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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**Department of the Treasury
Internal Revenue Service

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

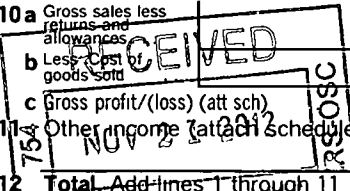
For calendar year 2011, or tax year beginning 7/01 , 2011, and ending 6/30 , 2012FRANCES HICKS MEMORIAL FUND
107 OAK GROVE AVE
BRATTLEBORO, VT 05301**A** Employer identification number
03-6003333**B** Telephone number (see the instructions)
802-257-0486**G** Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**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, column (c), line 16)
\$ 500,823.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**C** 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 ☐**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 (att sch)**2** Ck ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities**5a** Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10**b** Gross sales price for all assets on line 6a 96,696.**7** Capital gain net income (from Part IV, line 2)**8** Net short-term capital gain**9** Income modifications**10a** Gross sales less returns and allowances**b** Less cost of goods sold**c** Gross profit/(loss) (att sch)**11** Other income (attach schedule)**12** Total. Add lines 1 through 11**13** Compensation of officers, directors, trustees, etc**14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule)**b** Accounting fees (attach sch) SEE ST 1**c** Other prof fees (attach sch)**17** Interest**18** Taxes (attach schedule)(see instrs) SEE STM 2**19** Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)**24** Total operating and administrative expenses. Add lines 13 through 23**25** Contributions, gifts, grants paid. PART XV**26** Total expenses and disbursements. Add lines 24 and 25**27** Subtract line 26 from line 12:**a** Excess of revenue over expenses and disbursements**b** Net investment income (if negative, enter -0-)**c** Adjusted net income (if negative, enter -0-)

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AND
OPERATING
EXPENSES

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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		9,840.		
	2	Savings and temporary cash investments			45,671.	45,671.
	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 sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)	128,675.	58,366.	69,151.	
	b	Investments — corporate stock (attach schedule)	241,208.	263,263.	370,995.	
	c	Investments — corporate bonds (attach schedule)		15,000.	15,006.	
	LIABILITIES	11	Investments — land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments — mortgage loans				
13		Investments — other (attach schedule)				
14		Land, buildings, and equipment: basis				
		Less: accumulated depreciation (attach schedule)				
15		Other assets (describe)				
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	379,723.	382,300.	500,823.	
17		Accounts payable and accrued expenses				
18		Grants payable				
19	Deferred revenue					
20	Loans from officers, directors, trustees, & other disqualified persons					
21	Mortgages and other notes payable (attach schedule)					
22	Other liabilities (describe)					
23	Total liabilities (add lines 17 through 22)	0.	0.			
NET FUND ASSETS OR 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	379,723.	382,300.		
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	379,723.	382,300.		
	31	Total liabilities and net assets/fund balances (see instructions)	379,723.	382,300.		

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	379,723.
2	Enter amount from Part I, line 27a	2	3,246.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	382,969.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 4	5	669.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	382,300.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SCHEDULE ATTACHED		P	VARIOUS	VARIOUS
b SCHEDULE ATTACHED		P	9/13/10	9/12/11
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 92,392.		80,280.	12,112.
b 4,304.		4,319.	-15.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			12,112.
b			-15.
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	12,097.
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	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	-15.

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) N/A

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 (column (b) divided by column (c))
2010			
2009			
2008			
2007			
2006			

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

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.

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

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	466.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	466.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	466.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		466.
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
1 a 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 the instructions for definition)?		X
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		
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 ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		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
4 a 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, column (c), and Part XV		X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ VT		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>MARSHALL WHEELLOCK</u> Telephone no <u>802-257-0486</u> Located at <u>107 OAK GROVE AVE, BRATTLEBORO VT</u> ZIP + 4 <u>05301</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>	N/A		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				

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

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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	N/A
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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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)?**5b**

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

X

If 'Yes' to 6b, file Form 8870

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

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (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 5		0.	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				

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (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		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	481,935.
b	Average of monthly cash balances	1b	19,591.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	501,526.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	501,526.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	7,523.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	494,003.
6	Minimum investment return. Enter 5% of line 5	6	24,700.

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	24,700.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	466.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	466.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24,234.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	24,234.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	24,234.

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	18,266.
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	18,266.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	18,266.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				24,234.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			552.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 18,266.				
a Applied to 2010, but not more than line 2a			552.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				17,714.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				6,520.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 STATEMENT ATTACHED ,	NONE		SEE SCHEDULE ATTACHED	18,266.
Total				3a 18,266.
b Approved for future payment				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	8.	
4	Dividends and interest from securities			14	16,163.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					12,097.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				16,171.	12,097.
13	Total. Add line 12, columns (b), (d), and (e)				13	28,268.

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

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

[illegible]

FRANCES HICKS MEMORIAL FUND

03-6003333

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PIECIAK & CO	\$ 406.			
TOTAL	\$ 406.	\$ 0.		\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2010 FORM 990PF	\$ 355.			
FOREIGN TAX W/H FROM DIVIDENDS	445.	\$ 445.		
TOTAL	\$ 800.	\$ 445.		\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LIABILITY INSURANCE - BOARD MEMBERS	\$ 985.			
OFFICE EXPENSE	56.			
SHERLOCK INVESTMENTS - MGT FEES	3,512.	\$ 3,512.		
TRUST CO OF VERMONT- FEES	997.	997.		
TOTAL	\$ 5,550.	\$ 4,509.		\$ 0.

STATEMENT 4
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

REIT COST BASIS ADJUSTMENT				
TOTAL	\$ 669.			\$ 669.

FRANCES HICKS MEMORIAL FUND

03-6003333

STATEMENT 5
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
DAN UNWIN 157 MELROSE ST BRATTLEBORO, VT 05301	VICE PRESIDENT 0	\$ 0.	\$ 0.	\$ 0.
FLO LEVIN SAXTONS RIVER, VT 05154	DIRECTOR 0	0.	0.	0.
MARSHALL M. WHELOCK 107 OAK GROVE AVE BRATTLEBORO, VT 05301	TREASURER 0	0.	0.	0.
SUSAN MURRAY P.O. BOX 2231 WEST BRATTLEBORO, VT 05303	SECRETARY 0	0.	0.	0.
GREG WORDEN P.O. BOX 491 BRATTLEBORO, VT 05301	DIRECTOR 0	0.	0.	0.
VIRGINIA ENOLA 700 WESTERN AVE BRATTLEBORO, VT 05301	DIRECTOR 0	0.	0.	0.
CAROLYN HEILE 3359 COOLIDGE HWY GUILFORD, VT 05301	PRESIDENT 0	0.	0.	0.
LORRAINE UNWIN 248 MELROSE ST BRATTLEBORO, VT 05301	DIRECTOR 0	0.	0.	0.
MUNSON HICKS 870 TYLER HILL RD VERNON, VT 05354	DIRECTOR 0	0.	0.	0.
FRANK MARKEY 748 SUNSET LAKE RD BRATTLEBORO, VT 05301	DIRECTOR 0	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

STATEMENT 6
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: FRANCES HICKS MEMORIAL FUND
NAME: VIRGINIA ENOLA
CARE OF:
STREET ADDRESS: 700 WESTERN AVE

FRANCES HICKS MEMORIAL FUND

03-6003333

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

CITY, STATE, ZIP CODE:	BRATTLEBORO, VT 05301
TELEPHONE:	802-254-9135
FORM AND CONTENT:	THE FUND PROVIDES AN APPLICATION FORM THAT REQUESTS THE INFORMATION NEEDED TO DETERMINE IF THE APPLICANT MEETS OUR CRITERIA AS SET
SUBMISSION DEADLINES:	PRIOR TO EACH QUARTERLY MEETING
RESTRICTIONS ON AWARDS:	AWARDS ARE MADE TO CHILDREN, THEIR FAMILIES OR INSTITUTIONS WHO ASSIST THEM. THE APPLICANT MUST RESIDE IN WINDHAM COUNTY, VT OR CHESHIRE COUNTY, NH. THEY MUST HAVE DEVELOPMENTAL OR LEARNING IMPAIRMENTS, HAVE A FINANCIAL NEED AND BE UNABLE TO OBTAIN FUNDS FROM OTHER SOURCES. THE SERVICES TO BE FUNDED MUST NOT BE THE OBLIGATION OF A PUBLIC SCHOOL OR SOCIAL SERVICE AGENCY.

FRANCIS HICKS MEMORIAL FUND
03-06003333

REALIZED GAINS AND LOSSES
TAX YEAR ENDING 6/30/12

Description	Date Acquired	Date Sold	Net Proceeds	Cost	Gain or (Loss)	ST
400 shs Applied Materials, Inc.	9/13/2010	9/12/2011	\$ 4,303.92	\$ 4,319.00	\$ (15.08)	
100 shs Direct TV Group Inc.	5/13/2005	12/12/2011	\$ 4,649.91	\$ 1,546.00	\$ 3,103.91	
\$10,000 Fed Farm Credit Bank "Floater" 12/07/2011 0.28%	8/19/2010	12/7/2011	\$ 10,000.00	\$ 9,996.10	\$ 3.90	
\$10,000 Fed Farm Credit Bank "Floater" 03/19/12 0.39%	9/7/2010	3/19/2012	\$ 10,000.00	\$ 10,006.10	\$ (6.10)	
\$10,000 Fed Home Loan "Floater" 01/13/12 0.20%	9/14/2010	1/13/2012	\$ 10,000.00	\$ 9,985.20	\$ 14.80	
133 shs Firstenergy Corp	11/18/2009	5/4/2012	\$ 6,235.38	\$ 4,535.72	\$ 1,699.66	
250 shs General Electric Co.	2/20/2008	10/27/2011	\$ 4,202.42	\$ 8,308.04	\$ (4,105.62)	
200 shs Marathon Petroleum Company	8/9/2000	8/30/2011	\$ 7,069.86	\$ 2,089.64	\$ 4,980.22	
100 shs Pico Holdings Inc	6/21/2001	10/27/2011	\$ 2,251.92	\$ 1,356.00	\$ 895.92	
400 shs Public Storage Pfd "M"	3/25/2009	41,010.00	\$ 10,000.00	\$ 7,134.30	\$ 2,865.70	

\$25,000 U.S. Treasury "TIPS"
4/15/12 2.00%

5/15/2007 4/16/2012 \$ 27,982.50 \$ 25,322.78 \$ 2,659.72

TOTALS \$ 96,695.91 \$ 84,598.88 \$ 12,097.03

FRANCIS HICKS MEMORIAL FUND
03-06003333

FORM 990PF PART XV

GRANTS AND CONTRIBUTIONS MADE FOR TAX YEAR ENDING 6/31/12

Name and Address	Rel. to Found. etc.	Foundation	Purpose of Grant	Amount
Shelley Bevins	none		Theater Adventure Program	\$ 150.00
Brian White Marlboro, Vt.	none		Theater workshop	\$ 575.00
			Swimming Lessons	\$ 200.00
Marty Young Brattleboro, Vt.	none		Music Lessons	\$ 225.00
			Campership	\$ 460.00
April Bond Dummerston, Vt.	none		Pottery Lessons	\$ 1,600.00
Elijah Jenson Brattleboro, Vt.	none		Theater workshop	\$ 250.00
			Music Lessons	\$ 250.00
			Returned from 2010	\$ (1,050.00)
Emily Sorrell Newfane, Vt.	none		Theater workshop	\$ 250.00

Emma Davis Brattleboro, Vt.	none	Swimming Lessons Campership	\$ \$	2,040.00 400.00
Alexa VanLeeuwen Brattleboro, Vt.	none	Theater workshop	\$	200.00
Kachina Lee-Autenrieth Dummerston, Vt.	none	Campership Piano Lessons	\$ \$	500.00 836.00
Gracie Louise Houle Brattleboro, Vt.	none	I-Pad and applications	\$	499.00
Ambrose Brown Brattleboro, Vt.	none	Respite Care	\$	1,000.00
Allen Hutchins Grafton, Vt.	none	I-Pad and applications	\$	539.00
Samantha Pelton Brookline, Vt.	none	Theater workshop Riding Lessons Campership Adult Tricycle	\$ \$ \$ \$	375.00 400.00 200.00 25.00
Leif Pfaff-Powers East Dover, Vt.	none	Swimming Lessons Theater workshop	\$ \$	650.00 200.00
River Chase Windham, Vt.	none	Supportive pillows Respite Care	\$ \$	140.00 393.00
Brite Lavender Brattleboro, Vt.	none	Swimming lessons	\$	600.00
Leah Blowers Marlboro, Vt.	none	Swimming lessons Theater workshop	\$ \$	195.00 200.00

Danny Sullivan West Chesterfield, N.H.	none	Theater workshop	\$	225.00
Sarah Barese Rockingham, Vt.	none	Returned 2010 grant balance	\$	(300.00)
Katelyn Phomnath	none	Partial return from 2010 grant	\$	(116.05)
Susan Mandell Williamsville, Vt.	none	Campership	\$	975.00
Brittany Matus St John Saxons River, Vt.	none	Campership	\$	700.00
Ashley Fortier Brattleboro, Vt	none	Swimming Lessons	\$	975.00
Eric Lambert Bellows Falls. V t.	none	Partial return from 2010 grant Riding Lessons	\$ \$	(675.00) 680.00
River Gallery Arts Program Brattleboro, Vt.	none	Scholarship funds for qualifying students	\$	500.00
Oak Grove School Special Education Classes Brattleboro, Vt.	none	Poety residency Funding for student written and produced drama production	\$ \$	1,000.00 2,000.00
TOTAL			\$	18,265.95

June 01, 2012 To June 30, 2012

Account No : 1438

Account Name : Frances Hicks Memorial Fund

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
<u>Cash Equivalent - Taxable</u>								
4,492.99	BSL Money Market	100.000	4,492.99	4,492.99	0.00	0.90%	33.70	0.75%
642.71	* BSL Money Market	100.000	642.71	642.71	0.00	0.13%	4.82	0.75%
35,649.41	Northern Trust Govt Select Share Cl #848	100.000	35,649.41	35,649.41	0.00	7.18%	3.56	0.01%
805.4	* Northern Trust Govt Select Share Cl #848	100.000	805.40	805.40	0.00	0.16%	0.08	0.01%
* * Sub Total * *								
			41,590.51	41,590.51	0.00	8.37%	42.16	0.10%
<u>US Treasury TIPS</u>								
25,000	US Treas TIPS	127.952	28,625.02	31,988.00	3,362.98	6.44%	750.00	2.34%
10,000	US Treas TIPS	128.304	11,092.93	12,830.40	1,737.47	2.58%	187.50	1.46%
20,000	US Treas TIPS	121.666	18,647.70	24,333.20	5,685.50	4.90%	275.00	1.13%
* * Sub Total * *								
			58,365.65	68,151.60	10,785.95	13.92%	1,212.50	1.75%
<u>Corporate Bonds - Financial</u>								
15,000	Fed Natl Mort Assn Fd	100.040	15,000.00	15,005.97	5.97	3.02%	57.92	0.39%
* * Sub Total * *								
			15,000.00	15,005.97	5.97	3.02%	57.92	0.39%
<u>Mutual Fund - Fix Inc Taxable</u>								
696.864	Loomis Sayles Bond Fund	14.490	10,000.00	10,097.56	97.56	2.03%	596.17	5.90%
1,703.577	Vanguard High Yield Corp Fund #29	5.870	10,000.00	10,000.00	0.00	2.01%	670.57	6.71%
* * Sub Total * *								
			20,000.00	20,097.56	97.56	4.04%	1,266.74	6.30%
<u>Preferred Stock</u>								
500	General Electric Pines 5.5% 01/28/35	26.660	11,264.50	13,330.00	2,065.50	2.68%	687.50	5.16%
300	SLM Corporation Med Term 5% 01/16/18	22.480	6,418.65	6,743.97	325.32	1.36%	346.79	5.14%
200	US Bancorp Dep Shs 3.5%	22.820	4,301.44	4,564.00	262.56	0.92%	176.94	3.88%
* * Sub Total * *								
			21,984.59	24,637.97	2,653.38	4.96%	1,211.23	4.92%
<u>Common Stocks</u>								
300	AGL Resources Inc	38.750	9,345.15	11,625.00	2,279.85	2.34%	552.00	4.75%
200	Apache Corp	87.890	4,084.63	17,578.00	13,493.37	3.54%	136.00	0.77%

Holdings

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June 01, 2012 To June 30, 2012

Account Name : Frances Hicks Memorial Fund

Account No : 1438

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
300	Avista Corporation	26 700	4,117 38	8,010 00	3,892.62	1.61%	348.00	4.34%
100	Becton Dickinson & Company	74 750	2,510.00	7,475.00	4,965.00	1.50%	180.00	2.41%
100	Berkley W R Corp	38 920	2,476.85	3,892 00	1,415.15	0.78%	36 00	0.92%
100	Berkshire Hathaway Inc Del Cl B New	83 330	4,987.85	8,333 00	3,345 15	1.68%	0 00	0.00%
300	Brookline Bancorp Inc	8 850	2,528 97	2,655 00	126.03	0.53%	102 00	3.84%
665	Cef Gladstone Inv Corp	7 390	8,001.04	4,914.35	-3,086.69	0.99%	399.00	8.12%
200	Conocophillips	55 880	4,238.52	11,176 00	6,937.48	2.25%	528.00	4.72%
200	Direct TV Com Cl A	48 820	2,844.62	9,764.00	6,919.38	1.97%	0 00	0.00%
200	Federated Investors	21 850	4,209.98	4,370 00	160.02	0.88%	192 00	4.39%
300	Gladstone Commercial	16 660	3,083.78	4,998.00	1,914.22	1.01%	450.00	9.00%
200	Home Properties Inc	61 360	4,670.35	12,272.00	7,601.65	2.47%	528.00	4.30%
100	Johnson & Johnson	67 560	5,806.64	6,756.00	949.36	1.36%	244.00	3.61%
200	Kraft Foods Inc Cl A	38 620	5,583.88	7,724 00	2,140 12	1.55%	232 00	3.00%
400	Marathon Oil Corp	25 570	3,215 86	10,228.00	7,012.14	2.06%	272 00	2.68%
200	Microsoft Corp	30 590	4,902 00	6,118.00	1,216 00	1.23%	160 00	2.62%
400	Oracle Corporation	29 700	4,944.00	11,880.00	6,936.00	2.39%	96.00	0.81%
50	Pepsico Inc	70 660	3,153.00	3,533.00	380.00	0.71%	107 50	3.04%
100	Phillips 66	33 240	1,336.48	3,324.00	1,987.52	0.67%	0 00	0.00%
200	Realty Income Corporation	41 770	4,414 44	8,354.00	3,939.56	1.68%	350.70	4.20%
300	Retail Opportunity	12 060	2,830.07	3,618.00	787 93	0.73%	156.00	4.31%
300	Saia Inc	12 120	4,033.71	3,636.00	-397.71	0.73%	144.00	3.96%
100	Travelers Cos Inc	63 840	3,514.28	6,384 00	2,869 72	1.29%	184.00	2.88%
350	Verizon Communications Inc	44 440	9,440.63	15,554.00	6,113.47	3.13%	700.00	4.50%
* * Sub Total * *			110,274.01	194,171.35	83,897.34	39.08%	6,097.20	3.14%
<u>Foreign Equities</u>								
300	Banco Latinoamericano de Comercio Ext SA	21 430	3,759.99	6,429.00	2,669.01	1.29%	300.00	4.67%

Holdings

Page 4

Account No : 1438

Investment Holdings

Shares / PV	Asset Description	Market Price	Tax Cost	Market	Unrealized Gain/Loss	% Port	Estimated Ann Inc	Yield
300	Canadian Oil Sands Ltd	19.361	7,513.26	5,808.21	-1,705.05	1.17%	407.19	7.01%
100	Dieago PLC Spons ADR New	103.070	5,575.04	10,307.00	4,731.96	2.07%	263.68	2.56%
200	National Grid Transco PLC Spons ADR New	52.990	7,333.82	10,598.00	3,264.18	2.13%	622.66	5.88%
200	Novartis AG ADR	55.900	9,624.95	11,180.00	1,555.05	2.25%	421.26	3.77%
400	Pembina Pipeline Corp	25.610	5,660.00	10,244.00	4,584.00	2.06%	630.96	6.16%
86	Royal Dutch Shell PLC Spons ADR Rpsstg B	69.930	3,792.85	6,013.98	2,221.13	1.21%	295.84	4.92%
200	Sanofi Spons ADR	37.780	7,000.00	7,556.00	556.00	1.52%	286.17	3.79%
200	Santander Finance Pfd B	15.370	3,809.22	3,074.00	-735.22	0.62%	202.22	6.58%
307.895	Telefonica SA Spnsd ADR	13.100	7,092.00	4,033.42	-3,058.58	0.81%	510.06	12.65%
200	Telus Corp Non Vtg	58.480	4,716.00	11,696.00	6,980.00	2.35%	489.56	4.19%
400	Tesco PLC ADR	14.589	6,225.40	5,835.60	-389.80	1.17%	266.28	4.56%
100	Teva Pharmaceutical Inds ADR	39.440	4,489.41	3,944.00	-545.41	0.79%	76.14	1.93%
300	Unilever PLC ADR	33.730	7,320.05	10,119.00	2,798.95	2.04%	372.51	3.68%
* * Sub Total * *			83,911.99	106,838.21	22,926.22	21.48%	5,144.53	4.82%
<u>ETF - International</u>								
700	Clough Global Opportunities	10.750	9,450.17	7,525.00	-1,925.17	1.51%	756.00	10.05%
150	Wisdom Tree Emerging Mkts Equity Income Fd	51.810	7,643.00	7,771.50	128.50	1.56%	312.18	4.02%
* * Sub Total * *			17,093.17	15,296.50	-1,796.67	3.07%	1,068.18	6.98%
<u>Mutual Fund - Equity Funds</u>								
931.967	FPA New Income Fd	10.680	10,000.00	9,953.41	-46.59	2.00%	382.11	3.84%
* * Sub Total * *			10,000.00	9,953.41	-46.59	2.00%	382.11	3.84%
* * Grand Total * *			378,219.92	496,743.08	118,523.16		16,482.57	3.32%
Principal Cash : 0.00		Income Cash : 1,448.11	Invested Income : -1,448.11					

* Denotes Invested Income