



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

For calendar year 2011 or tax year beginning **07/01, 2011, and ending** **06/30, 2012**

Name of foundation
THE KELSEY TRUST

Number and street (or P O box number if mail is not delivered to street address)
140 MCNEIL COVE ROAD
C/O STEPHEN P. JOHNSON

Room/suite

City or town, state, and ZIP code
CHARLOTTE, VT 05445

A Employer identification number
04-6609917

B Telephone number (see instructions)
(802) 425-4499

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

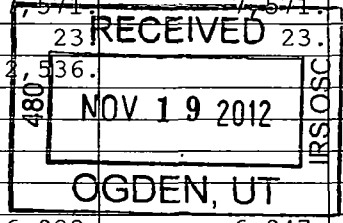
G Check all that apply
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

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, col. (c), line 16) **\$ 3,938,603.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	73.	73.		ATCH 1
	4 Dividends and interest from securities	75,851.	75,851.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-345,955.			
	b Gross sales price for all assets on line 6a	2,179,389.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	-270,031.	75,924.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	2,830.			
	c Other professional fees (attach schedule) *	7,571.	7,571.		
	17 Interest. ATTACHMENT 5	23	23		
	18 Taxes (attach schedule) (see instructions) *	2,536.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 7	6,982.	6,947.			
24 Total operating and administrative expenses	19,942.	14,541.			
Add lines 13 through 23					
25 Contributions, gifts, grants paid	189,000.			189,000.	
26 Total expenses and disbursements. Add lines 24 and 25	208,942.	14,541.	0	189,000.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-478,973.				
b Net investment income (if negative, enter -0-)		61,383.			
c Adjusted net income (if negative, enter -0-)					



SCANNED NOV 28 2012

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		64,937.	64,937.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	4,278,117.	3,706,653.	3,873,666.
	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)	4,278,117.	3,771,590.	3,938,603.	
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 ▶ ATCH 9)	27,554.		
23	Total liabilities (add lines 17 through 22)	27,554.		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	4,250,563.	3,771,590.		
30	Total net assets or fund balances (see instructions)	4,250,563.	3,771,590.		
31	Total liabilities and net assets/fund balances (see instructions)	4,278,117.	3,771,590.		

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	4,250,563.
2	Enter amount from Part I, line 27a	2	-478,973.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,771,590.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,771,590.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a	SEE PART IV SCHEDULE			
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
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	-345,955.
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	0

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	164,000.	4,126,731.	0.039741
2009	218,500.	3,853,322.	0.056704
2008	233,560.	3,711,157.	0.062935
2007	230,000.	4,906,618.	0.046875
2006	219,540.	4,915,740.	0.044661
2	Total of line 1, column (d)		2 0.250916
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 0.050183
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4 3,980,916.
5	Multiply line 4 by line 3		5 199,774.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 614.
7	Add lines 5 and 6		7 200,388.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.		8 189,000.

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

Table with 11 rows and 2 columns. Row 1: Exempt operating foundations... 1,228. Row 2: Tax under section 511... 2. Row 3: Add lines 1 and 2... 1,228. Row 4: Subtitle A (income) tax... 0. Row 5: Tax based on investment income... 1,228. Row 6: Credits/Payments. Row 7: Total credits and payments... 0. Row 8: Enter any penalty... 27. Row 9: Tax due... 1,255. Row 10: Overpayment... 0. Row 11: Enter the amount of line 10 to be Credited to 2012 estimated tax... 0 Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns. Row 1a: During the tax year, did the foundation attempt to influence any national, state, or local legislation... X. Row 1b: Did it spend more than \$100 during the year... X. Row 1c: Did the foundation file Form 1120-POL for this year? X. Row 2: Has the foundation engaged in any activities that have not previously been reported to the IRS? X. Row 3: Has the foundation made any changes, not previously reported to the IRS... X. Row 4a: Did the foundation have unrelated business gross income of \$1,000 or more during the year? X. Row 4b: If "Yes," has it filed a tax return on Form 990-T for this year? X. Row 5: Was there a liquidation, termination, dissolution, or substantial contraction during the year? X. Row 6: Are the requirements of section 508(e) satisfied either... X. Row 7: Did the foundation have at least \$5,000 in assets at any time during the year? X. Row 8a: Enter the states to which the foundation reports or with which it is registered (see instructions) MA, X. Row 8b: If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... X. Row 9: Is the foundation claiming status as a private operating foundation... X. Row 10: Did any persons become substantial contributors during the tax year? X.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of STEPHEN P. JOHNSON Telephone no 802 425-4499
Located at 140 MCNEIL COVE ROAD CHARLOTTE, VT ZIP + 4 05445
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No 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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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
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 X 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
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 X 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
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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel, study, or other similar purposes... (4) Provide a grant to an organization other than a charitable, etc., organization... (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes... 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... 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?... 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?... 6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?... 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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).

Table with 5 columns: (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. Row 1: ATTACHMENT 10, 0, 0, 0.

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

Table with 5 columns: (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. Row 1: NONE.

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

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		0

Total number of others receiving over \$50,000 for professional services ▶

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 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	3,766,312.
b	Average of monthly cash balances	1b	275,227.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,041,539.
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	
3	Subtract line 2 from line 1d	3	4,041,539.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	60,623.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,980,916.
6	Minimum investment return. Enter 5% of line 5	6	199,046.

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	199,046.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,228.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,228.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	197,818.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	197,818.
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	197,818.

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	189,000.
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	189,000.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	189,000.

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				197,818.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			185,050.	
b Total for prior years 20 09, 20 08, 20 07				
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				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 189,000.				
a Applied to 2010, but not more than line 2a			185,050.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				3,950.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				193,868.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

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

--

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

SALLY P. JOHNSON

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

NONE

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

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

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

N/A

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

THE FOUNDATION DOES NOT ACCEPT UNSOLICITED GRANT REQUESTS.

c Any submission deadlines

THE FOUNDATION DOES NOT ACCEPT UNSOLICITED GRANT REQUESTS.

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

ATTACHMENT 11

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
<p><i>a Paid during the year</i></p> <p>ATTACHMENT 12</p>				
Total				▶ 3a 189,000.
<p><i>b Approved for future payment</i></p>				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, Subtotal, and Total.

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

Table with 2 columns: Line No and 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).

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of... b Other transactions... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for amount and description.

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... [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

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 of officer or trustee: [Signature], Date: 11-13-12, Title: Trustee. May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: KAREN J. DANAHER, Preparer's signature: [Signature], Date: 11-7-12, Check [] if self-employed, PTIN: P00717296, Firm's name: DANAHER ATTIG & PLANTE PLC, Firm's EIN: 20-3682035, Firm's address: 150 KENNEDY DR, PO BOX 2166 SOUTH BURLINGTON, VT, Phone no: 802-383-0399

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 CAPITAL GAIN DISTRIBUTIONS					13,255.	
15,000.		2245.509 SHS DREYFUS HIGH YIELD PROPERTY TYPE: SECURITIES 10,823.				P	VAR	07/21/2011
							4,177.	
46,000.		4766.838 SHS BNY MELLON INTERNATIONAL PROPERTY TYPE: SECURITIES 39,612.				P	VAR	08/01/2011
							6,388.	
37,280.		1100 SHS ISHARES S&P GSCI COMMODITY PROPERTY TYPE: SECURITIES 31,537.				P	VAR	11/30/2011
							5,743.	
95,000.		7480.315 SHS DREYFUS PRE STRAT INTER ST PROPERTY TYPE: SECURITIES 90,056.				P	VAR	11/30/2011
							4,944.	
90,000.		9307.137 SHS BNY MELLON EMERGING MKTS PROPERTY TYPE: SECURITIES 86,623.				P	VAR	11/30/2011
							3,377.	
55,000.		5844.846 SHS BNY MELLON INTERNATIONAL PROPERTY TYPE: SECURITIES 48,571.				P	VAR	11/30/2011
							6,429.	
15,000.		1666.67 SHS BNY MELLON LARGE CAP STK PROPERTY TYPE: SECURITIES 18,533.				P	VAR	07/15/2011
							-3,533.	
80,000.		10178.118 SHS BNY MELLON LARGE CAP STK PROPERTY TYPE: SECURITIES 113,181.				P	VAR	08/01/2011
							-33,181.	
42,000.		4081.633 SHS BNY MELLON EMERGING MKTS PROPERTY TYPE: SECURITIES 47,166.				P	VAR	08/01/2011
							-5,166.	
11,190.		715.016 SHS DREYFUS SELECT MGER S/C PROPERTY TYPE: SECURITIES 12,000.				P	VAR	08/01/2011
							-810.	
4,087.		231.427 SHS DREYFUS SELECT MGER S/C PROPERTY TYPE: SECURITIES 5,388.				P	VAR	08/01/2011
							-1,301.	
		162573.632 SHS BNY MELLON LARGE CAP STK				P	VAR	11/30/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,316,846.		PROPERTY TYPE: SECURITIES 1,653,518.					-336,672.	
		2655.337 SHS DREYFUS SELECT MGER S/C PROPERTY TYPE: SECURITIES 56,187.				P	VAR	11/30/2011
50,000.							-6,187.	
		2985.075 SHS DREYFUS SELECT MGER S/C PROPERTY TYPE: SECURITIES 52,149.				P	VAR	11/30/2011
50,000.							-2,149.	
		21155.411 SHS BNY MELLON S/T US GOV SECS PROPERTY TYPE: SECURITIES 260,000.				P	VAR	03/09/2012
258,731.							-1,269.	
TOTAL GAIN (LOSS)							<u>-345,955.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST	73.	73.
TOTAL	<u>73.</u>	<u>73.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST DIVIDENDS	662. 75,189.	662. 75,189.
TOTAL	<u>75,851.</u>	<u>75,851.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION FEES	2,830.			
TOTALS	<u>2,830.</u>			

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES	7,571.	7,571.
TOTALS	<u>7,571.</u>	<u>7,571.</u>

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST	23.	23.
TOTALS	<u>23.</u>	<u>23.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
PRIOR YEAR FEDERAL BALANCE DUE	2,536.
TOTALS	<u>2,536.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
STATE FILING FEE	35.	
PORTFOLIO DEDUCTIONS	6,947.	6,947.
TOTALS	<u>6,982.</u>	<u>6,947.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MUTUAL FUNDS - SEE ATTACHED FRESH TRACKS CAPITAL II LP	3,552,783. 153,870.	3,710,522. 163,144.
TOTALS	<u>3,706,653.</u>	<u>3,873,666.</u>

Asset detail

Cash and cash equivalents

Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
134,834.2 CRA (BNY Mellon, N.A., Member FDIC) (Principal Holding)	\$ 134,834.20	\$ 134,834.20		\$ 13.48	0.0%	3.5%
Principal Cash	-16,354.79					
Income Cash	16,354.79					
Total cash and cash equivalents	\$ 134,834.20	\$ 134,834.20	\$ 0.00	\$ 13.48		3.5%

Fixed income

Taxable

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
12,708.499	BNY Mellon Corporate Bond Fund	\$ 12.6000	\$ 160,127.09	\$ 160,000.00	\$ 127.09	\$ 2,440.03	1.5%	4.2%
81,845.086	BNY Mellon Bond Fund	13.5400	1,108,182.46	1,037,623.91	70,558.55	36,584.75	3.3	28.8
7,988.145	Dreyfus Inflation Adjusted Securities Fund	14.1900	113,351.78	112,000.00	1,351.78	3,474.84	3.1	3.0
Total taxable pooled vehicle			\$ 1,381,661.33	\$ 1,309,623.91	\$ 72,037.42	\$ 42,499.62		35.9%
Total taxable fixed income			\$ 1,381,661.33	\$ 1,309,623.91	\$ 72,037.42	\$ 42,499.62		35.9%

Tax exempt

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
19,966.28	BNY Mellon National Short-Term Municipal Bond Fund	\$ 12.9900	\$ 259,361.98	\$ 259,561.08	\$ -199.10	\$ 3,214.57	1.2%	6.7%
Total tax exempt pooled vehicle			\$ 259,361.98	\$ 259,561.08	\$ -199.10	\$ 3,214.57		6.7%
Total tax exempt fixed income			\$ 259,361.98	\$ 259,561.08	\$ -199.10	\$ 3,214.57		6.7%



June 1 - June 30, 2012

High yield		Pooled vehicle						
Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
14,685.312	Dreyfus High Yield Fund	\$ 6.4000	\$ 93,986.00	\$ 79,176.65	\$ 14,809.35	\$ 7,137.06	7.6%	2.4%
Total high yield pooled vehicle			\$ 93,986.00	\$ 79,176.65	\$ 14,809.35	\$ 7,137.06		2.4%
Total high yield fixed income			\$ 93,986.00	\$ 79,176.65	\$ 14,809.35	\$ 7,137.06		2.4%

Emerging markets		Pooled vehicle						
Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
8,759.123	Tcw Emerging Markets Income Fund-I	\$ 8.7100	\$ 76,291.96	\$ 72,000.00	\$ 4,291.96	\$ 4,659.85	6.1%	2.0%
Total emerging markets pooled vehicle			\$ 76,291.96	\$ 72,000.00	\$ 4,291.96	\$ 4,659.85		2.0%
Total emerging markets fixed income			\$ 76,291.96	\$ 72,000.00	\$ 4,291.96	\$ 4,659.85		2.0%
Total fixed income			\$ 1,811,301.27	\$ 1,720,361.64	\$ 90,939.63	\$ 57,511.10		47.1%

Equities		U.S. large cap						
Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
67,740.274	BNY Mellon Income Stock Fund (MPISX)	\$ 6.8000	\$ 460,633.86	\$ 430,000.00	\$ 30,633.86	\$ 13,615.80	3.0%	12.0%
615	SPDR Trust Series 1 (SPY)	136.1050	83,704.58	78,977.19	4,727.39	1,658.66	2.0	2.2
27,766.214	Dreyfus U.S. Equity Fund (DPUIX)	14.5800	404,831.40	400,000.00	4,831.40	1,943.63	0.5	10.5
Total U.S. large cap			\$ 949,169.84	\$ 908,977.19	\$ 40,192.65	\$ 17,218.09		24.7%



U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
13,044,316	BNY Mellon Mid Cap Stock Fund (MPMCX)	\$ 11.3400	\$ 147,922.54	\$ 177,138.51	\$ -29,215.97	\$ 586.99	0.4%	3.9%
335	ISHARES TR (IJH) S & P Midcap 400 Index FD	94.1700	31,546.95	30,268.26	1,278.69	403.34	1.3	0.8
Total U.S. mid cap			\$ 179,469.49	\$ 207,406.77	\$ -27,937.28	\$ 990.33		4.7%

U.S. small cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
3,455,032	Dreyfus Select Managers Small Cap (DSGIX) Growth Fund	\$ 18.1300	\$ 62,639.73	\$ 60,359.41	\$ 2,280.32	\$ 0.00	0.0%	1.6%
3,302,593	Dreyfus Select Managers Small Cap (DMVIX) Value Fund	18.6900	61,725.46	68,814.68	-7,089.22	135.41	0.2	1.6
Total U.S. small cap			\$ 124,365.19	\$ 129,174.09	\$ -4,808.90	\$ 135.41		3.2%

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
3,927,763	BNY Mellon International Fund (MPITX)	\$ 8.9500	\$ 35,153.48	\$ 32,639.71	\$ 2,513.77	\$ 1,284.38	3.7%	0.9%
600	ISHARES MSCI Eafe Index FD (EFA)	49.9600	29,976.00	29,709.48	266.52	1,030.80	3.4	0.8
12,551,012	Strategic International Stock Fund (DISRX)	13.1300	164,794.79	139,943.78	24,851.01	1,983.06	1.2	4.3
Total developed international			\$ 229,924.27	\$ 202,292.97	\$ 27,631.30	\$ 4,298.24		6.0%

Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
10,096,107	BNY Mellon Emerging Markets Fund (MEMKX)	\$ 9.2000	\$ 92,884.18	\$ 65,593.28	\$ 27,290.90	\$ 1,120.67	1.2%	2.4%
3,243,243	Dfa Emerging Markets Core Equity (DFCEX) Funds	18.0200	58,443.24	60,000.00	-1,556.76	1,238.92	2.1	1.5
3,590	Vanguard Emerging Markets ETF (VWO)	39.9300	143,348.70	143,976.70	-628.00	3,252.54	2.3	3.7
Total emerging markets			\$ 294,676.12	\$ 269,569.98	\$ 25,106.14	\$ 5,612.13		7.7%



Portfolio manager
Terry Sylvester Charron
617 722 7094



Equity reits		Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
Shares/par value	Description							
11,382.114	Dreyfus Global Real Estate (DRLIX) Securities Fund	\$ 7,7300	\$ 87,983.74	\$ 70,000.00	\$ 17,983.74	\$ 2,139.84	2.4%	2.3%
Total equity reits			\$ 87,983.74	\$ 70,000.00	\$ 17,983.74	\$ 2,139.84		2.3%
Total equities			\$ 1,865,588.65	\$ 1,787,421.00	\$ 78,167.65	\$ 30,394.04		48.5%

Alternative investments

Alternative investments		Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
Shares/par value	Description							
2,096.769	Highbridge Dynamic Commodities Strategy Fund - E	\$ 16.0400	\$ 33,632.17	\$ 45,000.00	\$ -11,367.83	\$ 1,725.64	5.1%	0.9%
Total alternative investments			\$ 33,632.17	\$ 45,000.00	\$ -11,367.83	\$ 1,725.64		0.9%
Total assets			\$ 3,845,356.29	\$ 3,687,616.84	\$ 157,739.45	\$ 89,644.26		100.0%

cash 134,834.20
Mutual funds 3,710,522.09



ATTACHMENT 9

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
CASH OVERDRAFT	
TOTALS	<u> </u> <u> </u>

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

ATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>
SALLY P. JOHNSON 4311 WAKE ROBIN DRIVE SHELburnE, VT 05482	TRUSTEE - AS REQUIRED 0 0 0
PAULA D. JOHNSON 140 MCNEIL COVE ROAD CHARLOTTE, VT 05445	TRUSTEE - AS REQUIRED 0 0 0
STEPHEN P. JOHNSON 140 MCNEIL COVE ROAD CHARLOTTE, VT 05445	TRUSTEE - AS REQUIRED 0 0 0

GRAND TOTALS

ATTACHMENT 11

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

FUNDS EXPENDED MUST BENEFIT THE AREA INCLUDED IN THE LAKE CHAMPLAIN
VALLEY DRAINAGE BASIN IN NY & VT

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD OF THE NORTH COUNTRY PLATTSBURGH, NY	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	10,000.
SHELburnE FARMS SHELburnE, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	12,500
COMMITTEE ON TEMPORARY SHELTER BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	7,000.
CHITTENDEN EMERGENCY FOOD SHELf BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	10,000.
PERMANENT FUND FOR THE WELLBEING OF VT CHILDREN P.O BOX 216 MONTPELIER, VT 05601	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	7,500.
ADIRONDACK COMMUNITY TRUST KEENE VALLEY, NY	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	25,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VERMONT COMMUNITY FOUNDATION MONTPELIER, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	14,500.
VERMONT COMMONS SCHOOL 75 GREEN MOUNTAIN DRIVE SOUTH BURLINGTON, VT 05403	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	8,000.
VERMONT PUBLIC RADIO 365 TROY AVENUE COLCHESTER, VT 05446	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	5,000.
HUNGER FREE VERMONT SOUTH BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	5,000.
STERN CENTER WILLISTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	15,000.
VERMONT DISASTER RELIEF FUND MONTPELIER, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	3,500.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOYS & GIRLS CLUB OF VERMONT BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	6,000.
UNITED WAY OF CHITTENDEN COUNTY SOUTH BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	5,000.
VERMONT WORKS FOR WOMEN WINOOSKI, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	5,000.
PREVENT CHILD ABUSE VERMONT MONTPELIER, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	10,000.
SARAH HOLBROOK CENTER BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	10,000.
VERMONT PUBLIC INTEREST EDUCATION FUND MONTPELIER, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	10,000.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
LAKESIDE SCHOOL ESSEX, NY	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	10,000.
WOMEN HELPING BATTERED WOMEN BURLINGTON, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	10,000.
			TOTAL CONTRIBUTIONS PAID	<u>189,000.</u>

**SCHEDULE D
(Form 1041)**

Capital Gains and Losses

OMB No 1545-0092

2011

Department of the Treasury
Internal Revenue Service

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

Name of estate or trust THE KELSEY TRUST	Employer identification number 04-6609917
--	---

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-11,716.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-11,716.

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-347,494.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	13,255.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-334,239.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-11,716.
14	Net long-term gain or (loss):			
a	Total for year	14a		-334,239.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		-345,955.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

