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

2011

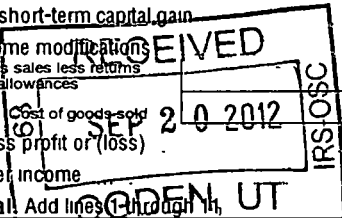
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning MAY 1, 2011, and ending APR 30, 2012

Name of foundation RCB CHARITABLE FOUNDATION, INC.		A Employer identification number 04-3466878
Number and street (or P.O. box number if mail is not delivered to street address) 180 HAVEN STREET	Room/suite	B Telephone number 781-942-5006
City or town, state, and ZIP code READING, MA 01867		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1021427.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		33.	33.		STATEMENT 1
4 Dividends and interest from securities		27808.	27808.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		5206.			
b Gross sales price for all assets on line 6a		99470.			
7 Capital gain net income (from Part IV, line 2)			5206.		
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		940.	940.	0.	STATEMENT 3
12 Total. Add lines 1 through 11		33987.	33987.	0.	
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					
b Accounting fees		1500.	0.	0.	1500.
c Other professional fees					
17 Interest					
18 Taxes		6319.	0.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		15121.	0.	0.	15121.
24 Total operating and administrative expenses. Add lines 13 through 23		22940.	0.	0.	16621.
25 Contributions, gifts, grants paid		65389.			65389.
26 Total expenses and disbursements. Add lines 24 and 25		88329.	0.	0.	82010.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-54342.			
b Net investment income (if negative, enter -0-)			33987.		
c Adjusted net income (if negative, enter -0-)				0.	

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	1000.	31.	31.
	2 Savings and temporary cash investments	73503.	36256.	36256.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	165982.	164798.	164798.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	869031.	820342.	820342.
Liabilities	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1109516.	1021427.	1021427.
	17 Accounts payable and accrued expenses			
	18 Grants payable	20000.	30000.	
	19 Deferred revenue			
Net Assets or Fund Balances	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)	20000.	30000.	
	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1087653.	989563.	
	25 Temporarily restricted	1863.	1864.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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	1089516.	991427.	
	31 Total liabilities and net assets/fund balances	1109516.	1021427.	

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	1089516.
2 Enter amount from Part I, line 27a	2	-54342.
3 Other increases not included in line 2 (itemize) ▶ RELEASE FROM RESTRICTION	3	20000.
4 Add lines 1, 2, and 3	4	1055174.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	63747.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	991427.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 99470.		94264.	5206.

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			5206.

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	5206.
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	83376.	373602.	.223168
2009	61861.	48779.	1.268189
2008	63364.	74409.	.851564
2007	59956.	132356.	.452990
2006	81673.	107299.	.761172

2 Total of line 1, column (d)	2	3.557083
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	.711417
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1021168.
5 Multiply line 4 by line 3	5	726476.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	340.
7 Add lines 5 and 6	7	726816.
8 Enter qualifying distributions from Part XII, line 4	8	82010.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	680.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	680.
3 Add lines 1 and 2	4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	680.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6 Credits/Payments		
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3240.
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	3240.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2560.
11 Enter the amount of line 10 to be credited to 2012 estimated tax <input type="checkbox"/> 2560. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► ANTHONY J. PATTI Telephone no ► 781-942-5006 Located at ► 180 HAVEN STREET, READING, MA ZIP+4 ► 01867			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? N/A	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

If "Yes" to 6b, file Form 8870.

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

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

0

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Part 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	981774.
b	Average of monthly cash balances	1b	54945.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1036719.
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	1036719.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15551.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1021168.
6	Minimum investment return. Enter 5% of line 5	6	51058.

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	51058.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	680.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	680.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	50378.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	50378.
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	50378.

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	82010.
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	82010.
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	82010.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				50378.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	77380.			
b From 2007	53431.			
c From 2008	59662.			
d From 2009	59424.			
e From 2010	67910.			
f Total of lines 3a through e	317807.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	82010.			
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				50378.
e Remaining amount distributed out of corpus	31632.			
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:	349439.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	77380.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	272059.			
10 Analysis of line 9				
a Excess from 2007	53431.			
b Excess from 2008	59662.			
c Excess from 2009	59424.			
d Excess from 2010	67910.			
e Excess from 2011	31632.			

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

N/A

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

[illegible]

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 11

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				
26TH YANKEE BRIGADE FAMILY READINESS GROUP			COMMUNITY	668.
ABA HOUSING PARTNERS FOUNDATION			COMMUNITY	1000.
ACE BAILEY CHILDREN'S FOUNDATION			YOUTH	135.
ALS WALK FOR HOPE			MEDICAL	210.
AMERICAN CANCER SOCIETY			MEDICAL	250.
Total SEE CONTINUATION SHEET(S) 3a				65389.
b Approved for future payment				
MISSION OF DEEDS				10000.
WINCHESTER HOSPITAL FOUNDATION				20000.
Total 3b				30000.

Part XVI-A Analysis of Income-Producing Activities

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
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	33.	
4 Dividends and interest from securities			14	27808.	
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			14	940.	
8 Gain or (loss) from sales of assets other than inventory			18	5206.	
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.		33987.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	33987.

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

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

[illegible]

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		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see page 3)?

☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐
self-employed

PTIN	
------	--

John S Fitzgibbons

Label 7th culture

9/11/12

P00141324

Firm's name ▶ SHATSWELL, MACLEOD & COMPANY, P.C.

Firm's EIN ► 04-3238170

Firm's address ▶ 442 WESTFIELD STREET
WEST SPRINGFIELD, MA 01089

Phone no (413) 737-5789

Form 990-PF (2011)

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN DIABETES ASSOC			MEDICAL	195.
ANGEL FLIGHT			COMMUNITY	2500.
WOBURN BOYS AND GIRLS CLUB			YOUTH	50.
BURBANK YMCA			YOUTH	500.
CHRISTIAN COMMUNITY SERVICE OF NORTH READING			COMMUNITY	1250.
CLASS OF 2013			YOUTH	200.
COOLIDGE SCHOOL SCIENCE OLYMPIAD			EDUCATION	100.
COUNCIL OF SOCIAL CONCERN			SOCIAL SERVICES	50.
EMARC			COMMUNITY	915.
FOOD ALLERGY AND ANAPHYLAXIS NETWORK			MEDICAL	205.
Total from continuation sheets				63126.

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRIENDS OF FLINT MEMORIAL LIBRARY			COMMUNITY	300.
FRIENDS OF NORTH READING COUNCIL ON AGING			SOCIAL SERVICES	2550.
FRIENDS OF READING FOOTBALL			YOUTH	650.
FRIENDS OF READING PUBLIC LIBRARY			COMMUNITY	312.
FRIENDS OF READING RECREATION			COMMUNITY	2050.
GIRL SCOUTS			YOUTH	100.
HOSPICE HOUSE OF NORTH SHORE			SOCIAL SERVICES	235.
JIMMY FUND			MEDICAL	240.
JOSHUA EATON PLAYGROUND			YOUTH	1000.
LAZARUS HOUSE			COMMUNITY	195.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LIONS CLUB			COMMUNITY	2000.
LOCAL HEROES			COMMUNITY	550.
MISSION OF DEEDS			SOCIAL SERVICES	11016.
MSPCA			SOCIAL SERVICES	195.
MYSTIC VALLEY ELDER SERVICES			SOCIAL SERVICES	750.
NORTH READING A'S BASEBALL TEAM			YOUTH	600.
NORTH READING ATHLETIC BOOSTERS			YOUTH	989.
NORTH READING FOOD PANTRY			SOCIAL SERVICES	250.
NORTH READING HIGH SCHOOL			EDUCATION	1000.
NORTH READING PARK AND RECREATION			COMMUNITY	300.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NORTH READING YOUTH SERVICES			YOUTH	500.
NORTH SHORE CANCER WALK			MEDICAL	250.
NORTH SHORE MEDICAL CANCER CENTER			MEDICAL	260.
NORTHEAST METRO TECH			EDUCATION	500.
FRIENDS OF NORTH READING PARKS AND RECREATION			COMMUNITY	3000.
PENTUCKET PLAYERS INC			ARTS	340.
PEP'S PEDDLERS			COMMUNITY	250.
READING YOUTH BASEBALL			YOUTH	150.
READING CARES			COMMUNITY	150.
READING MEMORIAL HIGH SCHOOL			EDUCATION	350.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
READING PUBLIC LIBRARY			COMMUNITY	190.
READING SCHOLARSHIP FOUNDATION			EDUCATION	1500.
READING SYMPHONY ORCHESTRA			ARTS	45.
READING YOUTH HOCKEY			YOUTH	300.
READING/NORTH READING CHAMBER OF COMMERCE			COMMUNITY	2000.
RMHS			EDUCATION	2500.
SAMANTHA'S HARVEST CO			COMMUNITY	100.
SHRINERS			COMMUNITY	140.
SOCIAL CAPITAL			COMMUNITY	250.
STONEHAM THEATRE			ARTS	1250.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TOWN OF READING			COMMUNITY	500.
TOWN OF WILMINGTON			COMMUNITY	500.
UNDERSTANDING DISABILITIES			EDUCATION	500.
VETERANS MEMORIAL TRUST			SOCIAL SERVICES	400.
VNA			MEDICAL	5220.
WILMINGTON 4TH OF JULY CELEBRATION			COMMUNITY	1974.
WILMINGTON CHAMBER OF COMMERCE			COMMUNITY	500.
WILMINGTON COMMUNITY FUND			COMMUNITY	50.
WILMINGTON HIGH SCHOOL			EDUCATION	1000.
WILMINGTON YOUTH WRESTLING			YOUTH	300.
Total from continuation sheets				

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	PEPCO HOLDINGS INC	P	02/08/11	05/04/11
b	VALLEY NATIONAL BANCORP CASH IN LIEU	P	VARIOUS	05/20/11
c	AT&T INC	P	02/08/11	06/27/11
d	AMERICAN TOWER CORP	P	02/08/11	06/27/11
e	AMGEN INC	P	02/08/11	06/27/11
f	ANNALY CAPITAL MANAGEMENT INC	P	03/10/11	06/08/11
g	BED BATH & BEYOND	P	02/08/11	06/27/11
h	BEST BUY INC	P	02/08/11	06/27/11
i	CELGENE CORP	P	02/08/11	06/27/11
j	COACH INC	P	02/08/11	06/27/11
k	COSTCO WHOLESALE CORP	P	02/08/11	06/27/11
l	ENERPLUS CORPORATION	P	02/08/11	06/08/11
m	MICROCHIP TECHNOLOGY INC	P	02/08/11	06/08/11
n	NIKE INC	P	02/08/11	06/27/11
o	NORTHEAST UTILITIES	P	02/08/11	06/08/11

(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 928.		900.	28.
b 3.		3.	0.
c 368.		334.	34.
d 102.		108.	-6.
e 286.		275.	11.
f 18.		18.	0.
g 684.		585.	99.
h 227.		241.	-14.
i 292.		256.	36.
j 472.		456.	16.
k 317.		299.	18.
l 62.		63.	-1.
m 37.		37.	0.
n 164.		173.	-9.
o 102.		101.	1.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
a			28.
b			0.
c			34.
d			-6.
e			11.
f			0.
g			99.
h			-14.
i			36.
j			16.
k			18.
l			-1.
m			0.
n			-9.
o			1.

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

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

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	NVIDIA CORP	P	02/08/11	06/27/11
b	NVIDIA CORP	P	03/25/11	06/27/11
c	ONEOK PARTNERS LP	P	02/08/11	06/08/11
d	RESEARCH IN MOTION LTD	P	02/08/11	06/20/11
e	SPECTRA ENERGY CORP	P	03/22/07	06/08/11
f	STATOILHYDRO ASA	P	02/08/11	06/08/11
g	ENTERPRISE PRODS PARTNERS LP	P	02/08/11	07/25/11
h	HCP INC	P	02/08/11	07/25/11
i	AT&T INC	P	02/08/11	08/12/11
j	BEST BUY INC	P	02/08/11	08/12/11
k	BEST BUY INC	P	03/25/11	08/12/11
l	SEADRILL LTD	P	02/08/11	09/14/11
m	AT&T INC	P	02/08/11	09/14/11
n	ABBOTT LABORATORIES	P	02/08/11	09/14/11
o	ADOBE SYSTEMS INC	P	02/08/11	09/14/11

(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	2524.	3895.	-1371.
b	650.	815.	-165.
c	81.	80.	1.
d	1645.	3931.	-2286.
e	27.	25.	2.
f	49.	49.	0.
g	607.	606.	1.
h	410.	406.	4.
i	3596.	3508.	88.
j	2739.	3786.	-1047.
k	349.	417.	-68.
l	32.	35.	-3.
m	170.	167.	3.
n	204.	182.	22.
o	52.	61.	-9.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-1371.
b			-165.
c			1.
d			-2286.
e			2.
f			0.
g			1.
h			4.
i			88.
j			-1047.
k			-68.
l			-3.
m			3.
n			22.
o			-9.

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

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

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	AMERICAN TOWER CORP	P	02/08/11	09/14/11
b	AMERICAN WTR WKS CO INC	P	02/08/01	09/14/11
c	AMGEN INC	P	02/08/11	09/14/11
d	ANNALY CAPITAL MANAGEMENT INC	P	03/10/11	09/14/11
e	AUTODESK INC	P	02/08/11	09/14/11
f	BCE INC	P	02/08/11	09/14/11
g	BANK OF MONTREAL	P	02/08/11	09/14/11
h	BED BATH & BEYOND	P	02/08/11	09/14/11
i	BLACKROCK GLOBAL ALLOCATION FD INC	P	02/08/11	09/14/11
j	BRISTOL MYERS SQUIBB CO	P	12/10/08	09/14/11
k	CALAMOS GROWTH ANDINCOME FUND	P	02/28/11	09/14/11
l	CELGENE CORP	P	02/08/11	09/14/11
m	CINCINNATI FINANCIAL CORP	P	02/08/11	09/14/11
n	COACH INC	P	02/08/11	09/14/11
o	COSTCO WHOLESALE CORP	P	02/08/11	09/14/11

(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	218.	217.	1.
b	386.	346.	40.
c	55.	55.	0.
d	54.	54.	0.
e	85.	128.	-43.
f	79.	74.	5.
g	60.	60.	0.
h	120.	98.	22.
i	639.	679.	-40.
j	119.	84.	35.
k	275.	292.	-17.
l	60.	51.	9.
m	82.	100.	-18.
n	115.	114.	1.
o	82.	75.	7.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			1.
b			40.
c			0.
d			0.
e			-43.
f			5.
g			0.
h			22.
i			-40.
j			35.
k			-17.
l			9.
m			-18.
n			1.
o			7.

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

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

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 DELAWARE POOLED TR DIVERSIFIED INCOME FD	P	02/08/11	09/14/11
b DIAMOND HILL FUNDS	P	02/08/11	09/14/11
c DIGITAL REALTY TR INC	P	02/08/11	09/14/11
d R R DONNELLEY & SONS CO	P	02/08/11	09/14/11
e EMC CORP	P	06/27/11	09/14/11
f ENERGY TRANSFER PARTNERS LP	P	02/08/11	09/14/11
g ENERPLUS CORPORATION	P	02/08/11	09/14/11
h ENTERPRISE PRODS PARTNERS LP	P	02/08/11	09/14/11
i FIRST EAGLE GLOBAL FUND	P	02/08/11	09/14/11
j FRANKLIN GOLD & PRECIOUS METALS	P	02/08/11	09/14/11
k HCP INC	P	02/08/11	09/14/11
l H J HEINZ CO	P	02/08/11	09/14/11
m INTEL CORP	P	07/15/98	09/14/11
n INTERNATIONAL PAPER CO	P	06/09/11	09/14/11
o IVY ASSET STRATEGY FUND	P	02/08/11	09/14/11

(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 14190.		13813.	377.
b 462.		488.	-26.
c 169.		164.	5.
d 15.		19.	-4.
e 89.		103.	-14.
f 44.		53.	-9.
g 82.		95.	-13.
h 123.		130.	-7.
i 3425.		3573.	-148.
j 3194.		3246.	-52.
k 71.		74.	-3.
l 51.		48.	3.
m 276.		262.	14.
n 81.		88.	-7.
o 1096.		1155.	-59.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			377.
b			-26.
c			5.
d			-4.
e			-14.
f			-9.
g			-13.
h			-7.
i			-148.
j			-52.
k			-3.
l			3.
m			14.
n			-7.
o			-59.

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

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

RCB CHARITABLE FOUNDATION, INC.

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	JOHNSON & JOHNSON	P	02/08/11	09/14/11
b	JOHNSON CONTROLS INC	P	02/08/11	09/14/11
c	KINDER MORGAN ENERGY PARTNERS LP	P	02/08/11	09/14/11
d	ELI LILLY & CO	P	02/08/11	09/14/11
e	LOWES COMPANIES INC	P	01/15/02	09/14/11
f	MAXIM INTEGRATED PRODS INC	P	02/08/11	09/14/11
g	MEADWESTVACO CORP	P	02/08/11	09/14/11
h	MERCK & CO INC	P	02/08/11	09/14/11
i	MICROCHIP TECHNOLOGY INC	P	02/08/11	09/14/11
j	NATIONAL GRID PLC	P	02/08/11	09/14/11
k	NIKE INC	P	02/08/11	09/14/11
l	NISOURCE INC	P	02/08/11	09/14/11
m	NORDSTROM INC	P	08/12/11	09/14/11
n	NORTHEAST UTILITIES	P	02/08/11	09/14/11
o	NUSTAR ENERGY LP	P	02/08/11	09/14/11

(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 191.		183.	8.
b 117.		160.	-43.
c 208.		215.	-7.
d 37.		36.	1.
e 99.		106.	-7.
f 25.		26.	-1.
g 55.		58.	-3.
h 64.		66.	-2.
i 104.		112.	-8.
j 100.		90.	10.
k 176.		173.	3.
l 109.		94.	15.
m 324.		316.	8.
n 34.		34.	0.
o 113.		134.	-21.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) 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			8.
b			-43.
c			-7.
d			1.
e			-7.
f			-1.
g			-3.
h			-2.
i			-8.
j			10.
k			3.
l			15.
m			8.
n			0.
o			-21.

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	
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	

RCB CHARITABLE FOUNDATION, INC.

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 ONEOK PARTNERS LP	P	02/08/11	09/14/11
b ORACLE CORP	P	07/28/09	09/14/11
c PFIZER INC	P	02/08/11	09/14/11
d PIMCO ALL ASSET FUND	P	02/08/11	09/14/11
e PLAINS ALL AMERN PIPELINE LP	P	02/08/11	09/14/11
f QUALCOMM INC	P	02/08/11	09/14/11
g SPECTRA ENERGY CORP	P	03/22/07	09/14/11
h STATOILHYDRO ASA	P	02/08/11	09/14/11
i TELEFONICA SA	P	02/08/11	09/14/11
j TEMPLETON GLOBAL BOND FUND	P	02/08/11	09/14/11
k WELLS FARGO ADVANTAGE EMERGING MKTS GROWTH	P	02/28/11	09/14/11
l ANNALY CAPITAL MANAGEMENT INC	P	03/10/11	11/22/11
m ANNALY CAPITAL MANAGEMENT INC	P	09/29/11	11/22/11
n BRISTOL MYERS SQUIBB CO	P	12/10/08	11/15/11
o NORTHEAST UTILITIES	P	02/08/11	11/08/11

(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 44.		40.	4.
b 85.		65.	20.
c 37.		38.	-1.
d 6511.		6490.	21.
e 119.		128.	-9.
f 53.		56.	-3.
g 25.		25.	0.
h 67.		74.	-7.
i 75.		102.	-27.
j 2938.		3000.	-62.
k 369.		392.	-23.
l 673.		750.	-77.
m 32.		33.	-1.
n 1377.		929.	448.
o 685.		672.	13.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			4.
b			20.
c			-1.
d			21.
e			-9.
f			-3.
g			0.
h			-7.
i			-27.
j			-62.
k			-23.
l			-77.
m			-1.
n			448.
o			13.

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 }

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

2

3

RCB CHARITABLE FOUNDATION, INC.

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	AMERICAN TOWER CORP	P	02/08/11	12/19/11
b	AMGEN INC	P	02/08/11	12/19/11
c	BED BATH & BEYOND	P	02/08/11	12/19/11
d	CELGENE CORP	P	02/08/11	12/19/11
e	COSTCO WHOLESALE CORP	P	02/08/11	12/19/11
f	INTEL CORP	P	07/15/98	12/19/11
g	INTL BUSINESS MACHINES CORP	P	02/08/11	12/19/11
h	LOWES COMPANIES INC	P	01/15/02	12/19/11
i	NIKE INC	P	02/08/11	12/19/11
j	TARGET CORP	P	02/08/11	12/19/11
k	VERIZON COMMUNICATIONS	P	11/19/97	12/19/11
l	WHOLE FOODS MKT INC	P	08/12/11	12/19/11
m	SEADRILL LTD	P	02/08/11	01/25/12
n	ABBOTT LABORATORIES	P	02/08/11	01/25/12
o	ADOBE SYSTEMS INC	P	06/20/11	01/25/12

(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	653.	596.	57.
b	361.	330.	31.
c	428.	341.	87.
d	511.	410.	101.
e	331.	299.	32.
f	702.	605.	97.
g	369.	332.	37.
h	427.	361.	66.
i	657.	607.	50.
j	730.	776.	-46.
k	543.	480.	63.
l	663.	579.	84.
m	182.	176.	6.
n	165.	137.	28.
o	156.	153.	3.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			57.
b			31.
c			87.
d			101.
e			32.
f			97.
g			37.
h			66.
i			50.
j			-46.
k			63.
l			84.
m			6.
n			28.
o			3.

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	
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	

RCB CHARITABLE FOUNDATION, INC.

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	AMERICAN TOWER CORP	P	02/08/11	01/25/12
b	AMERICAN WTR WKS CO INC	P	02/08/11	01/25/12
c	AMGEN INC	P	02/08/11	01/25/12
d	AUTODESK INC	P	02/08/11	01/25/12
e	BANK OF MONTREAL	P	02/08/11	01/25/12
f	BED BATH & BEYOND	P	02/08/11	01/25/12
g	BLACKROCK GLOBAL ALLOCATION FD INC	P	02/08/11	01/25/12
h	CALAMOS GROWTH ANDINCOME FUND	P	02/28/11	01/25/12
i	CELGENE CORP	P	02/08/11	01/25/12
j	CINCINNATI FINANCIAL CORP	P	02/08/11	01/25/12
k	CINEMARK HOLDINGS INC	P	02/08/11	01/25/12
l	COACH INC	P	02/08/11	01/25/12
m	COSTCO WHOLESALE CORP	P	02/08/11	01/25/12
n	DIAMOND HILL FUNDS	P	02/08/11	01/25/12
o	DIGITAL REALTY TR INC	P	02/08/11	01/25/12

(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	252.	217.	35.
b	262.	213.	49.
c	207.	165.	42.
d	144.	171.	-27.
e	60.	60.	0.
f	188.	146.	42.
g	1013.	1059.	-46.
h	1177.	1202.	-25.
i	222.	154.	68.
j	98.	100.	-2.
k	99.	88.	11.
l	552.	456.	96.
m	165.	149.	16.
n	2777.	2663.	114.
o	205.	164.	41.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			35.
b			49.
c			42.
d			-27.
e			0.
f			42.
g			-46.
h			-25.
i			68.
j			-2.
k			11.
l			96.
m			16.
n			114.
o			41.

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)

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

2

3

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	R R DONNELLEY & SONS CO	P	02/08/11	01/25/12
b	EMC CORP	P	06/27/11	01/25/12
c	ENERGY TRANSFER PARTNERS LP	P	02/08/11	01/25/12
d	ENERPLUS CORPORATION	P	02/08/11	01/25/12
e	ENTERPRISE PRODS PARTNERS LP	P	02/08/11	01/25/12
f	FIRST EAGLE GLOBAL FUND	P	02/08/11	01/25/12
g	FRANKLIN GOLD & PRECIOUS METALS	P	02/08/11	01/25/12
h	GENERAL ELECTRIC CO	P	11/29/11	01/25/12
i	GLAXOSMITHKLINE PLC	P	02/08/11	01/25/12
j	HCP INC	P	02/08/11	01/25/12
k	HARDING LOEVNER EMERGING MARKET PORTFOLIO ADVISOR	P	02/08/11	01/25/12
l	H J HEINZ CO	P	02/08/11	01/25/12
m	INTEL CORP	P	07/15/98	01/25/12
n	INTL BUSINESS MACHINES CORP	P	02/08/11	01/25/12
o	INTERNATIONAL PAPER CO	P	06/09/11	01/25/12

(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 94.		150.	-56.
b 204.		206.	-2.
c 247.		267.	-20.
d 95.		127.	-32.
e 345.		303.	42.
f 1415.		1429.	-14.
g 2123.		2496.	-373.
h 57.		45.	12.
i 225.		195.	30.
j 165.		145.	20.
k 1291.		1387.	-96.
l 156.		145.	11.
m 295.		222.	73.
n 384.		332.	52.
o 31.		29.	2.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
a			-56.
b			-2.
c			-20.
d			-32.
e			42.
f			-14.
g			-373.
h			12.
i			30.
j			20.
k			-96.
l			11.
m			73.
n			52.
o			2.

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	
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	

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	IVY ASSET STRATEGY FUND	P	02/08/11	01/25/12
b	JOHNSON & JOHNSON	P	02/08/11	01/25/12
c	JOHNSON CONTROLS INC	P	02/08/11	01/25/12
d	KINDER MORGAN ENERGY PARTNERS LP	P	02/08/11	01/25/12
e	ELI LILLY & CO	P	02/08/11	01/25/12
f	LIMITED BRANDS INC	P	12/05/11	01/25/12
g	LOWES COMPANIES INC	P	01/15/02	01/25/12
h	MAXIM INTEGRATED PRODS INC	P	02/08/11	01/25/12
i	MEADWESTVACO CORP	P	02/08/11	01/25/12
j	MERCK & CO INC	P	02/08/11	01/25/12
k	MICROCHIP TECHNOLOGY INC	P	02/08/11	01/25/12
l	NATIONAL GRID PLC	P	02/08/11	01/25/12
m	NIKE INC	P	02/08/11	01/25/12
n	NISOURCE INC	P	02/08/11	01/25/12
o	NORDSTROM INC	P	08/12/11	01/25/12

(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 3451.		3540.	-89.
b 195.		183.	12.
c 159.		200.	-41.
d 359.		286.	73.
e 79.		72.	7.
f 84.		87.	-3.
g 188.		149.	39.
h 111.		104.	7.
i 92.		87.	5.
j 116.		100.	16.
k 111.		109.	2.
l 147.		135.	12.
m 206.		173.	33.
n 276.		225.	51.
o 293.		271.	22.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-89.
b			12.
c			-41.
d			73.
e			7.
f			-3.
g			39.
h			7.
i			5.
j			16.
k			2.
l			12.
m			33.
n			51.
o			22.

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

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

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	NORTHEAST UTILITIES	P	02/08/11	01/25/12
b	NUSTAR ENERGY LP	P	02/08/11	01/25/12
c	ONEOK PARTNERS LP	P	02/08/11	01/25/12
d	ORACLE CORP	P	07/28/09	01/25/12
e	PFIZER INC	P	02/08/11	01/25/12
f	PLAINS ALL AMERN PIPELINE LP	P	02/08/11	01/25/12
g	QUALCOMM INC	P	02/08/11	01/25/12
h	SPECTRA ENERGY CORP	P	03/22/07	01/25/12
i	WELLS FARGO ADVANTAGE EMERGING MKTS GROWTH	P	02/28/11	01/25/12
j	WPX ENERGY INC	P	03/10/11	01/06/12
k	AMERICAN WTR WKS CO INC	P	02/08/11	02/02/12
l	CINEMARK HOLDINGS INC	P	02/08/11	02/13/12
m	HCP INC	P	02/08/11	02/02/12
n	LIMITED BRANDS INC	P	12/05/11	02/13/12
o	NUSTAR ENERGY LP	P	02/08/11	02/10/12

(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	70.	67.	3.
b	59.	67.	-8.
c	230.	160.	70.
d	114.	87.	27.
e	87.	77.	10.
f	77.	64.	13.
g	294.	280.	14.
h	126.	100.	26.
i	587.	623.	-36.
j	314.	295.	19.
k	669.	533.	136.
l	840.	723.	117.
m	495.	443.	52.
n	723.	693.	30.
o	572.	672.	-100.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			3.
b			-8.
c			70.
d			27.
e			10.
f			13.
g			14.
h			26.
i			-36.
j			19.
k			136.
l			117.
m			52.
n			30.
o			-100.

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

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

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	NUSTAR ENERGY LP	P	09/29/11	02/10/12
b	YPF SA	P	11/08/11	02/14/12
c	WPX ENERGY INC-CASH IN LIEU	P	03/10/11	01/09/12
d	CAPITAL GAINS DIVIDENDS			
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 57.		53.	4.
b 708.		792.	-84.
c 6.			6.
d 8309.			8309.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			4.
b			-84.
c			6.
d			8309.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

5206.

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

3

N/A

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

SOURCE	AMOUNT
INTEREST FROM BANK	33.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	33.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS FROM SECURITIES	36117.	8309.	27808.
TOTAL TO FM 990-PF, PART I, LN 4	36117.	8309.	27808.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	940.	940.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	940.	940.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	1500.	0.	0.	1500.
TO FORM 990-PF, PG 1, LN 16B	1500.	0.	0.	1500.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL	6319.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	6319.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	19.	0.	0.	19.
ADMINISTRATION FEES	15003.	0.	0.	15003.
FOREIGN TAXES	99.	0.	0.	99.
TO FORM 990-PF, PG 1, LN 23	15121.	0.	0.	15121.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
ADD TO RESTRICTION	30000.
FAIR MARKET VALUE ADJUSTMENT OF SECURITIES	33747.
TOTAL TO FORM 990-PF, PART III, LINE 5	63747.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS	164798.	164798.
TOTAL TO FORM 990-PF, PART II, LINE 10B	164798.	164798.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTAL FUNDS	FMV	820342.	820342.
TOTAL TO FORM 990-PF, PART II, LINE 13		820342.	820342.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DONALD G. HICKS 180 HAVEN STREET READING, MA 01867	DIRECTOR 1.00	0.	0.	0.
SUSAN H. MUSE 180 HAVEN STREET READING, MA 01867	DIRECTOR 1.00	0.	0.	0.
JULIEANN M. THURLOW 180 HAVEN STREET READING, MA 01867	PRESIDENT 1.00	0.	0.	0.
RICHARD N. FINLAYSON 180 HAVEN STREET READING, MA 01867	DIRECTOR 1.00	0.	0.	0.
MICHAEL J. LINNANE 180 HAVEN STREET READING, MA 01867	DIRECTOR 1.00	0.	0.	0.
NANCY L. PARSONS 180 HAVEN STREET READING, MA 01867	DIRECTOR 1.00	0.	0.	0.
ANTHONY J. PATTI 180 HAVEN STREET READING, MA 01867	TREASURER 1.00	0.	0.	0.
KEVIN F. SMITH 180 HAVEN STREET READING, MA 01867	DIRECTOR 1.00	0.	0.	0.

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DAVID K. BLAKE 180 HAVEN STREET READING, MA 01867	DIRECTOR 1.00	0.	0.	0.
JAMES M. LISTON 180 HAVEN STREET READING, MA 01867	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDANTHONY J. PATTI
180 HAVEN STREET
READING, MA 01867TELEPHONE NUMBER

781-942-5006

FORM AND CONTENT OF APPLICATIONS

FORMAL 2 PAGE APPLICATION MUST BE COMPLETED. THE APPLICATION ASKS DETAILS ON THE ORGANIZATION, ITS CHARITABLE PURPOSE, AND HOW ITS PROGRAMS IMPACT THE COMMUNITIES IN THE GREATER AREA OF READING, MA. PROOF OF TAX EXEMPT STATUS IS ALSO REQUESTED.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE