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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

07/01, 2011, and ending

06/30, 2012

Name of foundation

HENRY C LORD SCHOLARSHIP FD

3035010332

A Employer identification number

02-6051741

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

10 TRIPPS LANE

(603) 634-7752

City or town, state, and ZIP code

RIVERSIDE, RI 02915-7995

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name changeC If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line

J Accounting method: ☒ Cash ☐ Accrual

16) ▶ \$ 11,378,702.

(Part I, column (d) must be on cash basis.)

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

309,056.

340,257.

STMT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

175,351.

3,115,660.

7 Capital gain net income (from Part IV, line 2)

295,625.

8 Net short-term capital gain

9 Income modifications

1,500.

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

484,407.

635,882.

1,500.

13 Compensation of officers, directors, trustees, etc.

79,636.

39,818.

39,818.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule) STMT 2

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions) STMT 3

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) STMT 4

24 Total operating and administrative expenses.

Add lines 13 through 23

83,360.

44,145.

NONE

40,393.

25 Contributions, gifts, grants paid

1,500.

44,145.

NONE

1,500.

26 Total expenses and disbursements. Add lines 24 and 25

84,860.

44,145.

NONE

41,893.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

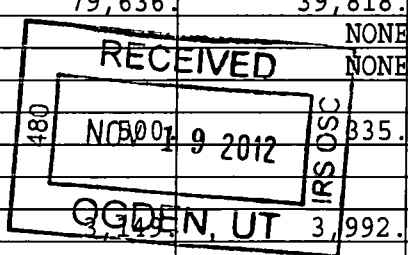
399,547.

591,737.

1,500.

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)



Revenue

Operating and Administrative Expenses

For Paperwork Reduction Act Notice, see instructions.

JSA

Form 990-PF (2011)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	91,971.	148,930.	148,930.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 5	9,635,488.	9,979,576.	11,229,772.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,727,459.	10,128,506.	11,378,702.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	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	9,723,835.	10,109,339.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,624.	19,167.	
	30	Total net assets or fund balances (see instructions)	9,727,459.	10,128,506.	
	31	Total liabilities and net assets/fund balances (see instructions)	9,727,459.	10,128,506.	

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	9,727,459.
2	Enter amount from Part I, line 27a	2	399,547.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	1,500.
4	Add lines 1, 2, and 3	4	10,128,506.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,128,506.

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 2,917,760.		2,820,035.	97,725.		
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			97,725.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	295,625.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	917,643.	11,075,616.	0.082853
2009	465,589.	10,368,873.	0.044903
2008	531,675.	9,826,021.	0.054109
2007	608,849.	11,871,029.	0.051289
2006	566,940.	11,786,209.	0.048102
2 Total of line 1, column (d)			0.281256
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			0.056251
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			10,889,990.
5 Multiply line 4 by line 3			612,573.
6 Enter 1% of net investment income (1% of Part I, line 27b)			5,917.
7 Add lines 5 and 6			618,490.
8 Enter qualifying distributions from Part XII, line 4			41,893.

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)		1	11,835.
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).			
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	11,835.
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	11,835.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 4,576.		
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	4,576.
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	pl by EFTPS.	9	7,259.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ (2) On foundation managers ☐ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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?		N/A
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) ☐ NH		
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

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 ☐ N/A				
14	The books are in care of ☐ RBS CITIZENS, N.A. Telephone no. ☐ (603) 634-7752			
Located at ☐ 875 ELM STREET, MANCHESTER, NH ZIP + 4 ☐ 03101				
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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ☐	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? ☐	1b	X
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? ☐ Yes ☒ No		
If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ☐	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. ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) ☐	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? ☐	4b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

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

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

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

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

7b N/A

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 7		79,636.	-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	10,732,084.
b	Average of monthly cash balances	1b	323,743.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	11,055,827.
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	11,055,827.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	165,837.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,889,990.
6	Minimum investment return. Enter 5% of line 5	6	544,500.

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	544,500.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	11,835.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,835.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	532,665.
4	Recoveries of amounts treated as qualifying distributions	4	1,500.
5	Add lines 3 and 4	5	534,165.
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	534,165.

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	41,893.
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	41,893.
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	41,893.

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				534,165.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			NONE	
b Total for prior years: 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	29,543.			
c From 2008	46,363.			
d From 2009	NONE			
e From 2010	373,008.			
f Total of lines 3a through e	448,914.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>41,893.</u>				
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				41,893.
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).)	448,914.			448,914.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				43,358.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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

NOT APPLICABLE

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

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

4942(j)(3) or 4942(j)(5)

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 8

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**

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 SEE STATEMENT 9				
Total			▶ 3a	1,500.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated.

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

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

NOT APPLICABLE

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					12,691.	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					767.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					64,817.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					119,511.	
55,311.00		1860. AT & T INC PROPERTY TYPE: SECURITIES 59,018.00					12/21/2006	02/07/2012
							-3,707.00	
50,445.00		1170. AETNA INC NEW PROPERTY TYPE: SECURITIES 38,629.00					01/08/2010	04/30/2012
							11,816.00	
28,930.00		800. ALLEGHENY TECHNOLOGIES INC PROPERTY TYPE: SECURITIES 36,601.00					09/28/2010	09/22/2011
							-7,671.00	
57,196.00		1355. ALTERA CORP PROPERTY TYPE: SECURITIES 31,761.00					02/16/2010	07/22/2011
							25,435.00	
35,733.00		360. APACHE CORP. PROPERTY TYPE: SECURITIES 33,179.00					09/15/2009	09/07/2011
							2,554.00	
17,370.00		175. APACHE CORP. PROPERTY TYPE: SECURITIES 20,487.00					02/04/2011	09/07/2011
							-3,117.00	
43,825.00		74. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES 25,340.00					04/21/2011	04/30/2012
							18,485.00	
18,041.00		300. BAKER HUGHES INC PROPERTY TYPE: SECURITIES 21,157.00					02/27/2008	09/07/2011
							-3,116.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
37,988.00		845. BAKER HUGHES INC PROPERTY TYPE: SECURITIES 59,591.00					02/27/2008 -21,603.00	03/21/2012
95,398.00		2500. IPATH DJ-UBS COMMODITY INDEX TR ET PROPERTY TYPE: SECURITIES 108,895.00					07/10/2009 -13,497.00	05/30/2012
36,638.00		500. BECTON DICKINSON & CO PROPERTY TYPE: SECURITIES 37,576.00					03/28/2007 -938.00	01/09/2012
29,755.00		1135. CBS CORP NEW CL B PROPERTY TYPE: SECURITIES 16,540.00					08/11/2010 13,215.00	08/02/2011
15,992.00		610. CBS CORP NEW CL B PROPERTY TYPE: SECURITIES 8,864.00					07/14/2010 7,128.00	08/02/2011
39,827.00		1760. CBS CORP NEW CL B PROPERTY TYPE: SECURITIES 25,575.00					07/14/2010 14,252.00	10/11/2011
32,517.00		2000. CB RICHARD ELLIS GROUP INC A PROPERTY TYPE: SECURITIES 37,557.00					10/07/2010 -5,040.00	08/16/2011
19,450.00		450. CIGNA PROPERTY TYPE: SECURITIES 15,504.00					04/21/2010 3,946.00	10/11/2011
27,243.00		680. CAPITAL ONE FINL CORP PROPERTY TYPE: SECURITIES 29,252.00					04/05/2010 -2,009.00	10/20/2011
49,215.00		470. CATERPILLAR INC PROPERTY TYPE: SECURITIES 18,178.00					07/22/2009 31,037.00	07/22/2011
25,144.00		400. CELGENE CORP PROPERTY TYPE: SECURITIES 27,707.00					01/10/2012 -2,563.00	06/26/2012

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
32,500.00		1933. CISCO SYSTEMS PROPERTY TYPE: SECURITIES 33,731.00					02/11/2002 -1,231.00	06/26/2012
36,509.00		535. CLOROX CO PROPERTY TYPE: SECURITIES 37,452.00					09/07/2011 -943.00	03/21/2012
34,127.00		375. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES 31,019.00					04/12/2011 3,108.00	10/25/2011
40,899.00		605. DEERE & CO PROPERTY TYPE: SECURITIES 34,659.00					02/18/2010 6,240.00	09/22/2011
61,647.00		815. DEVON ENERGY CORP NEW PROPERTY TYPE: SECURITIES 52,425.00					08/11/2010 9,222.00	08/02/2011
28,093.00		865. DISNEY WALT CO PROPERTY TYPE: SECURITIES 25,919.00					11/19/2009 2,174.00	08/12/2011
27,213.00		685. EXELON CORP PROPERTY TYPE: SECURITIES 49,238.00					07/10/2009 -22,025.00	01/31/2012
23,638.00		595. EXELON CORP PROPERTY TYPE: SECURITIES 25,504.00					09/07/2011 -1,866.00	01/31/2012
250,000.00		250000. FED HOME LN BKS PROPERTY TYPE: SECURITIES 249,118.00		5.000%	9/0		08/25/2006 882.00	09/09/2011
19,041.00		145. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 30,566.00					10/11/2007 -11,525.00	07/13/2011
21,032.00		195. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 29,369.00					10/07/2010 -8,337.00	09/07/2011

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
13,482.00		125. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 25,831.00					03/28/2007 -12,349.00	09/07/2011
6,656.00		280. HARTFORD FINANCIAL PROPERTY TYPE: SECURITIES 4,467.00					07/27/2009 2,189.00	07/22/2011
15,926.00		670. HARTFORD FINANCIAL PROPERTY TYPE: SECURITIES 18,675.00					01/04/2011 -2,749.00	07/22/2011
40,678.00		1845. HARTFORD FINANCIAL PROPERTY TYPE: SECURITIES 29,435.00					07/27/2009 11,243.00	08/03/2011
36,768.00		635. HERSHEY FOODS PROPERTY TYPE: SECURITIES 22,507.00					02/19/2009 14,261.00	12/02/2011
39,227.00		860. ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES 50,036.00					05/09/2011 -10,809.00	10/26/2011
185,644.00		2000. ISHARES S & P MIDCAP 400 INDEX FD PROPERTY TYPE: SECURITIES 179,937.00					06/28/2007 5,707.00	05/30/2012
35,899.00		500. ISHARES S&P SMALLCAP 600 VALUE INDE PROPERTY TYPE: SECURITIES 34,276.00					08/22/2006 1,623.00	05/30/2012
16,979.00		425. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 16,579.00					12/12/2005 400.00	07/13/2011
23,596.00		1250. JUNIPER NETWORKS PROPERTY TYPE: SECURITIES 40,015.00					10/22/2010 -16,419.00	09/22/2011
43,415.00		945. KOHL'S CORP (WISC) PROPERTY TYPE: SECURITIES 49,752.00					08/02/2011 -6,337.00	01/09/2012

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
29,524.00		715. MANPOWER INC PROPERTY TYPE: SECURITIES 49,400.00					04/21/2011 -19,876.00	08/16/2011
35,764.00		1330. ORACLE SYSTEMS CORP. PROPERTY TYPE: SECURITIES 24,366.00					03/28/2007 11,398.00	01/10/2012
52,804.00		3000. PNM RES INC PROPERTY TYPE: SECURITIES 40,726.00					04/30/2010 12,078.00	12/12/2011
14,905.00		95. PANERA BREAD CO CL A PROPERTY TYPE: SECURITIES 6,038.00					11/19/2009 8,867.00	02/07/2012
29,704.00		800. PEABODY ENERGY CORP PROPERTY TYPE: SECURITIES 39,047.00					09/27/2010 -9,343.00	10/11/2011
12,489.00		400. PHILLIPS 66 PROPERTY TYPE: SECURITIES 14,395.00					03/31/2009 -1,906.00	05/03/2012
63,882.00		1120. STARBUCKS CORP PROPERTY TYPE: SECURITIES 24,407.00					12/02/2009 39,475.00	04/30/2012
37,892.00		2005. SUNTRUST BANKS INC. PROPERTY TYPE: SECURITIES 63,083.00					02/04/2011 -25,191.00	08/12/2011
279,892.00		21300.79 TEMPLETON GLOBAL BOND ADVISOR # PROPERTY TYPE: SECURITIES 240,000.00					01/15/2008 39,892.00	04/02/2012
22,177.00		1687.716 TEMPLETON GLOBAL BOND ADVISOR # PROPERTY TYPE: SECURITIES 23,409.00					04/13/2011 -1,232.00	04/02/2012
75,114.00		5707.763 TEMPLETON GLOBAL BOND ADVISOR # PROPERTY TYPE: SECURITIES 79,167.00					04/13/2011 -4,053.00	04/03/2012

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
18,261.00		1792.051 TEMPLETON INSTL EMERGING MKT #4 PROPERTY TYPE: SECURITIES 22,184.00					12/23/2011 -3,923.00	05/30/2012
49,042.00		4812.794 TEMPLETON INSTL EMERGING MKT #4 PROPERTY TYPE: SECURITIES 50,006.00					09/01/2009 -964.00	05/30/2012
244,858.00		15124.017 TEMPLETON INSTITUTIONAL FOREIG PROPERTY TYPE: SECURITIES 225,769.00					02/23/1995 19,089.00	05/30/2012
40,212.00		485. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 17,831.00					07/31/2001 22,381.00	03/21/2012
29,511.00		1575. UNUMPROVIDENT CORP PROPERTY TYPE: SECURITIES 37,728.00					05/08/2008 -8,217.00	06/26/2012
50,046.00		4612.546 VANGUARD FIXED INCOME PROPERTY TYPE: SECURITIES 50,046.00					06/02/2011	05/30/2012
50,047.00		4664.179 VANGUARD ADMIRAL FIXED INCOME S PROPERTY TYPE: SECURITIES 50,140.00					04/13/2011 -93.00	05/30/2012
32,649.00		600. ZIMMER HLDGS INC. PROPERTY TYPE: SECURITIES 40,372.00					05/09/2011 -7,723.00	10/25/2011
TOTAL GAIN(LOSS)							----- 295,625. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	309,056.	340,257.
	-----	-----
TOTAL	309,056.	340,257.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE	500.			500.
ACCOUNTING FEES		335.		
TOTALS	500.	335.	NONE	500.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES		
6/30/12 990PF ESTIMATES	3,149.	3,992.
TOTALS	----- 3,149. =====	----- 3,992. =====

HENRY C LORD SCHOLARSHIP FD

02-6051741

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

NH ANNUAL REPORT

75.

75.

TOTALS

75.

75.

HENRY C LORD SCHOLARSHIP FD

02-6051741

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
SEE ATTACHED STATEMENT	C	9,635,488.	9,979,576.	11,229,772.
		-----	-----	-----
TOTALS		9,635,488.	9,979,576.	11,229,772.
		=====	=====	=====

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

DESCRIPTION -----	AMOUNT -----
SCHOLARSHIP RECOVERY	1,500.

TOTAL	1,500.
	=====

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

=====

OFFICER NAME:

CITIZENS BANK

ADDRESS:

875 ELM STREET

MANCHESTER, NH 03101

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

COMPENSATION 79,636.

TOTAL COMPENSATION:

79,636.

=====

HENRY C LORD SCHOLARSHIP FD
FORM 990PF, PART XV - LINES 2a - 2d
=====

02-6051741

RECIPIENT NAME:

RBS CITIZENS, N.A., ATTN: CAROLANN HARRINGTON

ADDRESS:

875 ELM STREET

MANCHESTER, NH 03101

RECIPIENT'S PHONE NUMBER: 603-634-7752

FORM, INFORMATION AND MATERIALS:

FORMS MAY BE OBTAINED FROM THE ABOVE ADDRESS

SUBMISSION DEADLINES:

APRIL 30 FOR FIRST-TIME APPLICANTS; JUNE 15 FOR
EACH YEAR THEREAFTER

RESTRICTIONS OR LIMITATIONS ON AWARDS:

RECIPIENT MUST BE A NEW HAMPSHIRE RESIDENT

HENRY C LORD SCHOLARSHIP FD 02-6051741
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

KEENE STATE COLLEGE - JOHN
PENNINGTON

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP RECIPIENT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,500.

TOTAL GRANTS PAID: 1,500.
=====

**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

HENRY C LORD SCHOLARSHIP FD

Employer identification number

02-6051741

Note: Form 5227 filers need to complete *only* Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					12,691.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-102,304.
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	767.
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	-88,846.

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					64,817.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	200,029.
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	119,511.
9 Capital gain distributions	9	114.
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	384,471.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		-88,846.
14 Net long-term gain or (loss):			
a Total for year	14a		384,471.
b Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15		295,625.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:

 a The loss on line 15, column (3) or b \$3,000

16 ()

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

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

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

Schedule D (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

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

OMB No 1545-0092

2011

Name of estate or trust

HENRY C LORD SCHOLARSHIP FD

Employer identification number

02-6051741

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 800. ALLEGHENY TECHNOLOGIE	09/28/2010	09/22/2011	28,930.00	36,601.00	-7,671.00
175. APACHE CORP.	02/04/2011	09/07/2011	17,370.00	20,487.00	-3,117.00
1135. CBS CORP NEW CL B	08/11/2010	08/02/2011	29,755.00	16,540.00	13,215.00
2000. CB RICHARD ELLIS GRO	10/07/2010	08/16/2011	32,517.00	37,557.00	-5,040.00
400. CELGENE CORP	01/10/2012	06/26/2012	25,144.00	27,707.00	-2,563.00
535. CLOROX CO	09/07/2011	03/21/2012	36,509.00	37,452.00	-943.00
375. COLGATE PALMOLIVE CO	04/12/2011	10/25/2011	34,127.00	31,019.00	3,108.00
815. DEVON ENERGY CORP NEW	08/11/2010	08/02/2011	61,647.00	52,425.00	9,222.00
595. EXELON CORP	09/07/2011	01/31/2012	23,638.00	25,504.00	-1,866.00
195. GOLDMAN SACHS GROUP I	10/07/2010	09/07/2011	21,032.00	29,369.00	-8,337.00
670. HARTFORD FINANCIAL	01/04/2011	07/22/2011	15,926.00	18,675.00	-2,749.00
860. ILLINOIS TOOL WORKS	05/09/2011	10/26/2011	39,227.00	50,036.00	-10,809.00
1250. JUNIPER NETWORKS	10/22/2010	09/22/2011	23,596.00	40,015.00	-16,419.00
945. KOHL'S CORP (WISC)	08/02/2011	01/09/2012	43,415.00	49,752.00	-6,337.00
715. MANPOWER INC	04/21/2011	08/16/2011	29,524.00	49,400.00	-19,876.00
2005. SUNTRUST BANKS INC.	02/04/2011	08/12/2011	37,892.00	63,083.00	-25,191.00
1687.716 TEMPLETON GLOBAL #616	04/13/2011	04/02/2012	22,177.00	23,409.00	-1,232.00
5707.763 TEMPLETON GLOBAL #616	04/13/2011	04/03/2012	75,114.00	79,167.00	-4,053.00
1792.051 TEMPLETON INSTL B #456	12/23/2011	05/30/2012	18,261.00	22,184.00	-3,923.00
4612.546 VANGUARD FIXED IN	06/02/2011	05/30/2012	50,046.00	50,046.00	
600. ZIMMER HLDGS INC.	05/09/2011	10/25/2011	32,649.00	40,372.00	-7,723.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -102,304.00

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

HENRY C LORD SCHOLARSHIP FD

02-6051741

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 1860. AT & T INC	12/21/2006	02/07/2012	55,311.00	59,018.00	-3,707.00
1170. AETNA INC NEW	01/08/2010	04/30/2012	50,445.00	38,629.00	11,816.00
1355. ALTERA CORP	02/16/2010	07/22/2011	57,196.00	31,761.00	25,435.00
360. APACHE CORP.	09/15/2009	09/07/2011	35,733.00	33,179.00	2,554.00
74. APPLE COMPUTER INC	04/21/2011	04/30/2012	43,825.00	25,340.00	18,485.00
300. BAKER HUGHES INC	02/27/2008	09/07/2011	18,041.00	21,157.00	-3,116.00
845. BAKER HUGHES INC	02/27/2008	03/21/2012	37,988.00	59,591.00	-21,603.00
2500. IPATH DJ-UBS COMMODI ETN	07/10/2009	05/30/2012	95,398.00	108,895.00	-13,497.00
500. BECTON DICKINSON & CO	03/28/2007	01/09/2012	36,638.00	37,576.00	-938.00
610. CBS CORP NEW CL B	07/14/2010	08/02/2011	15,992.00	8,864.00	7,128.00
1760. CBS CORP NEW CL B	07/14/2010	10/11/2011	39,827.00	25,575.00	14,252.00
450. CIGNA	04/21/2010	10/11/2011	19,450.00	15,504.00	3,946.00
680. CAPITAL ONE FINL CORP	04/05/2010	10/20/2011	27,243.00	29,252.00	-2,009.00
470. CATERPILLAR INC	07/22/2009	07/22/2011	49,215.00	18,178.00	31,037.00
1933. CISCO SYSTEMS	02/11/2002	06/26/2012	32,500.00	33,731.00	-1,231.00
605. DEERE & CO	02/18/2010	09/22/2011	40,899.00	34,659.00	6,240.00
865. DISNEY WALT CO	11/19/2009	08/12/2011	28,093.00	25,919.00	2,174.00
685. EXELON CORP	07/10/2009	01/31/2012	27,213.00	49,238.00	-22,025.00
250000. FED HOME LN BKS 9/09/11	08/25/2006	09/09/2011	250,000.00	249,118.00	882.00
145. GOLDMAN SACHS GROUP I	10/11/2007	07/13/2011	19,041.00	30,566.00	-11,525.00
125. GOLDMAN SACHS GROUP I	03/28/2007	09/07/2011	13,482.00	25,831.00	-12,349.00
280. HARTFORD FINANCIAL	07/27/2009	07/22/2011	6,656.00	4,467.00	2,189.00
1845. HARTFORD FINANCIAL	07/27/2009	08/03/2011	40,678.00	29,435.00	11,243.00
635. HERSHEY FOODS	02/19/2009	12/02/2011	36,768.00	22,507.00	14,261.00
2000. ISHARES S & P MIDCAP FD	06/28/2007	05/30/2012	185,644.00	179,937.00	5,707.00

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

Schedule D-1 (Form 1041) 2011

Employer identification number

02-6051741

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	200,029.00
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Schedule D-1 (Form 1041) 2011

FEDERAL CAPITAL GAIN DIVIDENDS

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SHORT-TERM CAPITAL GAIN DIVIDENDS

METROPOLITAN WEST HIGH YD BD I #514	1.00
METROPOLITAN WEST HIGH YD BD I #514	546.00
T ROWE PRICE MID-CAP GROWTH FD INC COM	516.00
T ROWE PRICE MID-CAP GROWTH FD INC COM	959.00
TEMPLETON INSTITUTIONAL FOREIGN	82.00
VANGUARD INTER TERM BD IDX SS #1350	265.00
VANGUARD INTER TERM BD IDX SS #1350	961.00
VANGUARD FIXED INCOME	372.00
VANGUARD FIXED INCOME	922.00
VANGUARD ADMIRAL GNMA FD #536	1,326.00
VANGUARD ADMIRAL GNMA FD #536	6,741.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS	12,691.00
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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

	49.00
APARTMENT INVT & MGMT CO	36.00
COLUMBIA ACORN FUND CL Z #492	4,516.00
METROPOLITAN WEST HIGH YD BD I #514	795.00
T ROWE PRICE MID-CAP GROWTH FD INC COM	7,895.00
TEMPLETON GLOBAL BOND ADVISOR #616	3,671.00
TEMPLETON INSTL EMERGING MKT #456	22,184.00
TEMPLETON INSTITUTIONAL FOREIGN	9,221.00
VANGUARD INTER TERM BD IDX SS #1350	14,008.00
VANGUARD FIXED INCOME	404.00
VANGUARD ADMIRAL GNMA FD #536	1,690.00
VANGUARD INFLATION-PROTECTED SEC 119	347.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	64,817.00
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TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

64,817.00

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GAINS AND LOSSES FROM PASS-THRU ENTITIES

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NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 767.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

767.00

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NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 119,511.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

119,511.00

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990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.



Investment Detail

3035010332 | NHCF HENRY LORD SCHOLARSHIP

01-Aug-2012 2 34 PM ET

Asset Types: Balanced Funds, Cash & Cash Equivalents, Equities, Fixed Income -Non
 Taxable, Fixed Income -Taxable, Other, Real Estate

Data Current as of: 30-Jun-2012

SUMMARY

Asset Type	Current Allocation	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Cash Equivalents	1 309%	\$148,929.99	\$148,929.99	\$0.00
Equities	54 309%	\$6,179,655.99	\$5,118,330.88	\$1,061,325.11
Fixed Income -Taxable	44 382%	\$5,050,116.44	\$4,861,245.23	\$188,871.21
Totals		\$11,378,702.42	\$10,128,506.10	\$1,250,196.32

DETAIL

Asset Name	Current Allocation	Date Added	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Cash Equivalents: 1.309%					
CASH - INCOME	0 168%		\$19,167.03	\$19,167.03	\$0.00
CASH - INVESTED INCOME	(0 164)%		(\$18,607.15)	(\$18,607.15)	\$0.00
RBS CITIZENS N A CASH SWEEP ACCOUNT	1 140%	30-Jun-2012	\$129,762.96	\$129,762.96	\$0.00
RBS CITIZENS N A CASH SWEEP ACCOUNT	0 164%	30-Jun-2012	\$18,607.15	\$18,607.15	\$0.00
Subtotal	1.309%		\$148,929.99	\$148,929.99	\$0.00
Equities: 54.309%					
3M CO	0 579%	29-Jun-2012	\$65,856.00	\$43,310.92	\$22,545.08
ABBOTT LABORATORIES	0 748%	29-Jun-2012	\$85,100.40	\$72,147.38	\$12,953.02
ACTUANT CORP	0 359%	29-Jun-2012	\$40,875.80	\$44,185.57	(\$3,309.77)
AFFILIATED MANAGERS GROUP INC	0 624%	29-Jun-2012	\$71,033.05	\$54,140.60	\$16,892.45
AMETEK INC	0 454%	29-Jun-2012	\$51,656.85	\$44,701.96	\$6,954.89
AMGEN INC	0 481%	29-Jun-2012	\$54,682.50	\$53,628.15	\$1,054.35
ANADARKO PETE CORP	0 282%	29-Jun-2012	\$32,107.00	\$39,805.26	(\$7,698.26)
APARTMENT INVT & MGMT CO	0 298%	29-Jun-2012	\$33,922.65	\$33,462.44	\$460.21
APPLE COMPUTER INC	1 340%	29-Jun-2012	\$152,424.00	\$60,372.31	\$92,051.69
AT & T INC	0 536%	29-Jun-2012	\$60,978.60	\$59,188.51	\$1,790.09
BB&T CORP	0 544%	29-Jun-2012	\$61,854.25	\$46,610.24	\$15,244.01
BOEING CO	0 588%	29-Jun-2012	\$66,870.00	\$49,926.48	\$16,943.52
CAPITAL ONE FINL CORP	0 497%	29-Jun-2012	\$56,573.10	\$44,747.52	\$11,825.58
CHEVRON CORP	1.224%	29-Jun-2012	\$139,260.00	\$57,048.53	\$82,211.47
CHUBB CORP	0 634%	29-Jun-2012	\$72,091.80	\$61,060.61	\$11,031.19
CIGNA	0 404%	29-Jun-2012	\$45,980.00	\$40,031.17	\$5,948.83

Asset Name	Current Allocation	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
CITIGROUP INC	0.588%	29-Jun-2012	\$66,907.81	\$87,713.25	(\$20,805.44)
COCA-COLA CO	0.993%	29-Jun-2012	\$112,984.55	\$77,610.09	\$35,374.46
COLGATE-PALMOLIVE CO	0.435%	29-Jun-2012	\$49,447.50	\$39,716.45	\$9,731.05
COLUMBIA ACORN FUND CL Z #492	0.980%	29-Jun-2012	\$111,519.62	\$87,793.62	\$23,726.00
CONOCOPHILLIPS	0.606%	29-Jun-2012	\$69,011.80	\$69,270.05	(\$258.25)
CVS/CAREMARK CORPORATION	0.493%	29-Jun-2012	\$56,076.00	\$43,381.32	\$12,694.68
DELAWARE EMERGING MARKETS INST'L	1.153%	29-Jun-2012	\$131,164.97	\$125,000.00	\$6,164.97
E M C CORP MASS	0.784%	29-Jun-2012	\$89,192.40	\$42,447.40	\$46,745.00
EBAY INC	0.482%	29-Jun-2012	\$54,823.05	\$54,009.12	\$813.93
EDISON INTERNATIONAL	0.463%	29-Jun-2012	\$52,668.00	\$42,715.23	\$9,952.77
EXXON MOBIL CORP	1.278%	29-Jun-2012	\$145,469.00	\$94,926.58	\$50,542.42
GENERAL ELECTRIC CO	0.942%	29-Jun-2012	\$107,221.80	\$59,602.98	\$47,618.82
GOOGLE INC	0.683%	29-Jun-2012	\$77,729.38	\$76,774.18	\$955.20
HERSHEY COMPANY	0.421%	29-Jun-2012	\$47,899.95	\$23,714.04	\$24,185.91
INTEL CORP	0.820%	29-Jun-2012	\$93,275.00	\$55,106.90	\$38,168.10
INTERNATIONAL BUSINESS MACHINES	0.859%	29-Jun-2012	\$97,790.00	\$50,573.00	\$47,217.00
ISHARES DJ US OIL EQUIP & SVCS	0.577%	29-Jun-2012	\$65,660.80	\$79,724.26	(\$14,063.46)
ISHARES MSCI EMERGING MKTS	1.032%	29-Jun-2012	\$117,405.00	\$120,298.58	(\$2,893.58)
ISHARES S & P MIDCAP 400 INDEX FD	3.310%	29-Jun-2012	\$376,680.00	\$359,874.15	\$16,805.85
ISHARES S&P SMALLCAP 600 VALUE INDEX	0.784%	29-Jun-2012	\$89,196.00	\$54,002.21	\$35,193.79
ISHARES TR MSCI EAFE IDX	1.756%	29-Jun-2012	\$199,840.00	\$223,955.60	(\$24,115.60)
ISHARES TR NASDAQ BIO INDX	0.463%	29-Jun-2012	\$52,631.78	\$52,012.61	\$619.17
ISHARES TR S&P 500 INDEX	1.803%	29-Jun-2012	\$205,125.00	\$198,748.50	\$6,376.50
JABIL CIRCUIT INC	0.454%	29-Jun-2012	\$51,638.20	\$53,978.81	(\$2,340.61)
JOHNSON & JOHNSON	0.626%	29-Jun-2012	\$71,275.80	\$69,830.74	\$1,445.06
JPMORGAN CHASE & CO	0.432%	29-Jun-2012	\$49,128.75	\$48,478.56	\$650.19
LOWES COMPANIES INC	0.602%	29-Jun-2012	\$68,540.40	\$60,259.95	\$8,280.45
MARRIOTT INTL' INC NEW CLASS A	0.400%	29-Jun-2012	\$45,472.00	\$41,807.91	\$3,664.09
MCGRAW-HILL, INC	0.372%	29-Jun-2012	\$42,300.00	\$44,069.46	(\$1,769.46)
MERCK & CO INC NEW	0.712%	29-Jun-2012	\$80,995.00	\$68,625.22	\$12,369.78
MICROSOFT CORP	1.173%	29-Jun-2012	\$133,525.35	\$154,255.17	(\$20,729.82)
MONSANTO CO NEW	0.615%	29-Jun-2012	\$69,949.10	\$60,591.89	\$9,357.21
NEXTERA ENERGY INC COM	0.499%	29-Jun-2012	\$56,768.25	\$49,314.38	\$7,453.87
NORDSTROM INC	0.513%	29-Jun-2012	\$58,385.75	\$45,189.25	\$13,196.50

Asset Name	Current Allocation	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
NORFOLK SOUTHERN CORP	0.410%	29-Jun-2012	\$46,650.50	\$36,401.24	\$10,249.26
ORACLE SYSTEMS CORP	0.384%	29-Jun-2012	\$43,659.00	\$26,930.40	\$16,728.60
PANERA BREAD CO CL A	0.411%	29-Jun-2012	\$46,712.40	\$21,291.33	\$25,421.07
PEPSICO INC	0.559%	29-Jun-2012	\$63,594.00	\$4,786.22	\$58,807.78
PFIZER INC	0.792%	29-Jun-2012	\$90,160.00	\$71,616.81	\$18,543.19
PNC FINANCIAL SERVICES GROUP	0.631%	29-Jun-2012	\$71,804.25	\$66,280.69	\$5,523.56
PROCTER & GAMBLE CO	0.622%	29-Jun-2012	\$70,743.75	\$40,494.47	\$30,249.28
QUALCOMM CORP	0.306%	29-Jun-2012	\$34,800.00	\$34,991.37	(\$191.37)
SCHLUMBERGER LTD	0.319%	29-Jun-2012	\$36,349.60	\$52,766.56	(\$16,416.96)
SELECT SEC SPDR MATLS	0.876%	29-Jun-2012	\$99,694.25	\$65,169.69	\$34,524.56
SELECT SECTOR SPDR TECHNOLOGY	0.884%	29-Jun-2012	\$100,537.50	\$76,601.00	\$23,936.50
SPDR GOLD TRUST GOLD SHS	0.546%	29-Jun-2012	\$62,076.00	\$35,856.00	\$26,220.00
STEELPATH MLP SELECT 40 CL I	1.111%	29-Jun-2012	\$126,447.89	\$125,000.00	\$1,447.89
STRYKER CORP	0.501%	29-Jun-2012	\$57,028.50	\$61,644.72	(\$4,616.22)
T ROWE PRICE MID-CAP GROWTH FD#64	1.049%	29-Jun-2012	\$119,315.73	\$111,510.62	\$7,805.11
TEMPLETON INSTITUTIONAL FOREIGN	2.545%	29-Jun-2012	\$289,605.36	\$252,833.83	\$36,771.53
TJX COMPANIES NEW	0.502%	29-Jun-2012	\$57,096.90	\$38,399.23	\$18,697.67
UNITED TECHNOLOGIES CORP	0.471%	29-Jun-2012	\$53,626.30	\$44,708.51	\$8,917.79
VERIZON COMMUNICATIONS	0.381%	29-Jun-2012	\$43,329.00	\$34,583.54	\$8,745.46
VISA INC	0.603%	29-Jun-2012	\$68,614.65	\$48,840.94	\$19,773.71
WAL-MART STORES	0.702%	29-Jun-2012	\$79,829.40	\$59,227.53	\$20,601.87
WALT DISNEY CO	0.484%	29-Jun-2012	\$55,047.50	\$30,046.63	\$25,000.87
WASTE MGMT INC DEL	0.352%	29-Jun-2012	\$40,080.00	\$42,809.04	(\$2,729.04)
WELLS FARGO & CO NEW	0.783%	29-Jun-2012	\$89,117.60	\$79,432.05	\$9,685.55
YUM BRANDS INC	0.393%	29-Jun-2012	\$44,771.90	\$36,369.35	\$8,402.55
Subtotal	54.309%		\$6,179,655.99	\$5,118,330.88	\$1,061,325.11
Fixed Income -Taxable: 44.382%					
DU PONT & CO 1.750% 3/25/14	0.896%	29-Jun-2012	\$101,991.00	\$100,218.00	\$1,773.00
FED FARM CR BK 4.400% 7/03/12	2.197%	29-Jun-2012	\$250,030.00	\$250,627.50	(\$597.50)
FED FARM CR BK 5.180% 9/15/14	2.427%	29-Jun-2012	\$276,107.50	\$253,700.00	\$22,407.50
FED FARM CR BKS 5.050% 5/06/15	2.477%	29-Jun-2012	\$281,835.00	\$250,485.00	\$31,350.00
FED HOME LN BK 4.875% 3/11/16	2.532%	29-Jun-2012	\$288,070.00	\$261,105.00	\$26,965.00
FIDELITY REAL ESTATE INCOME	0.892%	29-Jun-2012	\$101,465.20	\$100,000.00	\$1,465.20

Asset Name	Current Allocation	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
METROPOLITAN WEST HIGH YD BD I #514	2.766%	29-Jun-2012	\$314,689.41	\$326,342.06	(\$11,652.65)
TEMPLETON GLOBAL BOND ADVISOR #616	2.035%	29-Jun-2012	\$231,556.01	\$251,096.08	(\$19,540.07)
US TREAS NOTE 3.625% 5/15/13	1.809%	29-Jun-2012	\$205,860.00	\$205,843.75	\$16.25
VANGUARD ADMIRAL FIXED STCORP #539	1.095%	29-Jun-2012	\$124,628.59	\$124,860.08	(\$231.49)
VANGUARD ADMIRAL GNMA FD #536	11.436%	29-Jun-2012	\$1,301,272.14	\$1,254,022.39	\$47,249.75
VANGUARD INFLATION-PROTECTED SEC 119	2.477%	29-Jun-2012	\$281,868.80	\$241,059.72	\$40,809.08
VANGUARD INTER TERM BD IDX SS #1350	9.348%	29-Jun-2012	\$1,063,645.73	\$1,015,233.54	\$48,412.19
VANGUARD INTERMEDIATE TERM CORP#71	1.322%	29-Jun-2012	\$150,442.03	\$150,000.00	\$442.03
VANGUARD SHORT TERM FEDERAL FUND#49	0.674%	29-Jun-2012	\$76,655.03	\$76,652.11	\$2.92
Subtotal	44.382%		\$5,050,116.44	\$4,861,245.23	\$188,871.21