Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2011

For calendar year 2011 or tax year beginning 07/01 **, 2011, and ending** 06/30, **20** 12

Name of foundation: AMERICAN MEMORIAL HOSPITAL, INC.

A Employer identification number: 04-6012766

Number and street (or P O. box number if mail is not delivered to street address): FIDUCIARY TRUST CO., P.O. BOX 55806

Room/suite:

B Telephone number (see instructions): (617) 482-5270

City or town, state, and ZIP code: BOSTON, MA 02205-5806

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 13,765,062.

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (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	278,541.	236,969.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	664,814.			
	b	Gross sales price for all assets on line 6a 7,315,632.				
	7	Capital gain net income (from Part IV, line 2)		690,401.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	155,024.	17,942.		STMT 1
	12	**Total.** Add lines 1 through 11	1,098,379.	945,312.		
Operating and Administrative Expenses	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 schedule) STMT 2	15,130.	NONE	NONE	15,130.
	c	Other professional fees (attach schedule) STMT 3	69,777.			69,777.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	512.	7,578.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	69,797.			69,797.
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 5	1,167.	37,844.		875.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	156,383.	45,422.	NONE	155,579.
	25	Contributions, gifts, grants paid	911,295.			911,295.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,067,678.	45,422.	NONE	1,066,874.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	30,701.			
	b	**Net investment income** (if negative, enter -0-)		899,890.		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	422,896.	162,295.	162,295.
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			
10a Investments - U.S. and state government obligations (attach schedule)	334,363.		
b Investments - corporate stock (attach schedule) STMT 6	4,140,096.	4,387,104.	4,960,157.
c Investments - corporate bonds (attach schedule)	101,933.		
11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STMT 7	8,239,498.	8,650,845.	8,642,610.
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)	13,238,786.	13,200,244.	13,765,062.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	13,238,786.	13,200,244.	
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	13,238,786.	13,200,244.	
31 Total liabilities and net assets/fund balances (see instructions)	13,238,786.	13,200,244.	

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	13,238,786.
2 Enter amount from Part I, line 27a	2	30,701.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	26.
4 Add lines 1, 2, and 3	4	13,269,513.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	69,269.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,200,244.

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	7,255,711.		6,625,231.	630,480.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				630,480.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	690,401.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	683,834.	14,681,322.	0.046579
2009	383,293.	13,617,681.	0.028147
2008	NONE	NONE	NONE
2007	NONE	NONE	NONE
2006	NONE	NONE	NONE

2	Total of line 1, column (d)	2	0.074726
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.037363
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	13,990,063.
5	Multiply line 4 by line 3	5	522,711.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,999.
7	Add lines 5 and 6	7	531,710.
8	Enter qualifying distributions from Part XII, line 4	8	1,066,874.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter: ______ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	8,999.
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	8,999.
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	8,999.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 5,368.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c 4,632.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	10,000.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,001.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 1,001. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶$ ______ (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.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	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.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ FIDUCIARY TRUST COMPANY Telephone no. ▶ (617)482-5270

Located at ▶ 175 FEDERAL STREET, BOSTON, MA ZIP + 4 ▶ 02110

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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	N/A	
	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

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	X
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?		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 10		-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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 PROVIDE FINANCIAL ASSISTANCE TO THE AMERICAN MEMORIAL HOSPITAL LOCATED IN REIMS, FRANCE	
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 ▶	

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	14,203,110.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	14,203,110.
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	14,203,110.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	213,047.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,990,063.
6	**Minimum investment return.** Enter 5% of line 5	6	699,503.

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	699,503.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	8,999.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	8,999.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	690,504.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	690,504.
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	690,504.

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	1,066,874.
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	1,066,874.
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	8,999.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,057,875.

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				690,504.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			319,511.	
b Total for prior years: 20 09 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 ... NONE				
b From 2007 ... NONE				
c From 2008 ... NONE				
d From 2009 ... NONE				
e From 2010 ... NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 1,066,874.				
a Applied to 2010, but not more than line 2a			319,511.	
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				690,504.
e Remaining amount distributed out of corpus	56,859.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	56,859.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	56,859.			
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 ... 56,859.				

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)

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 16				
Total . . . . . . ▶ **3a**				911,295.
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) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	278,541.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	664,814.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b SEE STMT 1			14	155,024.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,098,379.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,098,379.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

[signature] 5-1-13 TREASURER

Signature of officer or trustee — Date — Title

J. BRIAN POTTS

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARK SPENCER	M Spencer JA	4/26/13		P00709770

Firm's name ▶ FIDUCIARY TRUST COMPANY — Firm's EIN ▶ 04-1309690

Firm's address ▶ P.O. BOX 55806 BOSTON, MA 02205-5806 — Phone no. 617-482-5270

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					24,639.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					34,900.	
		200. ABBOTT LABORATORIES COM PROPERTY TYPE: SECURITIES				P	02/20/2009	07/07/2011
10,700.00		10,800.00					-100.00	
		300. ABBOTT LABORATORIES COM PROPERTY TYPE: SECURITIES				P	02/20/2009	09/15/2011
15,279.00		16,199.00					-920.00	
		700. ABBOTT LABORATORIES COM PROPERTY TYPE: SECURITIES				P	02/20/2009	10/12/2011
36,736.00		37,799.00					-1,063.00	
		100000. ALCOA INC NOTES DTD 12/6/2001 6. PROPERTY TYPE: SECURITIES				P	02/20/2002	01/17/2012
100,000.00		101,933.00					-1,933.00	
		2412.988 ALLIANZGI NFJ INTL VALUE INST'L PROPERTY TYPE: SECURITIES				P	09/24/2008	01/13/2012
44,713.00		49,732.00					-5,019.00	
		2422.551 ALLIANZGI NFJ INTL VALUE INST'L PROPERTY TYPE: SECURITIES				P	05/18/2011	01/13/2012
44,890.00		52,981.00					-8,091.00	
		100. AMAZON INC CM COM PROPERTY TYPE: SECURITIES				P	05/20/2011	09/15/2011
22,404.00		19,845.00					2,559.00	
		300. AMERICAN TOWER CORP CL A (REIT) PROPERTY TYPE: SECURITIES				P	04/01/2011	02/17/2012
18,805.00		15,686.00					3,119.00	
		200. AMERICAN TOWER CORP CL A (REIT) PROPERTY TYPE: SECURITIES				P	06/18/2010	02/17/2012
12,537.00		9,048.00					3,489.00	
		100. AMPHENOL CORP CL A PROPERTY TYPE: SECURITIES				P	09/24/2007	10/12/2011
4,361.00		3,825.00					536.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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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)	
		1300. AMPHENOL CORP CL A PROPERTY TYPE: SECURITIES				P	VAR	11/18/2011
59,025.00		41,316.00					17,709.00	
		200. ANALOG DEVICES COM PROPERTY TYPE: SECURITIES				P	04/01/2011	12/16/2011
6,891.00		7,887.00					-996.00	
		900. ANALOG DEVICES COM PROPERTY TYPE: SECURITIES				P	06/18/2010	12/16/2011
31,010.00		27,717.00					3,293.00	
		100. APPLE COMPUTER INC COM PROPERTY TYPE: SECURITIES				P	05/20/2010	10/12/2011
40,618.00		24,296.00					16,322.00	
		100. APPLE COMPUTER INC COM PROPERTY TYPE: SECURITIES				P	05/20/2010	01/13/2012
41,943.00		24,296.00					17,647.00	
		1100. BMC SOFTWARE INC COM PROPERTY TYPE: SECURITIES				P	12/16/2011	02/17/2012
43,234.00		37,312.00					5,922.00	
		300. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES				P	12/22/2009	09/15/2011
29,611.00		23,238.00					6,373.00	
		100. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES				P	05/20/2011	09/15/2011
9,870.00		10,244.00					-374.00	
		100. CHUBB CORP COM PROPERTY TYPE: SECURITIES				P	02/26/2010	05/18/2012
7,124.00		5,087.00					2,037.00	
		300. CHURCH & DWIGHT CO INC PROPERTY TYPE: SECURITIES				P	06/05/2003	09/15/2011
12,795.00		3,214.00					9,581.00	
		500. CHURCH & DWIGHT CO INC PROPERTY TYPE: SECURITIES				P	06/05/2003	10/12/2011
22,362.00		5,357.00					17,005.00	

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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)	
		500. CHURCH & DWIGHT CO INC PROPERTY TYPE: SECURITIES				P	06/05/2003	01/13/2012
22,595.00		5,357.00					17,238.00	
		350. EQUITY RESIDENTIAL PPTYS TR SH BEN PROPERTY TYPE: SECURITIES				P	04/02/2009	02/17/2012
20,272.00		6,520.00					13,752.00	
		600. EXPEDITORS INTL WASH INC PROPERTY TYPE: SECURITIES				P	07/07/2011	12/16/2011
24,608.00		31,841.00					-7,233.00	
		400. EXPRESS SCRIPTS HOLDING CO PROPERTY TYPE: SECURITIES				P	09/15/2011	05/18/2012
20,388.00		16,648.00					3,740.00	
		1963.763 ABSOLUTE STRATEGIES FUND INST'L PROPERTY TYPE: SECURITIES				P	VAR	08/23/2011
21,562.00		20,155.00					1,407.00	
		7853.588 FRANKLIN INT'L SMALL CAP GROWTH PROPERTY TYPE: SECURITIES				P	05/18/2011	01/13/2012
107,594.00		134,689.00					-27,095.00	
		3760.649 FRANKLIN INT'L SMALL CAP GROWTH PROPERTY TYPE: SECURITIES				P	05/18/2011	03/19/2012
58,403.00		64,495.00					-6,092.00	
		6168.547 FRONTEGRA NETOLS SMALL CAP VALU PROPERTY TYPE: SECURITIES				P	VAR	08/23/2011
67,484.00		66,142.00					1,342.00	
		7484.39 FRONTEGRA NETOLS SMALL CAP VALUE PROPERTY TYPE: SECURITIES				P	01/27/2010	10/12/2011
84,574.00		78,137.00					6,437.00	
		300. GENERAL DYNAMICS COM PROPERTY TYPE: SECURITIES				P	07/17/2009	07/07/2011
22,642.00		16,166.00					6,476.00	
		300. GENERAL DYNAMICS COM PROPERTY TYPE: SECURITIES				P	07/17/2009	09/15/2011
18,249.00		16,166.00					2,083.00	

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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)	
		100. GRAINGER (W.W.) INC COM PROPERTY TYPE: SECURITIES				P	04/01/2011	01/13/2012
19,592.00		13,865.00					5,727.00	
		200. GRAINGER (W.W.) INC COM PROPERTY TYPE: SECURITIES				P	VAR	05/18/2012
37,564.00		27,512.00					10,052.00	
		1174.183 HUSSMAN STRATEGIC GROWTH FUND PROPERTY TYPE: SECURITIES				P	01/27/2010	08/23/2011
15,030.00		14,900.00					130.00	
		600. IDEXX LABS INC COM PROPERTY TYPE: SECURITIES				P	09/15/2011	01/13/2012
49,459.00		44,914.00					4,545.00	
		100. ILLINOIS TOOL WORKS INC COM PROPERTY TYPE: SECURITIES				P	02/26/2010	10/12/2011
4,604.00		4,569.00					35.00	
		900. ILLINOIS TOOL WORKS INC COM PROPERTY TYPE: SECURITIES				P	02/26/2010	01/13/2012
44,106.00		41,122.00					2,984.00	
		1500. INTEL CORP PROPERTY TYPE: SECURITIES				P	11/19/2010	01/13/2012
37,752.00		31,560.00					6,192.00	
		13. INTL BUSINESS MACHINES PROPERTY TYPE: SECURITIES				P	09/15/2011	10/12/2011
2,434.00		2,200.00					234.00	
		87. INTL BUSINESS MACHINES PROPERTY TYPE: SECURITIES				P	07/21/2008	10/12/2011
16,290.00		11,180.00					5,110.00	
		200. INTL BUSINESS MACHINES PROPERTY TYPE: SECURITIES				P	VAR	12/16/2011
36,919.00		21,014.00					15,905.00	
		100. INTL BUSINESS MACHINES PROPERTY TYPE: SECURITIES				P	10/28/2008	03/19/2012
20,506.00		8,164.00					12,342.00	

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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)	
		500. S&P NORTH AMERICAN TECH SOFTWARE IN PROPERTY TYPE: SECURITIES				P	11/26/2008	07/07/2011
32,737.00		15,385.00					17,352.00	
		200. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES				P	04/01/2011	10/12/2011
6,652.00		9,311.00					-2,659.00	
		200. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES				P	06/19/2009	10/12/2011
6,652.00		6,884.00					-232.00	
		1652.764 JP MORGAN RESEARCH MKT NEUTRAL PROPERTY TYPE: SECURITIES				P	01/21/2011	08/23/2011
24,825.00		25,618.00					-793.00	
		19160.811 JP MORGAN RESEARCH MKT NEUTRAL PROPERTY TYPE: SECURITIES				P	12/17/2010	01/13/2012
280,706.00		295,651.00					-14,945.00	
		9338.147 JP MORGAN RESEARCH MKT NEUTRAL PROPERTY TYPE: SECURITIES				P	VAR	01/13/2012
136,804.00		144,434.00					-7,630.00	
		4296.188 THOMAS WHITE INTERNATIONAL FUND PROPERTY TYPE: SECURITIES				P	05/18/2011	10/12/2011
65,732.00		76,257.00					-10,525.00	
		4694.123 THOMAS WHITE INTERNATIONAL FUND PROPERTY TYPE: SECURITIES				P	09/24/2008	10/12/2011
71,820.00		75,857.00					-4,037.00	
		9782.118 THOMAS WHITE INTERNATIONAL FUND PROPERTY TYPE: SECURITIES				P	09/24/2008	01/13/2012
147,808.00		158,079.00					-10,271.00	
		1700. LOWE'S COS INC PROPERTY TYPE: SECURITIES				P	07/25/2002	07/07/2011
40,850.00		31,102.00					9,748.00	
		3585.443 MATTHEWS PACIFIC TIGER FUND - I PROPERTY TYPE: SECURITIES				P	01/21/2011	07/08/2011
88,668.00		81,820.00					6,848.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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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)	
		2836.981 MATTHEWS PACIFIC TIGER FUND - I PROPERTY TYPE: SECURITIES				P	01/21/2011	10/12/2011
59,945.00		64,740.00					-4,795.00	
		200. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES				P	03/23/2009	09/15/2011
17,586.00		10,794.00					6,792.00	
		300. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES				P	03/23/2009	01/13/2012
30,037.00		16,191.00					13,846.00	
		875.505 MERGER FUND PROPERTY TYPE: SECURITIES				P	05/18/2011	08/23/2011
13,614.00		14,227.00					-613.00	
		826.2681 MLM INDEX FUND LEV SER D PROPERTY TYPE: SECURITIES				P	VAR	07/29/2011
104,527.00		85,189.00					19,338.00	
		200. METTLER-TOLEDO INTERNATIONAL PROPERTY TYPE: SECURITIES				P	04/29/2008	09/15/2011
31,071.00		19,943.00					11,128.00	
		200. METTLER-TOLEDO INTERNATIONAL PROPERTY TYPE: SECURITIES				P	04/29/2008	02/17/2012
36,093.00		19,943.00					16,150.00	
		300. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES				P	05/20/2010	07/07/2011
8,037.00		8,299.00					-262.00	
		1000. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES				P	05/20/2010	10/12/2011
27,109.00		27,663.00					-554.00	
		500. NATIONAL-OILWELL INC COM PROPERTY TYPE: SECURITIES				P	VAR	09/15/2011
32,720.00		12,939.00					19,781.00	
		400. NATIONAL-OILWELL INC COM PROPERTY TYPE: SECURITIES				P	10/28/2008	10/12/2011
25,586.00		10,044.00					15,542.00	

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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)	
		600. NATIONAL-OILWELL INC COM PROPERTY TYPE: SECURITIES				P	10/28/2008	01/13/2012
43,576.00		15,067.00					28,509.00	
		100. NIKE INC CL B COM PROPERTY TYPE: SECURITIES				P	04/01/2011	10/12/2011
9,204.00		7,607.00					1,597.00	
		400. NIKE INC CL B COM PROPERTY TYPE: SECURITIES				P	VAR	10/12/2011
36,815.00		25,803.00					11,012.00	
		500. NIKE INC CL B COM PROPERTY TYPE: SECURITIES				P	11/02/2009	11/18/2011
46,372.00		31,310.00					15,062.00	
		500. NOVARTIS AG ADR PROPERTY TYPE: SECURITIES				P	12/22/2009	12/16/2011
27,715.00		27,136.00					579.00	
		600. NOVARTIS AG ADR PROPERTY TYPE: SECURITIES				P	12/22/2009	03/19/2012
32,990.00		32,563.00					427.00	
		200. OCCIDENTAL PETROLEUM COM PROPERTY TYPE: SECURITIES				P	01/22/2010	01/13/2012
19,344.00		15,473.00					3,871.00	
		100. OCCIDENTAL PETROLEUM COM PROPERTY TYPE: SECURITIES				P	04/01/2011	01/13/2012
9,672.00		10,513.00					-841.00	
		979. PIMCO 1-5 YEAR US TIPS INDEX ETF PROPERTY TYPE: SECURITIES				P	VAR	08/23/2011
52,270.00		50,768.00					1,502.00	
		6100. PIMCO 1-5 YEAR US TIPS INDEX ETF PROPERTY TYPE: SECURITIES				P	03/08/2010	10/19/2011
325,035.00		316,161.00					8,874.00	
		200. PRAXAIR INC COM PROPERTY TYPE: SECURITIES				P	09/24/2007	07/07/2011
22,279.00		16,315.00					5,964.00	

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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)	
		200. PRAXAIR INC COM PROPERTY TYPE: SECURITIES				P	09/24/2007	09/15/2011
19,810.00		16,315.00					3,495.00	
		1. PRINCETON FUTURES FUND L.P. PROPERTY TYPE: SECURITIES				P	04/29/2010	12/31/2011
482,696.00		532,988.00					-50,292.00	
		400. PUBLIC STORAGE INC COM PROPERTY TYPE: SECURITIES				P	VAR	02/17/2012
55,340.00		21,646.00					33,694.00	
		800. QEP RESOURCES INC PROPERTY TYPE: SECURITIES				P	10/28/2008	07/07/2011
33,959.00		13,929.00					20,030.00	
		1100. REGENCY CENTERS CORPORATION PROPERTY TYPE: SECURITIES				P	01/22/2010	02/17/2012
47,198.00		38,348.00					8,850.00	
		100. SIGMA-ALDRICH CORP COM PROPERTY TYPE: SECURITIES				P	11/02/2009	10/12/2011
6,513.00		5,261.00					1,252.00	
		200. SIGMA-ALDRICH CORP COM PROPERTY TYPE: SECURITIES				P	04/01/2011	10/12/2011
13,025.00		12,783.00					242.00	
		480. SIMON PROPERTY GROUP INC PROPERTY TYPE: SECURITIES				P	02/20/2009	02/17/2012
65,908.00		16,158.00					49,750.00	
		400. STARBUCKS CORP COM PROPERTY TYPE: SECURITIES				P	04/01/2011	01/13/2012
18,828.00		14,917.00					3,911.00	
		200. STARBUCKS CORP COM PROPERTY TYPE: SECURITIES				P	11/19/2010	03/19/2012
10,610.00		6,131.00					4,479.00	
		200. STARBUCKS CORP COM PROPERTY TYPE: SECURITIES				P	04/01/2011	03/19/2012
10,610.00		7,458.00					3,152.00	

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)
100. STATE STREET CORP PROPERTY TYPE: SECURITIES	P	10/28/2008	10/12/2011	3,357.00		3,664.00				-307.00
300. STATE STREET CORP PROPERTY TYPE: SECURITIES	P	04/01/2011	10/12/2011	10,072.00		13,720.00				-3,648.00
200. STATE STREET CORP PROPERTY TYPE: SECURITIES	P	10/28/2008	01/13/2012	8,557.00		7,328.00				1,229.00
500. STATE STREET CORP PROPERTY TYPE: SECURITIES	P	10/28/2008	02/17/2012	19,892.00		18,319.00				1,573.00
100. STERICYCLE INC PROPERTY TYPE: SECURITIES	P	05/02/2005	07/07/2011	9,300.00		2,471.00				6,829.00
100. STERICYCLE INC PROPERTY TYPE: SECURITIES	P	05/02/2005	10/12/2011	8,369.00		2,471.00				5,898.00
500. STERICYCLE INC PROPERTY TYPE: SECURITIES	P	05/02/2005	12/16/2011	38,626.00		12,357.00				26,269.00
11620.989 TEMPLETON GLOBAL BOND FUND ADV PROPERTY TYPE: SECURITIES	P	VAR	03/19/2012	153,513.00		156,288.00				-2,775.00
21334.476 TEMPLETON GLOBAL BOND FUND ADV PROPERTY TYPE: SECURITIES	P	VAR	03/19/2012	281,828.00		274,414.00				7,414.00
200. TEVA PHARMACEUTICAL-ADR PROPERTY TYPE: SECURITIES	P	04/01/2011	01/13/2012	8,871.00		10,086.00				-1,215.00
400. TEVA PHARMACEUTICAL-ADR PROPERTY TYPE: SECURITIES	P	12/23/2004	01/13/2012	17,742.00		11,920.00				5,822.00

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)	
		300. THERMO ELECTRON CORP COM PROPERTY TYPE: SECURITIES				P	11/08/2005	09/15/2011
16,269.00		8,666.00					7,603.00	
		800. THERMO ELECTRON CORP COM PROPERTY TYPE: SECURITIES				P	11/08/2005	11/18/2011
37,207.00		23,111.00					14,096.00	
		2992.77 THORNBURG INTL VALUE FUND I PROPERTY TYPE: SECURITIES				P	VAR	01/13/2012
74,580.00		84,927.00					-10,347.00	
		1087.304 THORNBURG INTL VALUE FUND I PROPERTY TYPE: SECURITIES				P	08/23/2011	03/19/2012
30,271.00		27,955.00					2,316.00	
		618.813 THORNBURG INTL VALUE FUND I PROPERTY TYPE: SECURITIES				P	02/26/2010	03/19/2012
17,228.00		15,050.00					2,178.00	
		200. 3M COMPANY PROPERTY TYPE: SECURITIES				P	04/01/2011	10/12/2011
15,682.00		18,708.00					-3,026.00	
		500. 3M COMPANY PROPERTY TYPE: SECURITIES				P	12/22/2009	11/18/2011
40,317.00		40,963.00					-646.00	
		6000. TORTOISE MLP FUND PROPERTY TYPE: SECURITIES				P	05/18/2011	08/23/2011
142,111.00		155,264.00					-13,153.00	
		800. TOTAL SA SPONSORED ADR PROPERTY TYPE: SECURITIES				P	VAR	11/18/2011
40,177.00		40,391.00					-214.00	
		1000. U S BANCORP PROPERTY TYPE: SECURITIES				P	07/17/2009	01/13/2012
28,949.00		18,056.00					10,893.00	
		200. U S BANCORP PROPERTY TYPE: SECURITIES				P	07/17/2009	05/18/2012
6,070.00		3,611.00					2,459.00	

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)	
		200. ULTA SALON COSMETICS & FRAGRANCE IN PROPERTY TYPE: SECURITIES				P	06/18/2010	01/13/2012
14,632.00		5,238.00					9,394.00	
		300. ULTA SALON COSMETICS & FRAGRANCE IN PROPERTY TYPE: SECURITIES				P	06/18/2010	02/17/2012
25,148.00		7,856.00					17,292.00	
		50000. U S TREAS INFLATION INDEXED NOTES PROPERTY TYPE: SECURITIES				P	10/28/2008	10/18/2011
64,789.00		57,592.00					7,197.00	
		250000. U S TREAS INFLATION INDEXED NOTE PROPERTY TYPE: SECURITIES				P	VAR	02/17/2012
324,563.00		278,636.00					45,927.00	
		200. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES				P	02/04/2005	07/07/2011
18,346.00		10,121.00					8,225.00	
		350. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES				P	02/04/2005	12/16/2011
25,440.00		17,712.00					7,728.00	
		1700. VANGUARD MSCI EMERGING MARKETS IND PROPERTY TYPE: SECURITIES				P	05/20/2010	07/07/2011
84,131.00		62,288.00					21,843.00	
		802. VANGUARD MSCI EMERGING MARKETS INDE PROPERTY TYPE: SECURITIES				P	08/23/2011	10/12/2011
32,096.00		33,438.00					-1,342.00	
		784. VANGUARD MSCI EMERGING MARKETS INDE PROPERTY TYPE: SECURITIES				P	05/20/2010	10/12/2011
31,376.00		28,726.00					2,650.00	
		2154. VANGUARD MSCI EMERGING MARKETS IND PROPERTY TYPE: SECURITIES				P	05/20/2010	02/17/2012
95,248.00		78,923.00					16,325.00	
		200. VARIAN MEDICAL SYSTEMS INC PROPERTY TYPE: SECURITIES				P	04/01/2011	01/13/2012
14,012.00		13,725.00					287.00	

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)	
		400. VARIAN MEDICAL SYSTEMS INC PROPERTY TYPE: SECURITIES				P	09/17/2010	05/18/2012
25,002.00		23,787.00					1,215.00	
		29777.521 VANGUARD LTD TERM TAX-EXEMPT A PROPERTY TYPE: SECURITIES				P	VAR	08/23/2011
332,615.00		331,894.00					721.00	
		25191.465 VANGUARD LTD TERM TAX-EXEMPT A PROPERTY TYPE: SECURITIES				P	10/12/2011	04/23/2012
281,389.00		278,366.00					3,023.00	
		13549.151 VANGUARD LTD TERM TAX-EXEMPT A PROPERTY TYPE: SECURITIES				P	02/03/2012	04/23/2012
151,344.00		151,750.00					-406.00	
		25531.771 VANGUARD LTD TERM TAX-EXEMPT A PROPERTY TYPE: SECURITIES				P	VAR	04/23/2012
285,190.00		281,694.00					3,496.00	
		900. WAL-MART STORES INC COM PROPERTY TYPE: SECURITIES				P	02/20/2009	03/19/2012
54,496.00		44,845.00					9,651.00	
		800. WALGREEN CO COM PROPERTY TYPE: SECURITIES				P	VAR	01/13/2012
26,047.00		32,088.00					-6,041.00	
		900. WALGREEN CO COM PROPERTY TYPE: SECURITIES				P	VAR	02/17/2012
30,916.00		35,729.00					-4,813.00	
		5595.203 WALTHAUSEN SMALL CAP VALUE FUND PROPERTY TYPE: SECURITIES				P	VAR	08/23/2011
77,550.00		63,817.00					13,733.00	
		5941.139 WALTHAUSEN SMALL CAP VALUE FUND PROPERTY TYPE: SECURITIES				P	12/28/2009	10/12/2011
85,137.00		67,670.00					17,467.00	
		5000. WISDOMTREE GLOBAL EX US REAL ESTAT PROPERTY TYPE: SECURITIES				P	VAR	12/02/2011
120,373.00		119,448.00					925.00	

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)	
TOTAL GAIN(LOSS)							690,401.	

AMERICAN MEMORIAL HOSPITAL, INC. 04-6012766

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNCLAIMED PROPERTY (MA)	4,693.	
EXCISE TAX REFUND	264.	
PARTNERSHIP RECEIPTS	150,067.	17,942.
TOTALS	155,024.	17,942.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT FEE	15,130.			15,130.
TOTALS	15,130.	NONE	NONE	15,130.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
FIDUCIARY TRUST CO - INVESTMENT MANAGEMENT	69,777.	69,777.
TOTALS	69,777.	69,777.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON DIVS		512.	7,578.
	TOTALS	512.	7,578.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
DEPOSITARY FEES	292.	292.	
FILING FEES	875.		875.
PARTNERSHIP EXPENSES		37,552.	
TOTALS	1,167.	37,844.	875.

BOOK VALUE ASSET STATEMENT
AS OF 06/30/12
04-6012766
AMH INC.

FORM 990-PF, PART II - BALANCE SHEET

PAR VALUE SHARES/UNITS	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	ESTIMATED ANNUAL INCOME
CASH/CASH EQUIVALENTS					
162295.40	DREYFUS GOVT CASH MANAGEMENT-INSTL SHS	162,295.40	162,295.40	162,295.40	16.23
EQUITIES/COMMON STOCK - STATEMENT 6					
500.00	AMERICAN TOWER CORP CL A (REIT)	22,619.45	23,676.50	34,955.00	440.00
500.00	ANHEUSER-BUSCH INBEV NV SPONSORED ADR	35,998.45	35,998.45	39,825.00	646.50
600.00	APACHE CORP COM	30,384.96	30,384.96	52,734.00	408.00
100.00	APPLE INC	24,296.33	24,296.33	58,400.00	1,060.00
1100.00	AUTODESK INC COM	35,409.22	35,409.22	38,489.00	
500.00	BHP BILLITON LTD SPONSORED ADR	35,974.15	35,974.15	32,650.00	1,100.00
300.00	BOSTON PROPERTIES INC COM	31,363.86	31,363.86	32,511.00	660.00
700.00	CATERPILLAR INC COM	63,237.95	63,237.95	59,437.00	1,456.00
700.00	CENTENE CORP	24,664.64	24,664.64	21,112.00	
600.00	CERNER CORP COM	34,969.86	34,969.86	49,596.00	
600.00	CHEVRON CORP COM	46,476.00	47,974.79	63,300.00	2,160.00
100.00	CHIPOTLE MEXICAN GRILL INC	15,254.03	15,254.03	37,995.00	
1000.00	CHUBB CORP COM	50,869.20	50,869.20	72,820.00	1,640.00
700.00	CHURCH & DWIGHT INC COM	7,500.41	11,475.79	38,829.00	672.00
2100.00	CISCO SYSTEMS INC COM	42,314.16	42,314.16	36,057.00	672.00
600.00	COACH INC COM	37,327.50	37,327.50	35,088.00	720.00
800.00	COCA-COLA CO COM	51,613.68	51,613.68	62,552.00	1,632.00
600.00	COLGATE-PALMOLIVE CO COM	44,707.50	44,707.50	62,460.00	1,488.00
700.00	CVS CAREMARK CORP COM	31,332.00	31,332.00	32,711.00	455.00
1000.00	DOLLAR TREE INC	37,823.55	37,823.55	53,800.00	
900.00	DOVER CORP COM	50,181.60	50,181.60	48,249.00	1,134.00
1700.00	EMC CORP COM (MA)	47,811.65	47,811.65	43,571.00	
500.00	EQUITY RESIDENTIAL SH BEN INT	9,314.60	12,893.03	31,180.00	675.00
950.00	EXELON CORP COM	41,062.97	42,952.27	35,739.00	1,995.00
600.00	EXPRESS SCRIPTS HOLDING CO	24,971.58	24,971.58	33,498.00	
500.00	EXXON MOBIL CORP COM	39,246.60	39,246.60	42,785.00	1,140.00
400.00	F5 NETWORKS INC COM	43,255.16	43,255.16	39,824.00	
300.00	FEDERAL REALTY INVESTMENT TRUST	29,026.38	29,026.38	31,227.00	828.00
100.00	GOOGLE INC CL A	55,127.99	55,127.99	58,007.00	
150.00	GRAINGER (W.W.) INC COM	20,469.30	20,615.47	28,686.00	480.00

BOOK VALUE ASSET STATEMENT
AS OF 06/30/12
04-6012766
AMH INC.
FORM 990-PF, PART II - BALANCE SHEET

PAR VALUE SHARES/UNITS	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	ESTIMATED ANNUAL INCOME
EQUITIES/COMMON STOCK (CONT.) - STATEMENT 6					
400.00	IDEXX LABS INC COM	35,769.96	35,769.96	38,452.00	
100.00	INTERNATIONAL BUSINESS MACHINES COM	8,164.00	11,902.77	19,558.00	340.00
50.00	INTUITIVE SURGICAL INC (NEW)	25,738.01	25,738.01	27,689.50	
8209.00	ISHARES BARCLAYS 1-3 YEAR CREDIT BOND	849,926.30	856,388.11	859,564.39	14,759.78
10071.00	ISHARES BARCLAYS 1-3 YEAR TREAS BOND ETF	851,361.52	851,361.52	849,690.27	5,126.14
700.00	JPMORGAN CHASE & CO COM	24,094.00	25,638.21	25,011.00	840.00
500.00	KIRBY CORP COM	27,717.50	27,717.50	23,540.00	
400.00	MCDONALD'S CORP COM	21,587.80	21,587.80	35,412.00	1,120.00
300.00	NOVO-NORDISK A S ADR	33,557.58	33,557.58	43,602.00	549.60
500.00	OCCIDENTAL PETROLEUM CORP COM	38,681.60	40,417.10	42,885.00	1,080.00
2300.00	ORACLE CORP COM	61,984.77	61,984.77	68,310.00	552.00
700.00	PEPSICO INC COM	34,385.68	37,401.06	49,462.00	1,505.00
850.00	PROLOGIS INC	28,791.97	28,791.97	28,245.50	952.00
400.00	QUALCOMM INC COM	17,195.96	17,195.96	22,272.00	400.00
1800.00	QUESTAR CORP COM	24,047.91	27,850.09	37,548.00	1,170.00
500.00	SCHLUMBERGER LTD NV COM	36,779.20	36,779.20	32,455.00	550.00
400.00	SIGMA-ALDRICH CORP COM	21,044.32	22,336.45	29,572.00	320.00
3500.00	SPDR GOLD TRUST	400,468.81	400,873.15	543,165.00	
500.00	STARBUCKS CORP COM	15,328.65	16,859.78	26,660.00	340.00
1200.00	SUNCOR ENERGY INC (NEW)	36,284.04	36,284.04	34,740.00	606.00
400.00	SVB FINANCIAL GROUP	24,433.84	24,433.84	23,488.00	
900.00	TEVA PHARMACEUTICAL INDS LTD ADR	26,819.46	29,322.25	35,496.00	684.90
11900.00	TORTOISE MLP FUND	312,820.06	312,820.06	297,500.00	19,635.00
300.00	ULTA SALON COSMETICS & FRAGRANCE INC	7,856.46	7,856.46	28,014.00	
600.00	UNION PACIFIC CORP COM	60,825.74	60,825.74	71,586.00	1,440.00
2400.00	US BANCORP COM (NEW)	43,333.20	43,333.20	77,184.00	1,872.00
3267.00	VANGUARD MSCI EMERGING MARKETS INDEX ETF	119,703.21	121,592.94	130,451.31	2,959.90
800.00	VANGUARD TELECOM SERVICE ETF	43,914.59	50,159.90	54,248.00	1,607.20
500.00	VARIAN MEDICAL SYSTEMS INC COM	29,734.10	30,566.64	30,385.00	
600.00	WALT DISNEY HOLDING CO	25,884.30	25,884.30	29,100.00	360.00
1100.00	WELLS FARGO & CO	34,265.00	34,265.00	36,784.00	968.00
TOTAL EQUITIES/COMMON STOCK		4,387,104.27	4,434,245.21	4,960,156.97	81,199.02

ACCOUNT NO.00950303

BOOK VALUE ASSET STATEMENT
AS OF 06/30/12
04-6012766
AMH INC.
FORM 990-PF, PART II- BALANCE SHEET

PAR VALUE SHARES/UNITS	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	ESTIMATED ANNUAL INCOME
MUTUAL FUND INVESTMENTS - STATEMENT 7					
65827.606	ABSOLUTE STRATEGIES FUND INST'L	693,218.04	705,586.63	735,952.64	1,448.21
26452.031	ALLIANZGI NFJ INTL VALUE INST'L	482,662.88	509,144.68	500,472.43	13,331.82
40352.269	ASPEN MANAGED FUTURES STRATEGY FUND I	378,504.28	378,504.28	364,784.51	0.00
25836.339	DREYFUS INTERNATIONAL BOND I	429,399.96	429,399.96	431,725.22	6,019.87
37182.645	FRANKLIN INT'L SMALL CAP GROWTH ADV	536,761.67	561,446.36	526,506.25	8,812.29
6437.032	FRONTEGRA NETOLS SMALL CAP VALUE INSTL	67,202.62	68,316.28	82,780.23	12.87
25182.219	HIGHLAND LONG/SHORT EQUITY FUND	288,588.23	288,588.23	289,343.70	0.00
48646.073	HUSSMAN STRATEGIC GROWTH FUND	606,026.92	619,975.74	558,943.38	3,016.06
6366.767	MATTHEWS PACIFIC TIGER FUND - INSTL	144,938.13	144,938.13	138,158.84	967.75
37722.963	MERGER FUND	606,899.93	607,027.88	594,891.13	3,131.01
38097.635	PRINCETON FUTURES STRATEGY FUND I	387,833.93	387,833.93	349,355.31	3,428.79
76011.55	TEMPLETON GLOBAL BOND FUND ADVISOR CL	818,958.16	879,207.45	973,707.96	48,115.31
18484.718	THOMAS WHITE INTERNATIONAL FUND	263,544.87	289,824.42	288,546.45	5,379.05
18044.15	THORNBURG INTL VALUE FUND I	393,462.84	416,684.81	454,893.02	7,217.66
77239.362	VANGUARD GNMA FUND ADMIRAL SHS	854,226.07	854,226.07	853,494.95	27,532.33
5160.911	WALTHAUSEN SMALL CAP VALUE FUND	59,043.71	59,097.71	85,825.95	0.00
TOTAL MUTUAL FUND INVESTMENTS		7,011,272.24	7,199,802.56	7,229,381.97	128,413.01
LIMITED PARTNERSHIPS , STATEMENT 7					
1.00	EQUASTONE VALUE FUND II L.P.	300,000.00	4,281.00	4,281.00	0.00
1.00	KENDALL PRIVATE EQUITY ACCESS FUND III L.P.	272,893.97	270,582.42	270,582.42	0.00
1.00	METROPOLITAN REAL ESTATE PARTNERS GLOBAL II LLC	245,145.05	270,306.00	270,306.00	0.00
1.00	SIGULER GUFF BRIC OPPORTUNITIES FUND II L.P.	281,069.40	283,338.00	283,338.00	0.00

Form 990-PF, Part II - Balance Sheet

PAR VALUE SHARES/UNITS	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	ESTIMATED ANNUAL INCOME
	LIMITED PARTNERSHIPS (CONT.) - STATEMENT 7				
1.00	SIGULER GUFF DISTRESSED OPPORTUNITIES FUND III L.P.	188,822.34	229,601.00	229,601.00	0.00
1.00	TIMBERVEST PARTNERS II L.P.	351,641.64	355,119.14	355,119.14	0.00
	TOTAL LIMITED PARTNERSHIPS	1,639,572.40	1,413,227.56	1,413,227.56	0.00
	TOTAL INVESTMENTS	13,200,244.31	13,209,570.73	13,765,061.90	
	PRINCIPAL CASH	106,211.71	106,211.71	106,211.71	
	PRINCIPAL CASH RECEIVABLES	0.00	0.00	0.00	
	PRINCIPAL CASH PAYABLES	0.00	0.00	0.00	
	GRAND TOTAL	13,306,456.02	13,315,782.44	13,871,273.61	209,628.26

INCOME CASH	106,211.71-
INCOME CASH RECEIVABLES	0.00
INCOME CASH PAYABLES	0.00

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

DESCRIPTION	AMOUNT
UNCLASSIFIED RECEIPT REVERSED 9/13/2012	25.
ROUNDING	1.
TOTAL	26.

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

DESCRIPTION	AMOUNT
PARTNERSHIP AND RETURN OF CAPITAL COST BASIS ADJUSTMENTS	69,269.
TOTAL	69,269.

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

OFFICER NAME:
MR. HALE STURGES
ADDRESS:
403 MARLBOROUGH ST #4
BOSTON, MA 02115
TITLE:
DIRECTOR

OFFICER NAME:
MR. DANIEL PIERCE
ADDRESS:
EATON VANCE-255 STATE ST
BOSTON, MA 02109
TITLE:
DIRECTOR

OFFICER NAME:
MR. LAURENCE E. CRANCH
ADDRESS:
1125 PARK AVE
NEW YORK, NY 10128
TITLE:
DIRECTOR

OFFICER NAME:
MRS. WILLIAM B. BEEKMAN
ADDRESS:
284 LAFAYETTE ST., APT. 4B
NEW YORK, NY 10012
TITLE:
DIRECTOR

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

OFFICER NAME:
MS. CONSTANCE ELLIS
ADDRESS:
ONE FIFTH AVE., APT. 14G
NEW YORK, NY 10003
TITLE:
DIRECTOR

OFFICER NAME:
CLAUDE J. MIGEON, M.D.
ADDRESS:
600 NORTH WOLFE ST./PARK 211
BALTIMORE, MD 21205
TITLE:
DIRECTOR

OFFICER NAME:
MS. EMME LEVIN DELAND
ADDRESS:
131 EAST 69TH STREET
NEW YORK, NY 10021
TITLE:
DIRECTOR

OFFICER NAME:
MS. ROBIN JONES
ADDRESS:
500 WELLESLEY STREET
WESTON, MA 02493
TITLE:
DIRECTOR

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

OFFICER NAME:
MR. JACQUES HUGON
ADDRESS:
719 WALKER HILL ROAD
S ROYALTON, VT 05068-9419
TITLE:
DIRECTOR

OFFICER NAME:
MS. NANCY T. SWIFT
ADDRESS:
507 LENNON ST.
MT. SHASTA, CA 96067
TITLE:
DIRECTOR

OFFICER NAME:
DR. GEORGES PETER
ADDRESS:
593 EDDY ST.-BROWN UNIV.
PROVIDENCE, RI 02903
TITLE:
DIRECTOR

OFFICER NAME:
STEPHEN C. WRIGHT
ADDRESS:
56 BOWDOIN ST
NEWTON, MA 02461
TITLE:
DIRECTOR

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

OFFICER NAME:
J. BRIAN POTTS
ADDRESS:
175 FEDERAL ST
BOSTON, MA 02110
TITLE:
DIRECTOR

OFFICER NAME:
ADRIENNE M. SCHEICH
ADDRESS:
15 STEVENS CIRCLE
ANDOVER, MA 01810
TITLE:
DIRECTOR

OFFICER NAME:
GERALD M. SHEA
ADDRESS:
6 RUE d' ASTORG
PARIS,
TITLE:
DIRECTOR

OFFICER NAME:
MR. RICHARD PERRY
ADDRESS:
76 SHERMAN STREET
LOWELL, MA 01852
TITLE:
DIRECTOR

AMERICAN MEMORIAL HOSPITAL, INC. 04-6012766

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

OFFICER NAME:
MR. ALEXANDER THORNDIKE
ADDRESS:
215 WARREN STREET
BROOKLINE, MA 02445
TITLE:
DIRECTOR

STATEMENT 14

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
AMERICAN MEMORIAL
HOSPITAL
ADDRESS:
REIMS
FRANCE, FRANCE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
VARIOUS HOSPITAL EXPENSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 780,558.

RECIPIENT NAME:
GAUTHIER LORON
ADDRESS:
C/O FTC, P.O. BOX 55806
BOSTON, MA 02205-5806
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FELLOWSHIP
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 60,284.

RECIPIENT NAME:
MELANIE JENNESSON
ADDRESS:
C/O FTC, P.O. BOX 55806
BOSTON, MA 02205-5806
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FELLOWSHIP
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 36,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CAROLINE FIQUET
ADDRESS:
C/O FTC, P.O. BOX 55806
BOSTON, MA 02205-5806
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FELLOWSHIP
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 34,453.

TOTAL GRANTS PAID: 911,295.

AMERICAN MEMORIAL HOSPITAL, INC.

BY-LAWS

as amended and restated

November 7, 2011

AMERICAN MEMORIAL HOSPITAL, INC.

BY-LAWS

Article I

Members of Corporation

Section 1. There shall be two classes of members of the corporation, regular members and honorary members.

Section 2. Regular members shall be those persons who may be elected as such from time to time by the vote of a majority of the regular members of the corporation entitled to vote present in person or by proxy at any regular or special meeting of the members. Any person who is not a member of the corporation and who is elected a director of the corporation shall thereby become a regular member of the corporation and shall continue as such member as long as he serves as a director.

Section 3. Honorary members of the corporation shall be those persons deemed to have rendered special services to the corporation or to the American Memorial Hospital at Rheims, France, or to be especially entitled to such distinction, who are elected as such by the vote of two-thirds (2/3) of the regular members of the corporation entitled to vote present in person or by proxy at any regular or special meeting of the members. Honorary members shall not be entitled to notice or to vote at any meetings of the members.

Section 4. Any regular member may withdraw from the corporation by presenting to the Secretary a written resignation.

Article II

Meetings of Members

Section 1. The annual meeting of members for the election of directors and for the transaction of other business shall be held on the second Monday in November in each year, or on such other date as may be specified in the notice of the meeting, unless such day be a holiday in which event the meeting shall be held on the next succeeding business day, at ten o'clock in the forenoon, at such place as may be specified in the notice of the meeting.

Section 2. Special meetings of the members may be held upon the call of the Board of Directors or the President (and shall be called by the President at the request in writing of five regular members of the corporation) at such time and place as may be fixed by the Board of Directors or the President or the members requesting such meeting, as the case may be, and as may be stated in the notice of the meeting.

Section 3. Notice of the purposes and of the time and place of every meeting of members shall be delivered personally or mailed at least ten (10) days previous thereto to each member of the corporation entitled to vote unless notice is waived as herein-after provided. If mailed, such notice shall be mailed to each such member at his or her address appearing on the records of the corporation unless he or she shall have filed with the Secretary of the corporation a written request that notices intended for him or her to be mailed to some other address designated in such request. Such further notice shall be given as may be required by law. Meetings may be held without notice if all members entitled to vote at the meeting are present in person or represented by proxy at the meeting, or if notice is waived in writing by those not so present or represented.

Section 4. One-third (1/3) of the regular members of the corporation present in person or represented by proxy, shall, except as otherwise provided by law, constitute a quorum for the transaction of business at any meeting of the members. If there be no such quorum present, a majority of the regular members so present or represented may adjourn the meeting from time to time without notice other than announcement at the meeting.

Section 5. Meetings of the members shall be presided over by the President, or in his or her absence, by a Vice-President, or if no such officer is present, by a chairman to be chosen at the meeting. The Secretary of the corporation, or in his or her absence an Assistant-Secretary, or if no such officer is present, a secretary to be chosen at the meeting shall act as secretary of the meeting.

Section 6. Each regular member of the corporation shall be entitled to one vote in person or by proxy at any meeting of the members of the corporation.

Section 7. Any regular member of the corporation may make nominations of persons to serve as directors of the corporation at any annual or special meeting of the members or by filing with the Chairman of the Nominating Committee, or with the Secretary of the corporation in writing the name or names of any such persons at least twenty (20) days before such meeting; and the Chairman of the Nominating Committee or the Secretary shall, at least ten (10) days prior to any such meeting, circulate among all the regular members the names of persons so filed with him or her together with a summary of the qualifications of each person so nominated, if any statement thereof has been filed with him or her within said twenty (20) day period.

Article III

Directors

Section 1. The management and control of the property, business and affairs of the corporation shall be vested in a board of seventeen (17) directors. Subject to the rights of the members of the corporation the Board of Directors shall have entire charge of said property, business and affairs of the corporation with full power and authority to manage and conduct the same.

Section 2. The directors of the corporation shall be divided into three classes, two consisting of six (6) directors and one consisting of five (5) directors. At each annual meeting of the members there shall be elected for terms expiring with the annual meeting for the third calendar year thereafter such number of directors as may be equal to the number whose terms then expire. All directors shall hold office until their terms of office have expired and until their respective successors are elected and shall qualify. At least one of the directors shall be a citizen of the United States and a resident of the State of New York

Section 3. Vacancies in the Board of Directors resulting from death, resignation or any other cause may be filled by a majority of the remaining directors, though less than a quorum, and any director elected to fill such a vacancy shall serve for the unexpired term of his or her predecessor in office and until his or her successor is elected and shall qualify. In case of any increase in the number of Directors, the additional director or directors may be elected by the votes of a majority of the directors in office at the time of such increase, though less than a quorum, and the directors so chosen shall hold office until the expiration of the term for which they are elected and until their successors are elected and shall qualify.

Section 4. Meetings of the Board of Directors shall be held at such place as may, from time to time, be fixed by resolution of the board, or as may be specified in the notice of any meeting. Regular meetings of the board shall be held at such times as may from time to time be fixed by resolution of the board, and notice of such regular meetings need not be given. Special meetings may be held at any time upon the call of the President by oral, telegraphic or written notice duly served on, or sent or mailed to each director not less than five (5) full days prior to the meeting. A meeting of the board may be held without notice immediately after the annual meeting of members at the same place at which such annual members' meeting is held. Meetings may be held at any time without notice if all the directors are present, or if those not present waive notice of the meeting in writing. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the board or a committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. At the request of any director, any vote taken by the directors at a meeting shall be by secret written ballot.

Section 5. One-third (1/3) of the full Board of Directors shall constitute a quorum for the transaction of business, but if a quorum is not present at any meeting, a majority of the directors present may adjourn the meeting from time to time without notice other than announcement at the meeting.

Article IV

Officers

Section 1. The officers of the corporation shall consist of a President, one or more Vice-Presidents, a Treasurer, an Assistant-Treasurer, a Secretary, an Assistant-Secretary, and such other officers as may be appointed by the Board of Directors from time to time.

Section 2. Officers shall be elected by the Board of Directors at the meeting of the board held immediately after the annual meeting of members, or as soon thereafter as may be practical. Any two or more offices, except the offices of President and Secretary, may be held by the same person. The President and Treasurer shall be chosen from among the directors.

Section 3. The term of office of all officers shall be one year, or until their respective successors are chosen and shall qualify, but any officer may be removed from office at any time with or without cause, by the affirmative vote of a majority of the members of the Board.

Section 4. The President of the corporation shall be the chief executive officer of the corporation, shall preside at all meetings of the Board of Directors and Executive Committee, if present, and, subject to such limitations as the Board of Directors may from time to time prescribe, shall have such powers and duties as generally pertain to the office of President.

Section 5. The Vice-Presidents shall, in order of their seniority of service, act in the absence or inability to act of the President, and, subject to such limitations as the board of Directors may prescribe, shall have such powers and duties as generally pertain to the office of Vice-President.

Section 6. The Treasurer shall be the chief financial officer of the corporation, shall, under authority of the Board of Directors, open bank accounts and be authorized to draw checks against the same, shall have power to collect, receive and receipt for all moneys that may become due and payable to the corporation, shall deposit the same in bank accounts in the name of the corporation, shall keep books and accounts of all moneys received and paid on account of the corporation, shall submit to the directors and Finance Committee, an account of the receipts and expenditures of his or her office at such times and in such detail as may be required by the Board of Directors or the Finance Committee, shall perform such duties as may be requested by the Finance Committee, and, subject to such limitations as the Board of Directors may prescribe, have such powers and duties as generally pertain to the office of Treasurer.

Section 7. The Secretary shall keep the minutes and other records of meetings of the corporation and of the Board of Directors, shall send out all notices of meetings required by law or these By-laws and, subject to such limitations as the Board of Directors may from time to time prescribe, have such powers and duties as generally pertain to the office of Secretary.

Section 8. The Assistant Treasurer and the Assistant Secretary shall act in the absence or inability to act of the Treasurer and Secretary respectively and, subject to such limitations as the Board of Directors may from time to time prescribe, shall have such powers and duties as generally pertain to their respective offices.

Section 9. The Board of Directors may from time to time assign to or confer upon any officer of the corporation additional duties and powers. The Board of Directors may require any officer, agent or employee of the corporation to give bond for the faithful performance of his or her duties in such sum and with such surety or sureties as the Board of Directors may from time to time prescribe, and the expense of any such bond shall be defrayed by the corporation.

Section 10. The Board of Directors may appoint such advisory boards, consisting of persons not members of the corporation or its Board of Directors, as the

Board may determine, provided that no such members of advisory boards shall have any right to notice of or to vote at any meeting of the corporation or its directors.

Article V

Committees

Section 1. The President and the Treasurer of the corporation and such other directors as shall be elected annually by the Board of Directors shall constitute the Executive Committee. The Executive Committee shall have active control of and supervision over the property, business and affairs of the corporation when the Board of Directors is not in session, and shall have power to enter into in the name of the corporation all contracts or other obligations which may be necessary or proper to carry on the business of the corporation.

Section 2. The Treasurer of the corporation and such other directors as shall be elected annually by the Board of Directors shall constitute the Finance Committee. The Finance Committee subject to the supervision of the Board of Directors shall have complete charge of the investments of the corporation. They shall invest and reinvest the funds of the corporation in such securities or other property of whatever nature or amount they deem proper. They shall in their discretion determine what constitutes income or principal and their determination thereof shall be final.

The Finance Committee is authorized to employ investment counsel or any Bank or Trust company acting as depository, custodian or fiscal agent as hereinafter provided to advise upon investments and change of investments, and shall employ or appoint a Bank or Trust Company as depository, custodian, and fiscal agent of the corporation, and the Finance Committee may authorize or approve any and all contracts or agreements with any such investment counsel, depository, custodian or fiscal agent concerning its duties and powers and may authorize such depository, custodian or fiscal agent to carry securities of the corporation in the name of any nominee selected by such depository, custodian, or fiscal agent.

Section 3. The Board of Directors shall establish an Audit Committee, which shall consist of such directors as the Board of Directors shall elect, and which shall be responsible for the appointment, compensation, retention and oversight of the Corporation's independent accountants.

Section 4. The Board of Directors may, from time to time, designate other special committees consisting of such number of directors and having such duties and powers as the board may determine.

Section 5. All members of committees shall serve until the next regular meeting of the Board of Directors immediately following the annual meeting of members or until their successors are appointed. A majority of any committee shall constitute a quorum for the transaction of business. Any vacancy occurring in any committee by reason of death, resignation or incapacity of any member thereof or otherwise may be filled by a majority of the remaining members of such committee, or by the Board of Directors at any regular or special meeting. Committees may be dissolved at any time by action of the Board of Directors. The chairman of each committee other than the Executive Committee shall be appointed by the President. Committee meetings may be called by the chairman of the respective committees, and at least two (2) days oral, written or telegraphic notice of meetings of committees shall be given to the members thereof. Any action required or permitted to be taken by any committee of the Board of Directors may be taken by a majority vote of its members at meeting thereof or without a meeting if a majority of the members of the committee consent in writing to the adoption of a resolution authorizing such action.

Article VI

Assignments and Transfers of Securities

Section 1. The Treasurer of the corporation is authorized, subject to the supervision and oversight of the Finance Committee, and in the name and behalf of the corporation, to sell any and all stocks, bonds and other securities owned by the corporation, and to execute and deliver any and all assignments, transfers and other instruments necessary or desirable to that end.

Article VII

Compensation of Officers and Directors

Section 1. No director or officer of the corporation shall receive, directly or indirectly, any salary, compensation or emolument from the corporation, either as such director or officer, or in any other capacity, except that each director or officer of the corporation shall be entitled to reimbursement for reasonable expenses incurred in the performance of his duties on behalf of the corporation, and no director or officer of the corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by the corporation, nor in any contract for furnishing supplies thereto, unless authorized by a majority of the whole Board of Directors of the corporation. Such authorization may be given at a meeting of the Board of Directors by the vote of a majority of the whole Board of Directors cast either in person at the meeting or by written instrument filed at the meeting with the Secretary thereof, provided that at least five days written notice of the meeting shall have been given to all the Directors stating the proposal to be authorized.

Article VIII

Indemnification of Officers and Directors

Section 1. The corporation shall, to the fullest extent permitted by law, indemnify each and every person, firm or corporation who or which (a) is made a party to any action by or in the right of the corporation to procure a judgment in its favor by the reason of the facts that he or it, or his or its testator or intestate, is or was a director or officer of the corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or it in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have breached his duty to the corporation under Section 717 of the Not-For-Profit Corporation Law of the State of New York, or (b) is made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the corporation to procure a judgment in his or its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the corporation served in any capacity at the request of the corporation, by reason of the fact that he, his testator or intestate was a director or officer of the corporation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, firms, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such officer or director acted in good faith for a purpose which he reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful.

Article IX

Corporate Seal

Section 1. The seal of the corporation shall have inscribed thereon the name of the corporation and the words "1919 New York".

Article X

Section 1. These By-Laws may be amended at any regular or special meeting of the Board of Directors by the affirmative vote of a majority of the whole board, provided that the notice calling such meeting shall state the amendment proposed to be acted upon.