Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning JUN 1, 2011 , and ending MAY 31, 2012

Name of foundation
RUBBLESTONE FOUNDATION
C/O MARCIA PETERS, ESQ.

A Employer identification number
04-3467104

Number and street (or P O box number if mail is not delivered to street address) 56 PERKINS ST. Room/suite

B Telephone number 617-524-5580

City or town, state, and ZIP code JAMAICA PLAIN, MA 02130

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 765,128.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,493.	2,493.		Statement 1
	4	Dividends and interest from securities	13,382.	13,382.		Statement 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	7,474.			
	b	Gross sales price for all assets on line 6a 339,229.				
	7	Capital gain net income (from Part IV, line 2)		7,474.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	23,349.	23,349.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	5,000.	0.		5,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees Stmt 3	950.	0.		950.
	c	Other professional fees				
	17	Interest	44.	0.		0.
	18	Taxes Stmt 4	181.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses Stmt 5	7,043.	6,416.		447.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	13,218.	6,416.		6,397.
	25	Contributions, gifts, grants paid	31,175.			31,175.
	26	**Total expenses and disbursements.** Add lines 24 and 25	44,393.	6,416.		37,572.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<21,044.>			
	b	**Net investment income** (if negative, enter -0-)		16,933.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	19,149.	18,807.	18,807.
	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 ▶ 115,003.			
	Less: allowance for doubtful accounts ▶ 0.	112,748.	115,003.	115,003.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations	50,021.		
	b Investments - corporate stock Stmt 6	403,681.	449,543.	521,475.
	c Investments - corporate bonds Stmt 7	126,385.	107,587.	109,843.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	711,984.	690,940.	765,128.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	711,984.	690,940.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	711,984.	690,940.	
	31 Total liabilities and net assets/fund balances	711,984.	690,940.	

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	711,984.
2	Enter amount from Part I, line 27a	2	<21,044.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	690,940.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	690,940.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE STATEMENTS ATTACHED	P	Various	Various
b	SEE STATEMENTS ATTACHED	P	Various	Various
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	114,093.		122,416.	<8,323.>
b	225,136.		209,339.	15,797.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				<8,323.>
b				15,797.
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	7,474.
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	51,573.	761,447.	.067730
2009	43,358.	625,348.	.069334
2008	53,263.	800,460.	.066540
2007	57,211.	939,444.	.060899
2006	61,434.	951,352.	.064575

2	Total of line 1, column (d)	2	.329078
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	.065816
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	778,433.
5	Multiply line 4 by line 3	5	51,233.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	169.
7	Add lines 5 and 6	7	51,402.
8	Enter qualifying distributions from Part XII, line 4	8	37,572.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter. ______ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).	1	339.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	339.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	339.
6	Credits/Payments.		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	339.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ MARCIA PETERS, ESQ. Telephone no ▶617-524-5580

Located at ▶56 PERKINS ST., JAMAICA PLAIN, MA ZIP+4 ▶02130

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

		Line	Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ▶ ____, ____, ____, ____	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARCIA C. PETERS, ESQ. 56 PERKINS ST. JAMAICA PLAIN, MA 02130	TRUSTEE 4.00	0.	0.	0.
DAVID T. KARAUS 56 PERKINS ST. JAMAICA PLAIN, MA 02130	TRUSTEE 2.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
MARCIA C. PETERS, ESQ.	LEGAL & MANAGEMENT	5,000.
DOHERTY & STUART, PC	ACCOUNTANTS	950.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	657,433.
b	Average of monthly cash balances	1b	18,978.
c	Fair market value of all other assets	1c	113,876.
d	**Total** (add lines 1a, b, and c)	1d	790,287.
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	790,287.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,854.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	778,433.
6	**Minimum investment return.** Enter 5% of line 5	6	38,922.

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	38,922.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 339.		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	339.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	38,583.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	38,583.
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	38,583.

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	37,572.
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	37,572.
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	37,572.

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				38,583.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006 — 12,977.				
b From 2007 — 11,195.				
c From 2008 — 14,046.				
d From 2009 — 12,307.				
e From 2010 — 14,167.				
f **Total** of lines 3a through e	64,692.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 37,572.				
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				37,572.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	1,011.			1,011.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	63,681.			
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	11,966.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	51,715.			
10 Analysis of line 9				
a Excess from 2007 — 11,195.				
b Excess from 2008 — 14,046.				
c Excess from 2009 — 12,307.				
d Excess from 2010 — 14,167.				
e Excess from 2011 —				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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				
ARBOR DAY FOUNDATION 100 ARBOR AVE. NEBRASKA CITY, NE 68410		501(c)3	UNRESTRICTED	100.
BOSWYCK FARMS 1609 DEKALB AVE #1D BROOKLYN, NY 11237		501(c)3	UNRESTRICTED	50.
ALTERNATIVES FOR COMMUNITY & ENVIRONMENT 2181 WASHINGTON ST. #301 ROXBURY, MA 02119		501(c)3	UNRESTRICTED	100.
e-INC. 529 MAIN ST. #1M7 CHARLESTOWN, MA 02129		501(c)3	UNRESTRICTED	250.
ANIMAL LEGAL DEFENSE 170 E. COTATI AVE COTATI, CA 94931		501(c)3	UNRESTRICTED	600.
Total See continuation sheet(s) ▶ 3a				31,175.
b Approved for future payment				
None				
Total ▶ 3b				0.

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
APPALACIAN MOUNTAIN CLUB 5 JOY ST. BOSTON, MA 02108		501(c)3	UNRESTRICTED	1,000.
BBMC CHARITABLE & EDUC FOUNDATION 100 TERRACE ST. ROXBURY CROSSING, MA 02120		501(c)3	UNRESTRICTED	1,000.
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON ROAD KANAB, UT 84741		501(c)3	UNRESTRICTED	500.
BIKES NOT BOMBS 284 AMORY ST. JAMAICA PLAIN, MA 02130		501(c)3	UNRESTRICTED	500.
CISPES EDUCATION FUND 33 HARRISON ST. 5TH FL BOSTON, MA 02111		501(c)3	UNRESTRICTED	50.
CENTER FOR SCIENCE 1220 L ST NW #300 WASHINGTON, DC 20005		501(c)3	UNRESTRICTED	100.
FENWAY COMMUNITY DEVELOP CORP 70 BURBANK ST. BOSTON, MA 02115		501(c)3	UNRESTRICTED	100.
CORPORATE ACCOUNTABILITY INTL 10 MILK ST. #610 BOSTON, MA 02108		501(c)3	UNRESTRICTED	2,000.
ESAC 3313 WASHINGTON ST. JAMAICA PLAIN, MA 02130		501(c)3	UNRESTRICTED	175.
DSA FUND 75 MAIDEN LANE #505 NEW YORK, NY 10038		501(c)3	UNRESTRICTED	500.
Total from continuation sheets				30,075.

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
ELIZABETH STONE HOUSE BOX 300039 JAMAICA PLAIN, MA 02130		501(c)3	UNRESTRICTED	1,000.
EMERALD NECKLACE CONSERVANCY 125 THE FENWAY BOSTON, MA 02115		501(c)3	UNRESTRICTED	250.
ENVIRONMENTAL DEFENSE 1875 CONNECTICUT AV. NW #600 WASHINGTON, DC 20009		501(c)3	UNRESTRICTED	1,000.
FRIENDSHIP WORKS 105 CHAUNCY ST. BOSTON, MA 02111		501(c)3	UNRESTRICTED	100.
GLOUCESTER ADVENTURE 4 HARBOR LOOP GLOUCESTER, MA 01930		501(c)3	UNRESTRICTED	50.
GORILLA FOUNDATION BOX 620530 WOODSIDE, CA 94062		501(c)3	UNRESTRICTED	100.
GREY2K USA EDUCATION FUND BOX 440142 SOMERVILLE, MA 02144		501(c)3	UNRESTRICTED	100.
BOSTON MEDICAL CENTER ONE MEDICAL CTR PLACE BOSTON, MA 02118		501(c)3	UNRESTRICTED	250.
GREEN AMERICA 1612 K ST. NW SUITE 600 WASHINGTON, DC 20006		501(c)3	UNRESTRICTED	4,000.
HEARTH 1640 WASHINGTON ST. BOSTON, MA 02118		501(c)3	UNRESTRICTED	1,000.
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
HIGHTOWER LOWDOWN BOX 20596 NEW YORK, NY 10114		501(c)3	UNRESTRICTED	100.
INSTITUTE FOR POLICY STUDIES 1112 16TH ST.NW #600 WASHINGTON, DC 20036		501(c)3	UNRESTRICTED	2,000.
JAMAICA PLAIN TUESDAY CLUB, INC. 12 SOUTH ST. JAMAICA PLAIN, MA 02130		501(c)3	UNRESTRICTED	1,150.
MASSACHUSETTS ANIMAL COALITION BOX 766 WESTBOROUGH, MA 01581		501(c)3	UNRESTRICTED	100.
MASSACHUSETTS LAW REFORM INSTITUTE 99 CHAUNCY ST. #500 BOSTON, MA 02111		501(c)3	UNRESTRICTED	1,000.
MEMORIAL SLOANE-KETTERING CANCER CTR 1275 YORK AVE NEW YORK, NY 10065		501(c)3	UNRESTRICTED	500.
MOTHER JONES INVESTIGATIVE FUND 222 SUTTER ST. #600 SAN FRANCISCO, CA 94108		501(c)3	UNRESTRICTED	500.
ST. JOHN CHURCH 1 ROANOKE AVE. JAMAICA PLAIN, MA 02130		501(c)3	UNRESTRICTED	70.
NEW LIFE MOBILITY ASSISTANCE DOGS, INC. BOX 659 MORAVIAN FALLS, NC 28654		501(c)3	UNRESTRICTED	5,000.
POUNDHOUNDS INC. P.O. BOX 212 BOLTON, MA 01740		501(c)3	UNRESTRICTED	5,200.
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
UNITED FOR A FAIR ECONOMY 29 WINTER ST. BOSTON, MA 02108		501(c)3	UNRESTRICTED	500.
TELLURIDE ADAPTIVE SPORTS PROGRAM 568 MT. VILLAGE BLVD #101 MT. VILLAGE, CO 84741		501(c)3	UNRESTRICTED	180.
Total from continuation sheets				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,493.	
4 Dividends and interest from securities			14	13,382.	
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	7,474.	
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.		23,349.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 23,349.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Marcia C. Peters | 10-15-12 | TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	HARRY J. STUART, CPA		10/12/12		P01329358
	Firm's name ▶ DOHERTY & STUART, P.C.			Firm's EIN ▶ 04-3106534	
	Firm's address ▶ P. O. BOX 719 LENOX, MA 01240			Phone no (413) 637-1690	

Form 990-PF	Interest on Savings and Temporary Cash Investments	Statement 1

Source	Amount
BOSTON COMMUNITY CAPITAL-NOTE RECEIVABLE	2,255.
SCHWAB MONEY MARKET FUND	237.
WAINWRIGHT BANK	1.
Total to Form 990-PF, Part I, line 3, Column A	2,493.

Form 990-PF	Dividends and Interest from Securities	Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
VAR. BOND INT. VIA TRILLIUM	4,879.	0.	4,879.
VAR. DIV. VIA TRILLIUM	8,503.	0.	8,503.
Total to Fm 990-PF, Part I, ln 4	13,382.	0.	13,382.

Form 990-PF	Accounting Fees	Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
DOHERTY & STUART, P.C FORM 990PF 5/31/11	950.	0.		950.
To Form 990-PF, Pg 1, ln 16b	950.	0.		950.

Form 990-PF	Taxes	Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAX	180.	0.		0.
FEDERAL TAX-FORM 990PC 05/31/2011	1.	0.		0.
To Form 990-PF, Pg 1, ln 18	181.	0.		0.

Form 990-PF	Other Expenses	Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT FEES	6,416.	6,416.		0.
FILING FEE	35.	0.		35.
DUES	302.	0.		302.
POSTAGE	56.	0.		56.
PENALTY	180.	0.		0.
BANK FEE	54.	0.		54.
To Form 990-PF, Pg 1, ln 23	7,043.	6,416.		447.

Form 990-PF	Corporate Stock	Statement 6

Description	Book Value	Fair Market Value
SEE SCHEDULE 1 ATTACHED	449,543.	521,475.
Total to Form 990-PF, Part II, line 10b	449,543.	521,475.

Form 990-PF	Corporate Bonds	Statement 7

Description	Book Value	Fair Market Value
SEE SCHEDULE 1 ATTACHED	107,587.	109,843.
Total to Form 990-PF, Part II, line 10c	107,587.	109,843.

Trillium Asset Management, LLC

PORTFOLIO APPRAISAL

The Rubblestone Foundation

69105

May 31, 2012

Quantity	Security	Ticker	Purchase Date	Unit Cost	Total Cost	Current Price	Market Value	Pct. Assets	Unrealized Gain/Loss	Annual Income	Cur. Yield
Cash and Equivalents											
	Schwab Advisor Prem Cash Resrv				11,536 34		11,536 34	1 8		1 15	0 0
Corporate Bonds											
25,000	Dell Inc 2 300% Due 09-10-15		10-13-10	101 61	25,401 50	103 35	25,838 68	4 0	437 18	575 00	2 2
25,000	Citigroup Inc 5 300% Due 01-07-16		02-23-11	107 57	26,891 25	105 86	26,465 38	4 1	-425 88	1,325 00	5 0
25,000	IBRD Green Bond 2 000% Due 10-20-16		02-16-11	96 29	24,072 50	104 85	26,212 78	4 1	2,140 28	500 00	1 9
25,000	Royal Bk Scotland Nv 3 250% Due 10-12-18		10-06-10	100 04	25,010 00	100 15	25,037 60	3 9	27 60	812 50	3 2
	Accrued Interest						1,493 58	0 2			
					101,375 25		105,048 00	16 3	2,179 18	3,212 50	3 1
Bond Funds											
560 528	Community Reinvestment Act Qlf Instl Shs	cranx	01-20-12	11 08	6,211 94	11 22	6,289 12	1 0	77 18	246 62	3 9
Common Stock											
Energy											
79	Apache Corporation	apa	05-24-00	23 71	1,873 00	81 38	6,429 02	1 0	4,556 02	53 72	0 8
192	Atwood Oceanics, Inc	atw	08-29-11	41 05	7,882 31	38 21	7,336 32	1 1	-545 99	0 00	0 0
137	Hess Corp	hes	06-21-10	56 87	7,791 05	43 70	5,986 90	0 9	-1,804 15	54 80	0 9
329	Marathon Petroleum Corporation	mpc	05-17-12	35 62	11,717 47	36 07	11,867 03	1 8	149 56	460 60	3 9
64	National Oilwell Varco, Inc	nov	09-21-10	46 80	2,995 01	66 75	4,272 00	0 7	1,276 99	30 72	0 7
445	Statoil ASA	sto	06-03-08	33 59	14,945 54	22 70	10,101 50	1 6	-4,844 04	402 43	4 0
175	Superior Energy Services, Inc	spn	02-04-09	21 07	3,686 61	21 64	3,787 00	0 6	100 39	0 00	0 0
					50,890 99		49,779 77	7 7	-1,111 22	1,002 27	2 0
Materials											
125	Minerals Technologies Inc	mtx	11-05-08	56 16	7,020 04	63 27	7,908 75	1 2	888 71	25 00	0 3
228	Owens-Illinois, Inc	oi	01-23-12	23 29	5,310 75	19 54	4,455 12	0 7	-855 63	0 00	0 0
306	Sealed Air Corporation	see	01-23-12	19 43	5,946 25	15 65	4,788 90	0 7	-1,157 35	159 12	3 3
					18,277 04		17,152 77	2 7	-1,124 27	184 12	1 1

SCHEDULE 1

Trillium Asset Management, LLC

PORTFOLIO APPRAISAL

The Rubblestone Foundation

69105

May 31, 2012

Quantity	Security	Ticker	Purchase Date	Unit Cost	Total Cost	Current Price	Market Value	Pct. Assets	Unrealized Gain/Loss	Annual Income	Cur. Yield
Industrial Goods											
195	ABB Ltd Spd ADR	abb	01-13-11	20 55	4,006 41	15 81	3,082 95	0 5	-923 46	135 11	4 4
57	Fedex Corp Com	fdx	07-18-11	90 79	5,175 07	89 14	5,080 98	0 8	-94 09	31 92	0 6
150	Kansas City Southern	ksu	07-18-11	62 01	9,300 75	65 98	9,897 00	1 5	596 25	117 00	1 2
402	Lincoln Electric Holdings Inc	leco	06-21-10	35 46	14,256 54	47 58	19,127 16	3 0	4,870 62	273 36	1 4
123	United Parcel Service, Inc	ups	06-21-10	62 64	7,705 17	74 94	9,217 62	1 4	1,512 45	280 44	3 0
104	Valmont Industries, Inc	vmi	05-17-12	113 44	11,798 11	114 50	11,908 00	1 8	109 89	93 60	0 8
26	W W Grainger, Inc	gww	06-10-05	54 63	1,420 32	193 65	5,034 90	0 8	3,614 59	83 20	1 7
					53,662 37		63,348 61	9 8	9,686 24	1,014 63	1 6
Consumer Discretionary											
272	Jarden Corporation	jah	07-07-08	28 23	7,678 77	40 65	11,056 80	1 7	3,378 03	0 00	0 0
91	Johnson Controls, Inc	jci	06-03-08	34 04	3,097 49	30 14	2,742 74	0 4	-354 75	65 52	2 4
165	Mens Wearhouse Inc	mw	07-18-11	33 72	5,564 13	35 99	5,938 35	0 9	374 22	118 80	2 0
58	Nordstrom Inc	jwn	10-18-11	51 39	2,980 39	47 37	2,747 46	0 4	-232 93	62 64	2 3
133	Starbucks Corp	sbux	06-21-10	31 97	4,252 64	54 89	7,300 37	1 1	3,047 73	90 44	1 2
69	Starwood Hotels & Resorts Worldwide, Inc	hot	06-21-10	48 66	3,357 42	52 85	3,646 65	0 6	289 23	34 50	0 9
116	Target Corp	tgt	10-18-11	53 61	6,218 51	57 91	6,717 56	1 0	499 05	167 04	2 5
221	The Home Depot, Inc	hd	02-04-09	29 91	6,610 70	49 34	10,904 14	1 7	4,293 44	256 36	2 4
283	Time Warner Inc	twx	11-12-09	32 61	9,229 20	34 47	9,755 01	1 5	525 81	294 32	3 0
					48,989 25		60,809 08	9 4	11,819 83	1,089 62	1 8
Consumer Staples											
262	Church & Dwight Co , Inc	chd	06-21-10	42 36	11,098 66	53 24	13,948 88	2 2	2,850 22	251 52	1 8
28	Colgate-Palmolive Co	cl	08-29-11	89 40	2,503 29	98 30	2,752 40	0 4	249 11	69 44	2 5
123	Costco Wholesale Corporation	cost	01-24-11	72 65	8,936 09	86 39	10,625 97	1 6	1,689 88	135 30	1 3
120	Procter & Gamble Co	pg	03-29-05	55 21	6,624 70	62 29	7,474 80	1 2	850 10	269 76	3 6
108	Whole Foods Market, Inc	wfm	06-21-10	46 30	4,999 96	88 61	9,569 88	1 5	4,569 92	60 48	0 6
					34,162 70		44,371 93	6 9	10,209 23	786 50	1 8
Health Care											
159	Baxter International Inc	bax	08-29-11	55 35	8,800 12	50 62	8,048 58	1 2	-751 54	286 20	3 6
80	Cerner Corporation	cern	03-29-11	55 18	4,414 47	77 96	6,236 80	1 0	1,822 33	0 00	0 0
161	Endo Health Solutions Inc	endp	01-14-10	20 81	3,349 87	32 52	5,235 72	0 8	1,885 85	0 00	0 0
171	GlaxoSmithKline plc (ADR)	gsk	01-23-12	45 04	7,701 31	44 11	7,542 81	1 2	-158 50	390 46	5 2

SCHEDULE 1

Trillium Asset Management, LLC

PORTFOLIO APPRAISAL

The Rubblestone Foundation

69105

May 31, 2012

Quantity	Security	Ticker	Purchase Date	Unit Cost	Total Cost	Current Price	Market Value	Pct. Assets	Unrealized Gain/Loss	Annual Income	Cur. Yield
42	Novartis A G SPD ADR	nvs	01-24-11	57 43	2,412 19	52 03	2,185 26	0 3	-226 93	88 47	4 0
38	Novo-Nordisk A S Adr	nvo	05-17-12	141 40	5,373 29	133 79	5,084 02	0 8	-289 27	69 61	1 4
225	PowerShares Dynamic Biotech & Genome Portfolio	pbe	07-07-08	15 88	3,572 68	21 36	4,806 00	0 7	1,233 33	0 00	0 0
90	St Jude Med Inc	stj	06-21-10	37 79	3,400 79	38 42	3,457 80	0 5	57 01	82 80	2 4
298	Unitedhealth Group, Inc	unh	06-21-10	38 50	11,473 96	55 77	16,619 46	2 6	5,145 50	253 30	1 5
					50,498 68		59,216 45	9 2	8,717 77	1,170 84	2 0
Financial Services											
221	AFLAC Inc	afl	08-20-09	50 05	11,060 39	40 08	8,857 68	1 4	-2,202 71	291 72	3 3
100	American Express Company	axp	06-21-10	42 65	4,265 22	55 83	5,583 00	0 9	1,317 78	80 00	1 4
191	CBRE Group Inc	cbg	03-29-11	27 31	5,217 08	16 45	3,141 95	0 5	-2,075 13	0 00	0 0
247	Citigroup Inc	c	01-23-12	30 22	7,465 55	26 51	6,547 97	1 0	-917 58	9 88	0 2
720	Fifth Third Bancorp	fitb	01-23-12	13 63	9,812 15	13 35	9,612 00	1 5	-200 15	230 40	2 4
130	Hartford Finl Svcs Group Inc	hig	06-21-10	25 23	3,279 86	16 82	2,186 60	0 3	-1,093 26	52 00	2 4
242	Horace Mann Educators Corp New Com	hmn	05-17-12	17 05	4,125 04	17 11	4,140 62	0 6	15 58	125 84	3 0
155	HSBC Holdings plc (ADR)	hbc	05-17-12	41 35	6,408 71	39 50	6,122 50	1 0	-286 21	317 75	5 2
199	JPMorgan Chase & Co	jpm	05-15-03	34 45	6,856 44	33 15	6,596 85	1 0	-259 59	238 80	3 6
268	Lincoln National Corporation	lnc	01-23-12	23 01	6,166 74	20 67	5,539 56	0 9	-627 18	85 76	1 5
85	Prologis, Inc	pld	10-18-11	26 65	2,265 55	31 98	2,718 30	0 4	452 75	95 20	3 5
251	The Chubb Corporation	cb	05-15-03	49 36	12,389 22	72 07	18,089 57	2 8	5,700 35	411 64	2 3
305	Wells Fargo & Company	wfc	11-05-08	30 39	9,267 90	32 05	9,775 25	1 5	507 35	268 40	2 7
					88,579 84		88,911 85	13 8	332 01	2,207 39	2 5
Technology											
45	Apple Inc	aapl	06-03-08	143 92	6,476 28	577 73	25,997 85	4 0	19,521 57	477 00	1 8
189	Applied Materials, Inc	amat	03-29-11	15 80	2,986 56	10 33	1,952 37	0 3	-1,034 19	68 04	3 5
996	Cisco Systems, Inc	csco	01-23-12	17 52	17,447 04	16 33	16,264 68	2 5	-1,182 36	557 76	3 4
164	eBay Inc	ebay	11-01-11	31 34	5,139 49	39 19	6,427 16	1 0	1,287 67	0 00	0 0
114	EMC Corporation	emc	08-20-09	15 16	1,728 22	23 85	2,718 90	0 4	990 68	0 00	0 0
8	Google Inc	goog	01-23-12	587 71	4,701 70	580 86	4,646 88	0 7	-54 82	0 00	0 0
38	IBM Corp	ibm	10-03-06	82 83	3,147 40	192 90	7,330 20	1 1	4,182 80	129 20	1 8
279	Intel Corporation	intc	11-12-09	20 84	5,815 48	25 84	7,209 36	1 1	1,393 88	251 10	3 5
26	Mastercard Incorporated	ma	07-18-11	306 90	7,979 48	406 51	10,569 26	1 6	2,589 78	31 20	0 3
225	Microsoft Corporation	msft	04-18-00	24 18	5,441 01	29 19	6,567 75	1 0	1,126 74	180 00	2 7
68	Netgear Inc Com	ntgr	01-23-12	40 66	2,765 18	31 39	2,134 52	0 3	-630 66	0 00	0 0

SCHEDULE 1

Trillium Asset Management, LLC

PORTFOLIO APPRAISAL

The Rubblestone Foundation

69105

May 31, 2012

Quantity	Security	Ticker	Purchase Date	Unit Cost	Total Cost	Current Price	Market Value	Pct. Assets	Unrealized Gain/Loss	Annual Income	Cur. Yield
335	Oracle Corp Com	orcl	06-10-05	19 19	6,430 17	26 47	8,867 45	1 4	2,437 28	80 40	0 9
138	QUALCOMM Incorporated	qcom	01-24-11	52 97	7,309 55	57 31	7,908 78	1 2	599 23	138 00	1 7
110	VeriFone Systems Inc	pay	10-18-11	38 97	4,286 55	36 11	3,972 10	0 6	-314 45	0 00	0 0
					81,654 11		112,567 26	17 5	30,913 15	1,912 70	1 7
Telecommunications											
384	Vodafone Group Public Limited Company	vod	03-29-11	29 20	11,214 49	26 79	10,287 36	1 6	-927 13	558 48	5 4
Utilities											
165	Avista Corp Com	ava	11-05-08	19 63	3,239 51	25 41	4,192 65	0 7	953 14	191 40	4 6
50	National Grid PLC SPD ADR	ngg	07-18-11	48 59	2,429 72	50 29	2,514 50	0 4	84 78	155 67	6 2
342	NV Energy, Inc	nve	06-21-10	13 36	4,570 77	17 30	5,916 60	0 9	1,345 83	232 56	3 9
29	Oneok Inc New Com	oke	06-21-10	47 35	1,373 18	82 99	2,406 71	0 4	1,033 53	38 28	1 6
					11,613 18		15,030 46	2 3	3,417 28	617 91	4 1
					449,542 64		521,475 54	80 9	71,932 90	10,544 45	2 0
TOTAL PORTFOLIO					**568,666.17**		**644,349.01**	**100.0**	**74,189.26**	**14,004.72**	**2.2**

CHECKING ACCOUNT	7,270.29
NOTE RECEIVABLE	115,002.85
LESS MV ACCRUED INTEREST	(1,493.58)
	765,128.57

SCHEDULE 1

Trillium Asset Management, LLC
REALIZED GAINS AND LOSSES
The Rubblestone Foundation
69105
From 05-31-11 Through 05-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
06-17-10	06-17-11	25,000	Federal Farm Cr Bks Cons 1.600% Due 06-17-13	25,011.25	25,000.00	-11.25	
03-29-11	06-21-11	330	Sunpower Corp Com Cl A	5,571.95	7,662.55	2,090.60	
06-21-10	07-18-11	128	United Nat Foods Inc Com	4,196.45	5,564.60		1,368.15
06-21-10	07-18-11	110	Alliant Energy Corp	3,665.11	4,398.07		732.96
01-24-11	07-18-11	33	National Oilwell Varco, Inc.	2,266.26	2,564.65	298.39	
06-21-10	07-18-11	70	Superior Energy Services, Inc.	1,479.31	2,708.84		1,229.53
11-12-09	07-18-11	76	Timberland Co Cl A	1,257.40	3,257.00		1,999.60
08-20-09	07-18-11	20	Timberland Co Cl A	261.71	857.11		595.40
03-29-11	07-18-11	20	Cerner Corporation	1,103.62	1,214.43	110.81	
03-29-11	07-18-11	18	Starwood Hotels & Resorts Worldwide, Inc	1,034.23	973.94	-60.29	
06-21-10	07-18-11	1	Starwood Hotels & Resorts Worldwide, Inc	48.66	54.11		5.45
03-29-11	07-18-11	27	Johnson Controls, Inc	1,136.74	1,081.92	-54.82	
06-03-08	07-18-11	14	Johnson Controls, Inc	476.54	560.99		84.45
03-29-11	07-18-11	16	Waters Corp Com	1,373.95	1,473.74	99.79	
03-29-11	07-18-11	110	Applied Materials, Inc.	1,738.21	1,343.03	-395.18	
06-21-10	07-18-11	16	Becton Dickinson & Co	1,149.20	1,373.13		223,93
03-29-11	07-18-11	52	CBRE Group Inc	1,420.36	1,175.59	-244.77	
03-29-11	07-18-11	106	Vodafone Group Public Limited Company	3,095.67	2,677.25	-418.42	
01-17-08	07-18-11	145	Texas Instrs Inc Com	4,269.70	4,408.22		138.52
06-03-08	07-18-11	75	Intel Corporation	1,766.80	1,664.29		-102.51
03-29-05	07-18-11	100	Intel Corporation	2,353.00	2,219.05		-133.95
06-21-10	07-18-11	52	Intel Corporation	1,111.33	1,153.91		42.58
08-20-09	07-18-11	160	Sealed Air Corporation	2,937.60	3,596.31		658.71
11-12-09	07-18-11	135	Barclays Plc Adr	2,909.27	1,791.72		-1,117.55
03-29-11	07-18-11	91	The Home Depot, Inc	3,436.83	3,233.06	-203.77	

Trillium Asset Management, LLC
REALIZED GAINS AND LOSSES
The Rubblestone Foundation
69105
From 05-31-11 Through 05-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
06-21-10	07-18-11	124	The Home Depot, Inc	3,921.67	4,405.48		483.81
06-21-10	07-18-11	150	Horace Mann Educators Corp New Com	2,412.97	2,222.73		-190.24
08-20-09	07-18-11	190	Horace Mann Educators Corp New Com	2,229.03	2,815.46		586.43
03-29-11	07-20-11	21	Sunpower Corp Com Cl A	354.58	457.93	103.35	
06-21-10	08-29-11	105	Whole Foods Market, Inc.	4,165.68	6,529.98		2,364.30
03-29-11	08-29-11	53	Novo-Nordisk A S Adr	6,446.95	5,448.68	-998.27	
01-13-11	08-29-11	213	ABB Ltd Spd ADR	5,004.83	4,321.84	-682.99	
11-17-10	08-29-11	53	The Chubb Corporation	3,035.75	3,262.74	226.99	
05-15-03	08-29-11	27	The Chubb Corporation	818.06	1,662.15		844.10
01-14-10	08-29-11	240	Progressive Corp Ohio Com	4,289.80	4,478.85		189.05
01-24-11	08-29-11	173	HCC Ins Hldgs Inc	5,234.73	4,984.84	-249.89	
08-20-09	08-29-11	115	Noble Corporation	4,002.07	3,662.05		-340.02
03-29-11	10-18-11	270	Applied Materials, Inc.	4,266.51	3,081.47	-1,185.04	
08-20-09	10-18-11	126	EMC Corporation	1,910.14	2,985.22		1,075.08
06-21-10	10-18-11	31	Oneok Inc New Com	1,467.88	2,225.59		757.71
06-21-10	10-18-11	62	United Parcel Service, Inc.	3,883.91	4,236.39		352.48
03-29-11	10-18-11	63	Waters Corp Com	5,409.91	4,718.45	-691.46	
06-21-10	10-18-11	57	United Nat Foods Inc Com	1,868.73	2,121.83		253.10
11-05-08	10-18-11	115	Thomas & Betts Corp Com	3,010.43	5,048.54		2,038.11
09-21-10	11-01-11	45	Unitedhealth Group, Inc	1,599.31	2,089.09		489.78
06-21-10	11-01-11	56	Unitedhealth Group, Inc	1,757.72	2,599.75		842.03
07-18-11	11-01-11	302	NV Energy, Inc.	4,559.45	4,663.64	104.19	
01-24-11	11-01-11	23	NV Energy, Inc.	336.33	355.18	18.85	
05-18-11	12-02-11	39	Novartis A G SPD ADR	2,405.38	2,086.91	-318.47	
01-24-11	12-02-11	40	Novartis A G SPD ADR	2,297.33	2,140.43	-156.90	
01-10-11	01-15-12	25,000	Federal Home Ln Mtg Corp 1.750% Due 01-15-16	25,010.00	25,000.00		-10.00
03-29-11	01-18-12	1	SunCoke Energy, Inc	8.53	7.74	-0.79	

Trillium Asset Management, LLC
REALIZED GAINS AND LOSSES
The Rubblestone Foundation
69105
From 05-31-11 Through 05-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
07-18-11	01-23-12	69	Analog Devices Inc	2,458.89	2,730.52	271.63	
11-17-10	01-23-12	81	Air Prods & Chems Inc	6,769.08	7,328.47		559.39
01-24-11	01-23-12	52	HCC Ins Hldgs Inc	1,573.44	1,468.43	-105.01	
08-20-09	01-23-12	190	Powershares Global ETF Trust Gbl Clean Ener	2,966.04	1,720.86		-1,245.18
01-24-11	01-23-12	193	Banco Bradesco S A Sp ADR PFD	3,819.99	3,534.32	-285.67	
06-21-10	01-23-12	57	Becton Dickinson & Co	4,094.02	4,439.02		345.00
06-21-10	01-23-12	94	Intel Corporation	2,008.94	2,508.21		499.27
01-14-10	01-23-12	185	Spectra Energy Corp	4,120.29	5,868.22		1,747.93
01-17-08	01-23-12	65	Hologic Inc Com	2,147.52	1,248.20		-899.32
07-07-08	01-23-12	100	Hologic Inc Com	2,137.83	1,920.32		-217.51
06-21-10	01-23-12	70	Hologic Inc Com	1,074.06	1,344.22		270.16
07-18-11	01-23-12	213	Reinsurance Group of America Inc	12,787.96	11,895.81	-892.15	
11-17-10	01-23-12	10	IBM Corp	1,432.45	1,889.92		457.47
11-12-09	01-23-12	15	IBM Corp	1,913.95	2,834.88		920.93
11-05-08	01-23-12	22	IBM Corp	2,039.89	4,157.83		2,117.94
07-18-11	01-23-12	24	The J. M. Smucker Company	1,823.45	1,935.37	111.92	
09-21-10	01-23-12	30	The J. M. Smucker Company	1,861.39	2,419.21		557.82
03-29-11	01-26-12	36	SunCoke Energy, Inc	510.03	492.67	-17.36	
10-04-10	04-20-12	25,000	Barclays Bk Plc 2.500% Due 10-20-17	25,010.00	25,000.00		-10.00
01-20-12	05-16-12	3,500.000	Community Reinvestment Act Qlf Instl Shs	38,788.06	39,115.05		326.99
01-17-08	05-17-12	155	Hewlett Packard Co Com	6,765.85	3,398.57		-3,367.28
01-13-11	05-17-12	324	ABB Ltd Spd ADR	7,612.98	5,177.83		-2,435.15
01-23-12	05-17-12	50	Apache Corporation	4,855.00	4,088.11	-766.89	
05-24-00	05-17-12	1	Apache Corporation	23.71	81.76		58.05
11-05-08	05-17-12	45	Deckers Outdoor Corp	1,256.91	2,349.43		1,092.52

Trillium Asset Management, LLC
REALIZED GAINS AND LOSSES
The Rubblestone Foundation
69105
From 05-31-11 Through 05-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
01-24-11	05-17-12	62	Gardner Denver Inc.	4,437.33	3,393.65		-1,043.68
08-29-11	05-17-12	38	Green Mountain Coffee Roasters Inc	3,785.71	919.48	-2,866.23	
01-23-12	05-17-12	69	Hess Corp	4,252.39	3,098.26	-1,154.13	
03-29-11	05-17-12	69	Sunoco Inc	2,649.54	3,250.65		601.11
TOTAL GAINS						3,436.52	26,909.83
TOTAL LOSSES						-11,759.74	-11,112.39
				331,755.51	**339,229.74**	**-8,323.21**	**15,797.44**

TOTAL REALIZED GAIN/LOSS 7,474.23
NO CAPITAL GAINS DISTRIBUTIONS

Form **8868** (Rev. January 2012) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions RUBBLESTONE FOUNDATION C/O MARCIA PETERS, ESQ.	Employer identification number (EIN) or [X] 04-3467104
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 56 PERKINS ST.	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. JAMAICA PLAIN, MA 02130	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MARCIA PETERS, ESQ. 56 PERKINS ST. - JAMAICA PLAIN, MA 02130

  Telephone No. ▶ 617-524-5580 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until January 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [ ] calendar year ______ or

▶ [X] tax year beginning JUN 1, 2011 , and ending MAY 31, 2012 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$	350.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$	350.
c **Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.