUITY FUNDS						
=====						
515	ISHARES MSCI EMERGING MKT	19,162.22	18,382.79	37.94	19,539.10	416 2.1
520	POWERSHARES INDIA PORTFOLIO	11,251.76	10,684.00	16.30	8,476.00	98 1.2
960	VANGUARD HIGH DIVIDEND YIELD ETF	43,459.79	43,459.79	45.26	43,449.60	1,274 2.9
	TOTAL EQUITY FUNDS	73,873.77	72,526.58		71,464.70	1,788 2.5
FIXED VALUE MONEY FUNDS						
=====						
	FEDERATED MONEY MKT OBLIGS TR	57,100.00	57,100.00		57,100.00	6 0.0
	GOVT OBLIG TAX MANAGED (FUND #637)					
	PRINCIPAL CASH	21.46	21.46		21.46	0.0
	TOTAL FUND	1,530,479.12	1,515,787.03		1,632,842.81	50,745 3.1

ACCT 2215937
ASSETS HELD 12/31/2011
VALUED AS OF 12/31/2011

CAMBRIDGE TRUST COMPANY
SCHEDULE OF INCOME INVESTMENTS
THEODORE ELLIOTT CHARITABLE
TRUST AGENCY

PAGE 6

UNITS	DESCRIPTION	BOOK VALUE	TAX COST	CURRENT PRICE	MARKET VALUE	ESTCURRENT INC YIELD
	FIXED VALUE MONEY FUNDS					
	=====					
	FEDERATED MONEY MKT OBLIGS TR	100.00	100.00		100.00	0 0.0
	GOVT OBLIG TAX MANAGED (FUND #637)					
	INCOME CASH	98.40	98.40		98.40	0 0
	TOTAL FUND	198.40	198.40		198.40	0 0.0

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ANHEUSER BUSCH COS INC DATED 02/09/2007	1,088.	1,088.
APACHE CORP	158.	158.
BECTON DICKINSON & CO DATED 5/15/2009 5%	2,868.	2,868.
BROADCOM CORP CL A	113.	113.
COCA COLA CO	235.	235.
EOG RESOURCES INC	97.	97.
ECOLAB INC COM	291.	291.
EXXON MOBIL CORP	797.	797.
FMC CORP	45.	45.
FEDERAL HOME LN MTG CORP DATED 01/30/200	1,179.	1,179.
FEDERAL HOME LOAN BANKS DATED 08/07/2006	1,555.	1,555.
FEDERAL HOME LOAN BANK DATED 06/12/2007	1,108.	1,108.
FEDERAL HOME LOAN MORTGAGE CORP DTD 03/1	130.	130.
FEDERAL NATIONAL MORTGAGE ASSOC DATED 08	878.	878.
FEDERAL NATIONAL MTG ASSOC DATED 08/02	1,058.	1,058.
FREEPORT-MCMORAN COPPER & GOLD	70.	70.
GENERAL ELECTRIC CO	564.	564.
GENERAL ELECTRIC CAP CORP DATED 09/17/20	1,225.	1,225.
HEWLETT PACKARD CO	53.	53.
INTL BUSINESS MACHINES CORP DATED 10/15/	1,963.	1,963.
ISHARES MSCI EMERGING MKT	418.	418.
JP MORGAN CHASE & CO	706.	706.
JPMORGAN CHASE & CO DATED 11/18/2010 2.6	428.	428.
JOHNSON & JOHNSON	1,199.	1,199.
JOHNSON CTLS INC	471.	471.
MCKESSON HBOC INC	55.	55.
MICROSOFT CORP	657.	657.
FEDERATED MONEY MKT OBLIGS TR GOVT OBLIG	12.	12.
NESTLE S A ADR	1,104.	1,104.
NEXTERA ENERGY INC	358.	358.
NORTHERN TRUST CORP	193.	193.
PEPSIAMERICAS INC DATED 05/18/2005 5% 05	1,083.	1,083.
CXD727 9541 04/03/2012 09:36:18	2215937	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PEPSICO INC	975.	975.
PETROLEO BRASILEIRO SPONS ADR PFD A	166.	166.
PRAXAIR INC	470.	470.
PROCTER & GAMBLE CO	804.	804.
RANGE RESOURCES CORP	44.	44.
SPDR SERIES TRUST BARCLAYS HIGH YIELD BO	610.	610.
SCHLUMBERGER LTD	335.	335.
SCHWAB CHARLES CORP NEW	119.	119.
SCHWAB CHARLES CORP DATED 06/05/2009 4.9	763.	763.
STAPLES INC	272.	272.
TARGET CORP	428.	428.
TEMPLETON GLOBAL BOND FUND ADVISOR CLASS	985.	985.
TEVA PHARMACEUTICALS INDS LTD ADR	302.	302.
TRAVELERS COS INC	692.	692.
US BANCORP DEL	493.	493.
UNION PAC CORP	534.	534.
UNIVERSITY MASS BLDG AUTH REV DATED 05/0	188.	188.
VANGUARD HIGH DIVIDEND YIELD ETF	976.	976.
WESTPAC BANKING CORP DATED 08/27/2009 4.	1,918.	1,918.
YUM BRANDS	496.	496.
ACCENTURE PLC IRELAND SHS CLASS A	548.	548.
COOPER INDUSTRIES PLC IRELAND SHS CLASS	543.	543.
SEADRILL LTD	622.	622.
	-----	-----
TOTAL	35,442.	35,442.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION

REVENUE
AND
EXPENSES
PER BOOKS

TOTALS

136.
=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,100.			1,100.
TOTALS	1,100.	NONE	NONE	1,100.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	15,206.	15,206.
TOTALS	15,206.	15,206.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	219.	219.
FEDERAL ESTIMATES - PRINCIPAL	248.	248.
FOREIGN TAXES ON QUALIFIED FOR	55.	55.
FOREIGN TAXES ON NONQUALIFIED	51.	51.
	-----	-----
TOTALS	573.	573.
	=====	=====

THEODORE ELLIOTT CHARITABLE TRUST AGENCY

27-0163539

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-PRINCI	35.		35.
OTHER NON-ALLOCABLE EXPENSE -	2.	2.	
TOTALS	37.	2.	35.
	=====	=====	=====

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

DESCRIPTION -----	AMOUNT -----
BOOK TO TAX DIFFERENCE	8,288.

TOTAL	8,288.
	=====

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

=====

OFFICER NAME:

MARICA ARVANITES

ADDRESS:

20 FOSTER STREET
EVERETT, MA 02149

TITLE:

CO-TRUSTEE

OFFICER NAME:

CHARLES KARVELAS

ADDRESS:

109 WIDECOMBE CT
CARY, NC 27513

TITLE:

CO-TRUSTEE

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	1,548,968.	179,032.	
FEBRUARY	1,563,479.	185,352.	
MARCH	1,617,987.	141,584.	
APRIL	1,639,302.	151,039.	
MAY	1,699,486.	81,861.	
JUNE	1,657,413.	107,940.	
JULY	1,619,014.	127,119.	
AUGUST	1,587,581.	107,770.	
SEPTEMBER	1,516,529.	25,103.	
OCTOBER	1,571,600.	65,519.	
NOVEMBER	1,535,244.	89,186.	
DECEMBER	1,575,721.	57,320.	
	-----	-----	-----
TOTAL	19,132,324.	1,318,825.	
	=====	=====	=====
AVERAGE FMV	1,594,360.	109,902.	
	=====	=====	=====

**2011 Form 990-PF
Part XV, Line 3**

Statement 11

Theodore Elliot Charitable Trust Agency

Annunciation Greek Orthodox Cathedral of New England 162 Goddard Avenue Brookline, MA 02445	\$35,000
Autism Speaks 5455 Wilshire Blvd. Suite 2250 Los Angeles, CA 90036 Tax ID #20-2329938	\$5,000
Greek Orthodox Metropolis of Boston 162 Goddard Avenue Brookline, MA 02445	\$12,500
Holy Trinity Greek Orthodox Church 5000 Lead Mine Road Raleigh, NC 27612	\$5,000
The Salvation Army 402 Massachusetts Avenue P.O. Box 390647 Cambridge, MA 02139	\$2,500
Saint Basil Academy 79 Saint Basil Road Garrison, NY 10524	\$5,000
St. George Greek Orthodox Church of Cape Cod 1130 Falmouth Road Centerville, MA 02632	\$15,000
TOTAL	\$ 80,000

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

THEODORE ELLIOTT CHARITABLE TRUST AGENCY

Employer identification number

27-0163539

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					1.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-38.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-37.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					172.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	32,854.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	33,026.

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Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-37.
14	Net long-term gain or (loss):			
a	Total for year	14a		33,026.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		32,989.

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if: • Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	

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

Schedule D (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

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

OMB No 1545-0092

2011

Name of estate or trust

Employer identification number

THEODORE ELIOTT CHARITABLE TRUST AGENCY

27-0163539

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 35. APACHE CORP	09/03/2010	08/03/2011	4,117.00	3,260.00	857.00
40. CITRIX SYSTEMS INC	09/03/2010	04/07/2011	2,938.00	2,491.00	447.00
35. FREEPORT-MCMORAN COPPE	09/03/2010	01/21/2011	3,805.00	2,666.00	1,139.00
445. HEWLETT PACKARD CO	03/24/2011	08/05/2011	14,395.00	18,603.00	-4,208.00
195. ISHARES MSCI EMERGING	09/03/2010	01/31/2011	8,917.00	8,092.00	825.00
90. JACOBS ENGR GROUP INC	03/09/2011	05/25/2011	4,022.00	4,384.00	-362.00
170. JACOBS ENGR GROUP INC	09/03/2010	05/25/2011	7,597.00	6,200.00	1,397.00
245. JOHNSON CTLS INC	09/03/2010	02/03/2011	9,158.00	7,501.00	1,657.00
65. NESTLE S A ADR	09/03/2010	08/09/2011	4,114.00	3,443.00	671.00
85. NORTHERN TRUST CORP	09/03/2010	05/11/2011	4,122.00	4,386.00	-264.00
105. PEPSICO INC	09/03/2010	07/25/2011	6,764.00	6,856.00	-92.00
300. PETROLEO BRASILEIRO S	09/03/2010	01/07/2011	9,708.00	9,597.00	111.00
A 120. SCHWAB CHARLES CORP N	09/03/2010	07/18/2011	1,768.00	1,670.00	98.00
375. STAPLES INC	11/03/2010	05/27/2011	6,176.00	7,449.00	-1,273.00
1345.365 TEMPLETON GLOBAL	05/23/2011	10/20/2011	17,328.00	18,553.00	-1,225.00
ADVISOR CLASS	05/23/2011	11/21/2011	23,198.00	25,369.00	-2,171.00
1839.635 TEMPLETON GLOBAL	05/23/2011	11/21/2011	23,198.00	25,369.00	-2,171.00
ADVISOR CLASS	05/23/2011	11/21/2011	23,198.00	25,369.00	-2,171.00
55. TEVA PHARMACEUTICALS I	09/03/2010	08/08/2011	2,054.00	2,841.00	-787.00
95. UNION PAC CORP	09/03/2010	02/03/2011	8,928.00	7,410.00	1,518.00
205. VISA INC - CLASS A SH	09/03/2010	01/05/2011	14,676.00	16,362.00	-1,686.00
90. ACCENTURE PLC IRELAND	09/03/2010	08/23/2011	4,486.00	3,464.00	1,022.00
115. COOPER INDUSTRIES PLC	09/03/2010	04/04/2011	7,782.00	5,494.00	2,288.00
CLASS	09/03/2010	04/04/2011	7,782.00	5,494.00	2,288.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b -38.00

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Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

THEODORE ELLIOTT CHARITABLE TRUST AGENCY

27-0163539

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 75. APACHE CORP	05/13/2010	08/03/2011	8,821.00	6,898.00	1,923.00
50. APACHE CORP	08/07/2009	11/18/2011	4,938.00	4,351.00	587.00
25. CITRIX SYSTEMS INC	08/04/2009	04/07/2011	1,836.00	913.00	923.00
70. CITRIX SYSTEMS INC	08/04/2009	08/05/2011	4,508.00	2,557.00	1,951.00
125. COGNIZANT TECHNOLOGY	08/04/2009	04/07/2011	10,088.00	4,149.00	5,939.00
145. COGNIZANT TECHNOLOGY	08/04/2009	08/05/2011	9,856.00	4,813.00	5,043.00
50000. FEDERAL HOME LOAN M DTD 03/15/01 5.625% 03/15/2	02/18/2010	03/15/2011	50,000.00	50,000.00	
105. FREEPORT-MCMORAN COPP	10/09/2009	01/21/2011	11,415.00	7,479.00	3,936.00
360. FRESENIUS MED CARE	08/07/2009	03/10/2011	24,261.00	16,306.00	7,955.00
245. ISHARES MSCI EMERGING	08/04/2009	01/31/2011	11,204.00	9,040.00	2,164.00
245. JP MORGAN CHASE & CO	01/06/2010	11/23/2011	6,997.00	11,132.00	-4,135.00
240. JP MORGAN CHASE & CO	05/13/2010	12/07/2011	8,097.00	10,220.00	-2,123.00
165. JACOBS ENGR GROUP INC	05/14/2010	05/25/2011	7,373.00	7,587.00	-214.00
240. JOHNSON CTLS INC	01/27/2010	08/01/2011	8,918.00	6,755.00	2,163.00
10. NESTLE S A ADR	05/13/2010	08/09/2011	633.00	482.00	151.00
260. NORTHERN TRUST CORP	11/04/2009	05/11/2011	12,609.00	14,325.00	-1,716.00
165. PEPSICO INC	05/13/2010	07/25/2011	10,630.00	10,409.00	221.00
395. PETROLEO BRASILEIRO S A	08/07/2009	01/07/2011	12,783.00	13,423.00	-640.00
280. POWERSHARES INDIA POR	12/01/2010	12/15/2011	4,577.00	6,626.00	-2,049.00
40. RANGE RESOURCES CORP	04/26/2010	11/18/2011	2,785.00	2,051.00	734.00
875. SCHWAB CHARLES CORP N	05/13/2010	07/18/2011	12,890.00	15,456.00	-2,566.00
75000. SCHWAB CHARLES CORP 06/05/2009 4.9	06/04/2009	02/10/2011	81,360.00	75,002.00	6,358.00
1055. STAPLES INC	05/13/2010	05/27/2011	17,375.00	22,662.00	-5,287.00
390. TEVA PHARMACEUTICALS	05/27/2010	08/08/2011	14,566.00	20,427.00	-5,861.00
260. THERMO ELECTRON CORP	05/13/2010	08/03/2011	14,609.00	12,413.00	2,196.00

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

Schedule D-1 (Form 1041) 2011

