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990-PF

Form
Department of the Treasury
Internal Revenue ServiceReturn 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

05/01, 2011, and ending

04/30, 2012

Name of foundation KATHARINE A. HEBERTON CHARITABLE TRUST TD BANK & GLENN ROWLEY CO-TRUSTEES 42C252014		A Employer identification number 33-6325735
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1330	Room/suite	B Telephone number (see instructions) (508) 862-0875
City or town, state, and ZIP code HYANNIS, MA 02601		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:	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 <input type="checkbox"/>	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, 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	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,979,451.		

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	56,507.	56,507.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-62,508.			
b Gross sales price for all assets on line 6a	1,587,579.			
7 Capital gain net income (from Part IV, line 2)				
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)	1,203.			STMT 4
12 Total. Add lines 1 through 11	-4,798.	56,507.		
13 Compensation of officers, directors, trustees, etc.	29,889.	19,929.		9,963.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)	35.	23.	NONE	12.
b Accounting fees (attach schedule)	575.	383.	NONE	192.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,720.	48.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses				
Add lines 13 through 23	32,219.	20,383.	NONE	10,167.
25 Contributions, gifts, grants paid	91,050.			91,050.
26 Total expenses and disbursements. Add lines 24 and 25	123,269.	20,383.	NONE	101,217.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-128,067.			
b Net investment income (if negative, enter -0-)		36,124.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

JSA

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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				
	2	Savings and temporary cash investments		160,891.	210,923.	210,923.
	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)	STMT 8	159,038.	402,026.	412,811.
	b	Investments - corporate stock (attach schedule)	STMT 9	1,014,723.	891,444.	1,082,561.
	c	Investments - corporate bonds (attach schedule)	STMT 11	541,535.	269,298.	273,156.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	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)		1,876,187.	1,773,691.	1,979,451.	
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 ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		1,876,187.	1,773,691.	
	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)		1,876,187.	1,773,691.	
31	Total liabilities and net assets/fund balances (see instructions)		1,876,187.	1,773,691.		

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	1,876,187.
2	Enter amount from Part I, line 27a	2	-128,067.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	26,813.
4	Add lines 1, 2, and 3	4	1,774,933.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	1,242.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,773,691.

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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 1,587,579.		1,650,087.	-62,508.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			-62,508.		
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	-62,508.	
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	100,805.	1,974,580.	0.051051
2009	125,603.	1,958,748.	0.064124
2008	77,089.	1,983,236.	0.038870
2007			
2006			

2 Total of line 1, column (d)	2	0.154045
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	0.051348
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,902,373.
5 Multiply line 4 by line 3	5	97,683.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	361.
7 Add lines 5 and 6	7	98,044.
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	101,217.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	361.
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	361.
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	361.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,200.	
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	1,200.	
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	839.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 364. Refunded <input type="checkbox"/>	11	475.	

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.		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 XIV	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	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?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>TD Bank, NA</u> Telephone no <u>(508) 862-0875</u> Located at <u>307 MAIN STREET/PO BOX 1330, HYANNIS, MA</u> ZIP + 4 <u>02601</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> 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?	16	Yes	No
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>				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)? <input type="checkbox"/>	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/>	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 <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.) <input type="checkbox"/>	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? <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.) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	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)? **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒

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? **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 (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 14		29,889.	-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	1,851,101.
b	Average of monthly cash balances	1b	80,242.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,931,343.
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	1,931,343.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,970.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,902,373.
6	Minimum investment return. Enter 5% of line 5	6	95,119.

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	95,119.
2a	Tax on investment income for 2011 from Part VI, line 5 2a		361.
b	Income tax for 2011. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	361.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	94,758.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	94,758.
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	94,758.

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	101,217.
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	101,217.
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	361.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	100,856.

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				94,758.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			NONE	
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	7,932.			
e From 2010	3,268.			
f Total of lines 3a through e	11,200.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 101,217.				
a Applied to 2010, but not more than line 2a			NONE	
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				94,758.
e Remaining amount distributed out of corpus	6,459.			
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	17,659.			
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			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
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	17,659.			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	7,932.			
d Excess from 2010	3,268.			
e Excess from 2011	6,459.			

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:

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	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 16				
Total			▶ 3a	91,050.
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			14	18,147.		
4 Dividends and interest from securities			14	38,359.		
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	-62,507.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue: a _____						
b <u>PARTNERSHIP INCOME</u>			1	1,203.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				-4,798.		
13 Total. Add line 12, columns (b), (d), and (e)						

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AT&T INC	3,536.	3,536.
AT&T INC 5.8% 02/15/2019 DTD 02/03/2009	1,378.	1,378.
AT&T INC 4.45% 05/15/2021 DTD 04/29/11	63.	63.
ABBOTT LABORATORIES	605.	605.
APACHE CORP COM	300.	300.
BANK OF NY MELLON 4.950% 11/01/2012 DTD	1,928.	1,928.
BNK OF NOVA SCOTIA 2.375% 12/17/2013 DTD	56.	56.
BAXTER INTL INC	567.	567.
BERKSHIRE HATHAWAY 5.40% 5/15/2018 DTD 1	103.	103.
BEST BUY INC	300.	300.
BOEING CO	700.	700.
BRISTOL-MEYERS SQUIBB	348.	348.
CVS CORP COM	100.	100.
CATERPILLAR INC.	138.	138.
CATERPILLAR FIN SR 4.250% 02/08/2013 DTD	1,492.	1,492.
CHEVRONTXACO CORP	1,004.	1,004.
CISCO SYSTEMS INC	180.	180.
CISCO SYSTEMS INC 4.950% 02/15/2019 DTD	122.	122.
COCA COLA CO	870.	870.
COCA COLA CO 1.500% 11/15/2015 DTD 11/15	29.	29.
COLGATE PALMOLIVE	255.	255.
CONOCOPHILLIPS	515.	515.
CONOCOPHILLIPS 4.750% 02/01/2014 DTD 02/	966.	966.
DOMINION RESOURCES 5.70% 09/17/2012 DTD	625.	625.
E I DUPONT DE NEMOURS	582.	582.
DUKE ENERGY CORP NEW	475.	475.
ERP OPERATING LP 5.2% 4/01/2013 DTD 3/19	1,140.	1,140.
EMERSON ELECTRIC CO	312.	312.
ENERGY CORP	581.	581.
EXXON MOBIL CORP	1,598.	1,598.
FED HOME LN MTG 5.00% 01/30/2014 DTD 01/	1,629.	1,629.
FED HOME LN MTG 4.75% 11/17/2015 DTD 10/	1,917.	1,917.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
F.H.L.M.C. NOTES 3.75% 03/27/2019 DTD 0	219.	219.
FNMA 5.375% 06/12/2017 DTD 06/08/07	1,707.	1,707.
GENERAL ELECTRIC	450.	450.
GE COMPANY 5.00% 02/01/2013 DTD 1/28/200	971.	971.
GEN ELEC CAP CORP 5.625% 09/15/2017 DTD	383.	383.
GOLDMAN SACHS GROUP INC COM	210.	210.
HEWLETT PACKARD CO 4.750% 06/02/2014 DTD	53.	53.
HOME DEPOT INC	400.	400.
HONEYWELL INTL INC	343.	343.
INTEL CORP	1,101.	1,101.
INTERNATIONAL BUSINESS MACHINES	225.	225.
ISHARES TR MSCI EAFE INDEX FD	505.	505.
J P MORGAN CHASE & CO	624.	624.
JPMORGAN CHASE & CO 6.00% 01/15/2018 DTD	272.	272.
JOHNSON & JOHNSON	2,098.	2,098.
KIMBERLY CLARK CORP	630.	630.
KRAFT FOODS INC	592.	592.
LOCKHEED MARTIN CORP	500.	500.
LORILLARD INC COM	627.	627.
MARATHON OIL	246.	246.
MARATHON PETROLEUM CORP COM	190.	190.
MCDONALDS CORP.	504.	504.
MERCK & CO INC NEW COM	830.	830.
MICROSOFT CORP	336.	336.
NEXTERA ENERGY INC COM	449.	449.
NIKE INC	101.	101.
NORFOLK SOUTHERN CORP.	306.	306.
ONTARIO PROVINCE 2.950% 02/05/2015 DTD 0	105.	105.
PIMCO HIGH YLD FUND INSTL #108	4,931.	4,931.
PNC FUNDING CORP 5.25% 11/15/2015 DTD 11	1,119.	1,119.
PAYCHEX INC	459.	459.
PEPSICO, INC	525.	525.
PEPSICO INC 3.100% 01/15/2015 DTD 01/14/	148.	148.

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STATEMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PFIZER, INC.	848.	848.
PHILIP MORRIS INTL INC COM	1,871.	1,871.
PROCTOR & GAMBLE	893.	893.
PROVINCE OF QUEBEC 2.750% 08/25/2021 DTD	1.	1.
SBC COMMUNICATIONS 5.10% 09/15/2014 DTD	81.	81.
SOUTHERN COMPANY	1,418.	1,418.
SPECTRA ENERGY CORP	140.	140.
STAPLES INCORPORATED	150.	150.
STATE STREET CORP	180.	180.
STRYKER CORP	90.	90.
TD ASSET MGMT US GOVT PORT INSTL #2	17.	17.
3M COMPANY	194.	194.
US BANK NA 6.30% 02/04/2014 DTD 02/04/20	813.	813.
UNITED PARCEL SVC CL B	550.	550.
U S TREAS. BONDS 4.25% 11/15/2014 DTD 11	31.	31.
U S TREASURY NOTE 4.875% 08/15/2016 DTD	61.	61.
U S TREASURY NOTE 4.125% 08/31/2012 DTD	8.	8.
U S TREASURY NOTE 3.125% 08/31/2013 DTD	83.	83.
U S TREASURY NOTE 3.125% 05/15/2019 DTD	102.	102.
U S TREASURY BOND 2.625% 08/15/2020 DTD	347.	347.
UNITED TECHNOLOGIES	269.	269.
VANGUARD GNMA	352.	352.
VERIZON COMMUNICATION	1,145.	1,145.
WACHOVIA CORP 5.750% 02/01/2018 DTD 01/3	196.	196.
WAL-MART STORES 4.55% 5/1/2013 DTD 4/29/	18.	18.
WELLS FARGO & CO 5.625% 12/11/2017 DTD 1	76.	76.
	-----	-----
	56,507.	56,507.
	=====	=====
TOTAL		

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
PARTNERSHIP INCOME	1,203.

TOTALS	1,203.
	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
OTHER NON-ALLOCABLE EXPENSE -	35.	23.		12.
TOTALS	35.	23.	NONE	12.
	=====	=====	=====	=====

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	575.	383.		192.
TOTALS	575.	383.	NONE	192.
	=====	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	472.	
FEDERAL ESTIMATES - PRINCIPAL	1,200.	
FOREIGN TAXES ON QUALIFIED FOR	47.	47.
FOREIGN TAXES ON NONQUALIFIED	1.	1.
	-----	-----
TOTALS	1,720.	48.
	=====	=====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
35000 FED HOME LN MTG 5.00%	35,908.	37,871.
35000 FED HOM LN MTG 4.75%	35,945.	40,039.
10000 FED NATL MTG ASSN .375%	9,925.	9,974.
20000 FHLMC NOTES 3.75%	22,502.	22,903.
35000 FNMA 5.375%	38,201.	42,505.
60000 U S TREAS BONDS 4.25%	66,659.	65,906.
55000 U S TREASURY NOTE 4.875%	64,617.	64,806.
55000 U S TREASURY NOTE 3.125%	57,403.	57,114.
35000 U S TREASURY NOTE 3.125%	39,018.	39,307.
30000 U S TREASURY BOND 2.625%	31,848.	32,386.
	-----	-----
TOTALS	402,026.	412,811.
	=====	=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
580 HOME DEPOT INC	18,682.	30,006.
310 MCDONALDS CORP	27,667.	30,209.
120 NIKE INC CLASS B	10,072.	13,448.
510 COCA COLA CO	35,593.	38,882.
180 COLGATE PALMOLIVE CO	15,998.	17,836.
150 KIMBERLY CLARK CORP	9,576.	11,766.
570 KRAFT FOODS INC	19,568.	22,778.
190 LORILLARD INC	20,959.	25,686.
430 PEPSICO INCORPORATED	27,256.	28,363.
680 PHILIP MORRIS INTL INC	46,473.	60,807.
710 PROCTER & GAMBLE CO	44,549.	45,135.
520 CHEVRON CORPORATION	50,045.	55,434.
320 CONOCOPHILLIPS	21,214.	22,894.
670 EXXON MOBIL CORP	26,927.	57,879.
710 MARATHON OIL CORP	16,477.	18,734.
250 MARATHON PETROLEUM CORP	11,339.	13,334.
430 SPECTRA ENERGY CORP	12,416.	13,228.
660 J P MORGAN CHASE & CO	22,889.	28,326.
530 ABBOT LABS CO	27,099.	32,897.
360 BAXTER INTERNATIONAL INC	18,426.	19,967.
430 BRISTOL MYERS SQUIBB CO	12,543.	14,348.
710 JOHNSON & JOHNSON CO	36,355.	46,238.
570 MERCK & CO INC NEW	18,462.	22,460.
1700 PFIZER	31,450.	38,897.
140 BOEING CO	9,959.	10,740.
130 CATERPILLAR INC	11,058.	13,324.
330 EMERSON ELECTRIC CO	14,490.	17,324.
390 HONEYWELL INTL INC	17,714.	23,611.
210 LOCKHEED MARTIN CORP	15,044.	18,979.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
290 NORFOLK SOUTHERN CORP	18,882.	21,118.
140 3M CO	11,082.	12,508.
160 UNITED PARCEL SERVICE CL B	11,962.	12,491.
240 UNITED TECHNOLOGIES	17,042.	19,579.
1320 INTEL CORP	26,538.	37,490.
130 INTL BUSINESS MACHINES COR	21,638.	26,912.
700 MICROSOFT CORPORATION	18,058.	22,420.
220 E I DUPONT DE NEMOURS INC	9,799.	8,858.
1391 AT&T INC	34,536.	45,840.
268 VERIZON COMMUNICATIONS	10,623.	10,827.
800 DUKE ENERGY CORP NEW	15,056.	17,149.
330 NEXTERA ENERGY INC	18,420.	21,220.
710 SOUTHERN CO	27,508.	32,619.
	-----	-----
TOTALS	891,444.	1,082,561.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
10000 AT&T INC 4.45%	10,753.	11,220.
20000 BNK OF NOVA SCOTIA 2.375	20,536.	20,539.
20000 BERKSHIRE HATHAWAY 5.40%	23,199.	23,646.
10000 CATERPILLAR FINL SE 2.05	10,307.	10,359.
10000 CISCO SYSTEMS INC 4.95%	11,436.	11,734.
15000 COCA COLA CO 1.500%	15,265.	15,324.
15000 CONOCOPHILLIPS 4.750%	15,622.	16,048.
10000 GE COMPANY 5.00%	9,987.	10,331.
20000 GEN ELEC CAP CORP 5.625%	22,109.	22,978.
15000 HEWLETT PACKARD CO 4.750	16,182.	16,007.
20000 JPMORGAN CHASE & CO 6.00	22,530.	23,109.
25000 ONTARIO PROVINCE 2.950%	26,420.	26,442.
5000 PROVINCE OF QUEBEC 2.750%	5,082.	5,084.
10000 SBC COMMUNICATIONS 5.10%	10,873.	10,983.
20000 WACHOVIA CORP 5.750%	22,491.	23,328.
25000 WAL-MART STORES 4.55%	26,506.	26,024.
	-----	-----
TOTALS	269,298.	273,156.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
ADJUSTMENT DUE TO ASSET SALE	26,725.
PRIOR YEAR ACCRUAL ADJUSTMENTS	88.

TOTAL	26,813.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

ACCRETION ADJUSTMENTS

1,242.

TOTAL

1,242.

=====

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

=====

OFFICER NAME:

TD Bank, NA

ADDRESS:

PO Box 1330

Hyannis, MA 02601

TITLE:

Corp Co-Trustee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 20,126.

OFFICER NAME:

Glenn Rowley

ADDRESS:

PO Box 1489

West Chatham, MA 02669

TITLE:

Co-trustee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 9,763.

TOTAL COMPENSATION:

29,889.

=====

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	1,911,869.	14,251.	
FEBRUARY	1,952,350.	18,528.	
MARCH	1,974,444.	2,999.	
APRIL	1,768,530.	210,923.	
MAY	1,867,096.	165,266.	
JUNE	1,836,094.	145,560.	
JULY	1,803,909.	144,189.	
AUGUST	1,726,257.	151,765.	
SEPTEMBER	1,766,993.	30,265.	
OCTOBER	1,847,020.	31,545.	
NOVEMBER	1,860,709.	34,064.	
DECEMBER	1,897,940.	13,553.	
	-----	-----	-----
TOTAL	22,213,211.	962,908.	
	=====	=====	=====
AVERAGE FMV	1,851,101.	80,242.	
	=====	=====	=====

RECIPIENT NAME:
CHESHIRE HEALTH FOUNDATION
ADDRESS:
ATTN: ACCOUNTING DEPARTMENT
KEENE, NH 03431
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID 45,525.

RECIPIENT NAME:
FRIENDS OF KEENE PUBLIC LIBRARY
C/O JANE PITTS
ADDRESS:
60 WINTER STREET
KEENE, NH 03431
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
AMOUNT OF GRANT PAID 45,525.

TOTAL GRANTS PAID: 91,050.
=====