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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

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 06/01, 2011, and ending 05/31, 2012

Name of foundation JOSEPH W MARTIN TRUST C/O DOUGLAS M. DOMINA		A Employer identification number 05-6011809						
Number and street (or P.O. box number if mail is not delivered to street address) 393 MARKET STREET		B Telephone number (see instructions) (888) 866-3275						
City or town, state, and ZIP code WARREN, RI 02885		C If exemption application is pending, check here <input type="checkbox"/>						
Check all that apply: <table border="0" style="width:100%"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
Check type of organization: <table border="0" style="width:100%"> <tr> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table>		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>			
<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						
Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,839,637.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____								

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). Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
2 Interest on savings and temporary cash investments	4	4		STMT 1
4 Dividends and interest from securities	76,590	76,590		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	26,232			
b Gross sales price for all assets on line 6a 333,442				
7 Capital gain net income (from Part IV, line 2)		26,232		
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)				
12 Total. Add lines 1 through 11	102,826	102,826		
13 Compensation of officers, directors, trustees, etc.	2,500			2,500
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 4	1,250	NONE	NONE	1,250
c Other professional fees (attach schedule) STMT 5	16,107	9,664		6,443
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 6	2,796	678		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 7	78,927			78,927
24 Total operating and administrative expenses. Add lines 13 through 23	101,580	10,342	NONE	89,120
25 Contributions, gifts, grants paid	20,382			20,382
26 Total expenses and disbursements. Add lines 24 and 25	121,962	10,342	NONE	109,502
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-19,136			
b Net investment income (if negative, enter -0-)		92,484		
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	13,523.	10,768.	10,768.
	2	Savings and temporary cash investments	56,100.	71,927.	71,927.
	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 ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	218,957.	218,957.	247,574.
	b	Investments - corporate stock (attach schedule)	1,670,258.	1,638,048.	1,823,601.
	c	Investments - corporate bonds (attach schedule)	151,864.	151,864.	156,167.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	NONE		
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ STMT 8)	33,174.	33,174.	529,600.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,143,876.	2,124,738.	2,839,637.	
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	2,143,876.	2,124,738.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	NONE		
	30	Total net assets or fund balances (see instructions)	2,143,876.	2,124,738.	
	31	Total liabilities and net assets/fund balances (see instructions)	2,143,876.	2,124,738.	

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	2,143,876.
2	Enter amount from Part I, line 27a	2	-19,136.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,124,740.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	2.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,124,738.

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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 315,226.		307,210.	8,016.		
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			8,016.		
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	26,232.	
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	185,316.	2,345,680.	0.079003
2009	141,691.	2,249,337.	0.062992
2008	100,784.	2,154,124.	0.046787
2007	218,077.	2,759,278.	0.079034
2006	194,940.	3,058,654.	0.063734
2 Total of line 1, column (d)			2 0.331550
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 0.066310
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2,315,901.
5 Multiply line 4 by line 3			5 153,567.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 925.
7 Add lines 5 and 6			7 154,492.
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.			8 109,502.

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		1	1,850.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	1,850.
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	1,850.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,100.	
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	2,100.	
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	250.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ▶ 250. Refunded ▶	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ RI		
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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> US TRUST FIDUCIARY TAX SERVICES Telephone no <input type="checkbox"/> (401) 278-6825			
Located at <input type="checkbox"/> P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 <input type="checkbox"/> 02901-1802				
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 <input type="checkbox"/> 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <input type="checkbox"/>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <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 <input type="checkbox"/>		
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 <input type="checkbox"/>		
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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		2,500.	-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	2,273,579.
b	Average of monthly cash balances	1b	77,590.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,351,169.
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	2,351,169.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	35,268.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,315,901.
6	Minimum investment return. Enter 5% of line 5	6	115,795.

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	115,795.
2a	Tax on investment income for 2011 from Part VI, line 5 2a		1,850.
b	Income tax for 2011. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	1,850.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	113,945.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	113,945.
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	113,945.

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	109,502.
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	109,502.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	109,502.

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				113,945.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				NONE
b From 2007				NONE
c From 2008				NONE
d From 2009				NONE
e From 2010				19,941.
f Total of lines 3a through e	19,941.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 109,502.				
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				109,502.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a) .)	4,443.			4,443.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	15,498.			
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				
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	15,498.			
10 Analysis of line 9:				
a Excess from 2007				NONE
b Excess from 2008				NONE
c Excess from 2009				NONE
d Excess from 2010				15,498.
e Excess from 2011				

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:

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 12				
Total			3a	20,382.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

[illegible]

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----		NET INVESTMENT INCOME -----	
	3. 1.		3. 1.	
CHECKING ACCOUNT INTEREST				
SAVINGS ACCOUNT INTEREST				
	-----		-----	
TOTAL	4.		4.	
	=====		=====	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	806.	806.
ABBOTT LABORATORIES	151.	151.
ALLERGAN INCORPORATED	45.	45.
AUTOLIV INC	178.	178.
AVON PRODUCTS INC	290.	290.
COLUMBIA ACORN FUND CLASS Z SHARES	239.	239.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	1,622.	1,622.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	2,919.	2,919.
COLUMBIA SHORT TERM BOND FUND CLASS Z SH	1,689.	1,689.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	122.	122.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	2,208.	2,208.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	726.	726.
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z	33.	33.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	312.	312.
DISNEY WALT CO	162.	162.
DISCOVER FINL SVCS COM	145.	145.
DOVER CORPORATION	214.	214.
EATON VANCE LARGE-CAP VALUE FUND CL I	2,083.	2,083.
FEDERAL HOME LN BKS CONS BD	2,313.	2,313.
FIFTH THIRD BANCORP COM	306.	306.
GENERAL ELEC CO 01/28/2003 5% 02/01/2013	2,500.	2,500.
HARBOR INTERNATIONAL FUND INSTL CL	1,419.	1,419.
HEWLETT PACKARD CO COM	52.	52.
INTERNATIONAL BUSINESS MACHS	413.	413.
IBM CORP DEB	3,750.	3,750.
IBM CORP 11/27/2002 4.75% 11/29/2012	2,375.	2,375.
J P MORGAN CHASE & CO COM	419.	419.
JOHN HANCOCK FDS III DISCIPLINED VALUE M	177.	177.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	3,310.	3,310.
MCKESSON HBOC INC	129.	129.
MICROSOFT CORPORATION	626.	626.
MURPHY OIL CORP COM	107.	107.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
NORDSTROM INCORPORATED	110.	110.
OCCIDENTAL PETROLEUM CORPORATION	339.	339.
PIMCO TOTAL RETURN FUND INSTL	5,469.	5,469.
PACKAGING CORP OF AMERICA	71.	71.
PARKER HANFIFIN CORPORATION	249.	249.
PEPSICO INCORPORATED	288.	288.
PHILIP MORRIS INTL INC COM	907.	907.
PIMCO FOREIGN BOND FUND UNHEDGED INSTL C	1,232.	1,232.
PIMCO COMMODITY REALRETURN STRATEGY FUND	21,173.	21,173.
PRICE T ROWE GROUP INC COM	301.	301.
PROCTER & GAMBLE CO COM	785.	785.
PRUDENTIAL FINL INC COM	290.	290.
QUESTAR CORP	358.	358.
SCHLUMBERGER LIMITED	179.	179.
SEMPRA ENERGY	340.	340.
STAPLES INCORPORATED	74.	74.
TJX COMPANIES INCORPORATED NEW	270.	270.
TARGET CORP	203.	203.
TEXAS INSTRS INC	360.	360.
UNITED PARCEL SERVICE CL B	556.	556.
UNITED STATES TREAS BOND DTD 05/15/86 7.	3,625.	3,625.
US TREASURY BONDS 7.50% 11/15/16	3,000.	3,000.
UNITED STATES TREAS NTS DTD 05/15/04	3,563.	3,563.
UNITED TECHNOLOGIES CORP	638.	638.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	49.	49.
TYCO INTL LTD NEW F COM	321.	321.
	-----	-----
TOTAL	76,590.	76,590.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.
	=====	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
CUSTODIAN & MANAGEMENT FEES (A)	16,107.	9,664.	6,443.
TOTALS	16,107.	9,664.	6,443.
	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	18.	
FEDERAL ESTIMATES - PRINCIPAL	2,100.	
FOREIGN TAXES ON QUALIFIED FOR	433.	433.
FOREIGN TAXES ON NONQUALIFIED	245.	245.
	-----	-----
TOTALS	2,796.	678.
	=====	=====

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

ALARM SYSTEM	27,510.	27,510.
BLDG & GROUND MAINT	28,564.	28,564.
INSURANCE	4,278.	4,278.
PROPERTY TAX	9,099.	9,099.
UTILITIES	7,386.	7,386.
TRASH REMOVAL	2,003.	2,003.
RI AG FILING FEE	50.	50.
BANK FEES	37.	37.

TOTALS

78,927.
=====

78,927.
=====

FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
REAL ESTATE	33,174.	33,174.	529,600.
	-----	-----	-----
TOTALS	33,174.	33,174.	529,600.
	=====	=====	=====

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

DESCRIPTION -----	AMOUNT -----
ROUNDING	2.

TOTAL	2.
	=====

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

=====

OFFICER NAME:

DOUGLAS DOMINA

ADDRESS:

393 MARKET ST

WARREN, RI 02885

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 1,500.

OFFICER NAME:

SANDRA AYERS

ADDRESS:

30 LAUREL LANE

WARREN, RI 02885

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 1,000.

TOTAL COMPENSATION:

2,500.

=====

RECIPIENT NAME:

DOUGLAS M. DOMINA

ADDRESS:

393 MARKET STREET

WARREN, RI 02895

FORM, INFORMATION AND MATERIALS:

(1) THE PURPOSE OF THE FUNDS, AND (2) A STATEMENT THAT
THE FUNDS WILL BE USED FOR THE NEEDY OF WARREN, RI

SUBMISSION DEADLINES:

THE FUNDS ARE DISTRIBUTED ANNUALLY, EVERY JULY.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

THE FUNDS MUST BE USED FOR THE NEEDY OF WARREN, RI

RECIPIENT NAME:
EAST BAY COMMUNITY ACTION PROGRAM
PROGRAM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR THE NEEDY OF WARREN, RI
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
TOWN OF WARREN-FIRE DEPT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR THE NEEDY OF WARREN, RI
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,882.

RECIPIENT NAME:
TOWN OF WARREN-SOCIAL
SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR THE NEEDY OF WARREN, RI
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
BAPTIST CHURCH OF WARREN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR THE NEEDY OF WARREN, RI
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,500.

TOTAL GRANTS PAID: 20,382.
=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust

Employer identification number

JOSEPH W MARTIN TRUST C/O DOUGLAS M. DOMINA

05-6011809

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-12,729.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-12,729.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					18,216.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	20,745.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	38,961.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-12,729.
14	Net long-term gain or (loss):			
a	Total for year	14a		38,961.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		26,232.

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

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

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

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

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

Schedule D (Form 1041) 2011

Continuation Sheet for Schedule D
(Form 1041)

OMB No. 1545-0092

2011

► See instructions for Schedule D (Form 1041).

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

Name of estate or trust

JOSEPH W MARTIN TRUST C/O DOUGLAS M. DOMINA

Employer identification number

05-6011809

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

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-12,729.00
---	------------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

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

Employer identification number

JOSEPH W MARTIN TRUST C/O DOUGLAS M. DOMINA

05-6011809

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 255. AT&T INC	12/16/2005	08/23/2011	7,312.00	6,370.00	942.00
145. ABBOTT LABORATORIES	12/08/2006	08/23/2011	7,185.00	6,990.00	195.00
170. ABBOTT LABORATORIES	05/21/2010	08/23/2011	8,424.00	7,902.00	522.00
20. ALLERGAN INCORPORATED	05/21/2010	08/23/2011	1,472.00	1,147.00	325.00
60. AMAZON COM INC	05/21/2010	08/23/2011	10,931.00	7,255.00	3,676.00
20. APPLE COMPUTER INCORPO	05/21/2010	08/23/2011	7,255.00	4,787.00	2,468.00
10. APPLE COMPUTER INCORPO	12/18/2009	08/23/2011	3,627.00	1,931.00	1,696.00
80. AVON PRODUCTS INC	04/24/2008	08/23/2011	1,670.00	3,217.00	-1,547.00
100. AVON PRODUCTS INC	02/27/2008	08/23/2011	2,088.00	3,921.00	-1,833.00
200. AVON PRODUCTS INC	10/09/2007	08/23/2011	4,175.00	7,489.00	-3,314.00
75. AVON PRODUCTS INC	01/13/2009	08/23/2011	1,566.00	1,690.00	-124.00
71.724 COLUMBIA ACORN INTE FUND CL Z	01/12/2004	08/23/2011	2,647.00	1,678.00	969.00
212.752 COLUMBIA ACORN INT FUND CL Z	11/25/2003	08/23/2011	7,853.00	4,438.00	3,415.00
1834.677 COLUMBIA SHORT TE CLASS Z SHARES	06/03/2010	08/23/2011	18,200.00	18,200.00	
544.959 COLUMBIA REAL ESTA FUND CLASS Z SHARES	04/16/2003	08/23/2011	6,572.00	9,851.00	-3,279.00
155. DISCOVER FINL SVCS CO	12/18/2009	08/23/2011	3,656.00	2,293.00	1,363.00
125. DISCOVER FINL SVCS CO	05/21/2010	08/23/2011	2,948.00	1,660.00	1,288.00
30. HEWLETT PACKARD CO COM	01/13/2009	08/23/2011	731.00	1,089.00	-358.00
400. HEWLETT PACKARD CO CO	12/16/2005	08/23/2011	9,750.00	11,688.00	-1,938.00
65. INTERNATIONAL BUSINESS	04/02/2007	08/23/2011	10,487.00	6,139.00	4,348.00
10. INTERNATIONAL BUSINESS	01/13/2009	08/23/2011	1,613.00	860.00	753.00
205. J P MORGAN CHASE & CO	12/08/2006	08/23/2011	6,865.00	9,557.00	-2,692.00
30. MCKESSON HBOC INC	01/13/2009	08/23/2011	2,222.00	1,256.00	966.00
15. MCKESSON HBOC INC	12/31/2008	08/23/2011	1,111.00	577.00	534.00
280. MICROSOFT CORPORATION	10/10/2002	08/23/2011	6,839.00	6,382.00	457.00

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

Schedule D-1 (Form 1041) 2011

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

Employer identification number

JOSEPH W MARTIN TRUST C/O DOUGLAS M. DOMINA

05-6011809

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100. MICROSOFT CORPORATION	09/30/2002	08/23/2011	2,442.00	2,194.00	248.00
10. OCCIDENTAL PETROLEUM C	06/03/2010	08/23/2011	815.00	809.00	6.00
100. OCCIDENTAL PETROLEUM	12/31/2008	08/23/2011	8,148.00	5,977.00	2,171.00
355. PACKAGING CORP OF AME	12/18/2009	08/23/2011	8,067.00	8,304.00	-237.00
65. PARKER HANNIFIN CORPOR	12/18/2009	08/23/2011	4,172.00	3,493.00	679.00
265. PHILIP MORRIS INTL IN	12/18/2009	08/23/2011	18,165.00	12,854.00	5,311.00
50. PRICE T ROWE GROUP INC	05/21/2010	08/23/2011	2,384.00	2,508.00	-124.00
55. PRUDENTIAL FINL INC CO	12/18/2009	08/23/2011	2,537.00	2,723.00	-186.00
70. SEMPRA ENERGY	12/18/2009	08/23/2011	3,420.00	3,863.00	-443.00
130. STAPLES INCORPORATED	06/26/2008	08/23/2011	1,800.00	3,114.00	-1,314.00
265. STAPLES INCORPORATED	12/31/2008	08/23/2011	3,670.00	4,813.00	-1,143.00
60. TJX COMPANIES INCORPOR	05/21/2010	08/23/2011	3,222.00	2,621.00	601.00
60. TARGET CORP	06/03/2010	08/23/2011	3,013.00	3,261.00	-248.00
100. TARGET CORP	05/21/2010	08/23/2011	5,022.00	5,379.00	-357.00
65. TEXAS INSTRS INC	12/31/2008	08/23/2011	1,653.00	1,013.00	640.00
20. UNITED PARCEL SERVICE	05/21/2010	08/23/2011	1,243.00	1,238.00	5.00
15. UNITED TECHNOLOGIES CO	07/18/2003	08/23/2011	1,025.00	557.00	468.00
150. UNITED TECHNOLOGIES C	04/16/2003	08/23/2011	10,252.00	4,685.00	5,567.00
85. TYCO INTL LTD NEW F CO	12/18/2009	08/23/2011	3,286.00	3,017.00	269.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					20,745.00

Schedule D-1 (Form 1041) 2011

JOSEPH W MARTIN TRUST

05-6011809

Balance Sheet

05/31/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
00206R102	AT&T INC	400 000	9,992 00	13,668 00
018490102	ALLERGAN INC	150.000	8,604 75	13,537 50
023135106	AMAZON COM INC	50.000	6,045 53	10,645 50
037833100	APPLE INC	75.000	14,479 88	43,329 75
052800109	AUTOLIV INC	100 000	7,473.50	5,781.00
197199409	COLUMBIA ACORN FUND	2878 607	39,315 49	84,602.26
197199813	COLUMBIA ACORN INTERNATIONAL	1221.124	20,562 00	43,716 24
19763T889	COLUMBIA INCOME OPPORTUNITIES	4889.256	50,539 33	46,301 25
19765H362	COLUMBIA SHORT TERM BOND FUND	7745 968	76,840.00	76,917.46
19765H636	COLUMBIA MARSICO INTERNATIONAL	4806.514	56,859.58	48,786 12
19765N245	COLUMBIA DIVIDEND INCOME FUND	8103 728	100,000 00	113,209.08
19765N567	COLUMBIA SMALL CAP VALUE I FUND	796 999	30,014 98	32,668.99
19765P596	COLUMBIA SMALL CAP GROWTH I	2034.156	47,538.23	56,488 51
19765Y688	COLUMBIA SELECT LARGE CAP	28099 359	355,000.00	353,489 94
254687106	DISNEY WALT CO	270 000	9,083.82	12,341 70
254709108	DISCOVER FINL SVCS	400 000	5,312.00	13,244 00
260003108	DOVER CORP	175 000	8,547 59	9,898 00
277905642	EATON VANCE LARGE-CAP VALUE	6430 868	120,000 00	113,890 67
3133XML66	FEDERAL HOME LN BKS	50000 000	51,004 35	50,812 00
316773100	FIFTH THIRD BANCORP	1020 000	13,084 53	13,617 00
369604AY9	GENERAL ELEC CO	50000 000	49,813 00	51,435 50
411511306	HARBOR INTERNATIONAL FUND	951.645	54,827 50	50,589 45
459200101	INTERNATIONAL BUSINESS MACHS	100.000	8,469 75	19,290.00
459200AL5	IBM CORP	50000.000	50,111.00	53,607 00
459200BA8	INTERNATIONAL BUSINESS MACHS	50000 000	51,939.50	51,124 00
46625H100	J P MORGAN CHASE & CO	350 000	11,727.02	11,602 50
47803W406	JOHN HANCOCK FDS III DISCIPLINED	5012 325	61,000.00	59,446.17
52106N889	LAZARD EMERGING MKTS EQUITY	5159 753	89,000 00	88,231.78
58155Q103	MCKESSON CORP	150 000	5,767 13	13,092.00
594918104	MICROSOFT CORP	700 000	15,361 15	20,433 00
655664100	NORDSTROM INC	115 000	3,991 07	5,447 55
674599105	OCCIDENTAL PETE CORP DEL	150 000	8,619 03	11,890 50
693390700	PIMCO TOTAL RETURN FUND	12728.598	145,077 59	143,578 59
701094104	PARKER HANNIFIN CORP	150.000	8,060 25	12,261.00

JOSEPH W MARTIN TRUST
05-6011809
Balance Sheet
05/31/2012



Cusip	Asset	Units	Basis	Market Value
713448108	PEPSICO INC	140.000	4,365.56	9,499.00
718172109	PHILIP MORRIS INTL INC	250.000	10,824.71	21,127.50
722005220	PIMCO FOREIGN BOND FUND	2295.684	24,809.45	24,954.09
722005667	PIMCO COMMODITY REALRETURN	10903.487	89,313.58	67,274.51
74144T108	PRICE T ROWE GROUP INC	200.000	9,957.40	11,518.00
742718109	PROCTER & GAMBLE CO	300.000	18,404.82	18,687.00
744320102	PRUDENTIAL FINL INC	200.000	9,900.44	9,290.00
748356102	QUESTAR CORP	500.000	7,866.44	10,035.00
806857108	SCHLUMBERGER LTD	175.000	11,031.78	11,068.75
816851109	SEMPRA ENERGY	150.000	8,278.50	9,751.50
872540109	TJX COS INC NEW	500.000	10,922.45	21,230.00
87612E106	TARGET CORP	100.000	5,357.50	5,791.00
882508104	TEXAS INSTRS INC	550.000	8,567.56	15,664.00
911312106	UNITED PARCEL SVC INC	150.000	8,941.65	11,241.00
912810DW5	UNITED STATES TREAS BD	50000.000	50,609.37	63,136.50
912810DX3	UNITED STATES TREAS BD	40000.000	41,262.50	52,109.20
912828CJ7	UNITED STATES TREAS NT	75000.000	76,081.05	81,516.00
913017109	UNITED TECHNOLOGIES CORP	250.000	7,662.75	18,527.50
H89128104	TYCO INTL LTD	300.000	10,649.95	15,948.00
	Cash/Cash Equivalent	71926.710	71,926.71	71,926.71
		Totals.	2,080,795.72	2,299,269.27