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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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 08-01-2011 , and ending 07-31-2012

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

Name of foundation
ARTHUR H BRITTON TESTAMENTARY TRUST 360097018

A Employer identification number
02-6004800

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 477

B Telephone number (see page 10 of the instructions)
(603) 229-5990

City or town, state, and ZIP code
CONCORD, NH 033020477

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 ▶ ☐

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)* ▶$ 2,131,156

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 page 11 of the 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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	4	4		
	4	Dividends and interest from securities	53,902	53,902		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	-16,747			
	b	Gross sales price for all assets on line 6a 730,392				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	37,159	53,906		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	21,406	21,406		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)	575	575	0	0
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see page 14 of the instructions)	5,381	542		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	275	275		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	27,637	22,798	0	0
	25	Contributions, gifts, grants paid	91,344			91,344
	26	**Total expenses and disbursements.** Add lines 24 and 25	118,981	22,798	0	91,344
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-81,822			
	b	**Net investment income** (if negative, enter -0-)		31,108		
	c	**Adjusted net income** (if negative, enter -0-)			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	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	38,515	50,672	50,672
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	409,139	418,963	432,046
	b	Investments—corporate stock (attach schedule)	1,174,508	1,106,183	1,240,739
	c	Investments—corporate bonds (attach schedule)	425,504	390,016	407,699
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	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)	2,047,666	1,965,834	2,131,156
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)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,047,666	1,965,834	
	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 page 17 of the instructions)	2,047,666	1,965,834	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,047,666	1,965,834	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,047,666
2	Enter amount from Part I, line 27a	2	-81,822
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,965,844
5	Decreases not included in line 2 (itemize) ▶	5	10
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,965,834

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 Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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	-16,747
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 pages 13 and 17 of the 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 page 18 of 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	96,928	2,132,527	0 045452
2009	100,455	2,031,914	0 049439
2008	93,673	1,892,829	0 049488
2007	119,295	2,412,269	0 049453
2006	128,402	2,363,874	0 054318

2	**Total** of line 1, column (d).	2	0 24815
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 04963
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	2,089,857
5	Multiply line 4 by line 3.	5	103,720
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	311
7	Add lines 5 and 6.	7	104,031
8	Enter qualifying distributions from Part XII, line 4.	8	91,344

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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 ▶ ☐ and enter 1% of Part I, line 27b		1	622
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	0
3	Add lines 1 and 2		3	622
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	622
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 3,032		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	3,032
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
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	2,410
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 624	**Refunded** ▶	11	1,786

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		No
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		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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 page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶TD Bank NA Telephone no ▶(603) 229-5990

Located at ▶143 NORTH MAIN STREET CONCORD NH ZIP+4 ▶03301

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 |

			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		No

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 page 20 of the 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		No
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 ▶ 20____ , 20____ , 20____ , 20____			
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 page 20 of the instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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 page 22 of the 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 page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
TD Bank NA PO Box 477 Concord, NH 033020477	Trustee 1	21,406		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000. ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶	0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the 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 page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,084,695
b	Average of monthly cash balances	1b	36,987
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,121,682
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,121,682
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	31,825
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,089,857
6	**Minimum investment return.** Enter 5% of line 5	6	104,493

Part XI Distributable Amount (see page 25 of the 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	104,493
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 622		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	622
3	Distributable amount before adjustments Subtract line 2c from line 1	3	103,871
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	103,871
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	103,871

Part XII Qualifying Distributions (see page 25 of the 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	91,344
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	91,344
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 page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	91,344

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				103,871
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 2009 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006. 10,001				
b From 2007. 1,392				
c From 2008. 518				
d From 2009. 1,305				
e From 2010. 0				
f **Total** of lines 3a through e.	13,216			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 91,344				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				91,344
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	12,527			12,527
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	689			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	689			
10 Analysis of line 9				
a Excess from 2007. . . . 0				
b Excess from 2008. . . . 0				
c Excess from 2009. . . . 689				
d Excess from 2010. . . . 0				
e Excess from 2011. . . . 0				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
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 organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the 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 Additional Data Table				
Total . . . . ▶ **3a**				91,344
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	4	
4 Dividends and interest from securities			14	53,900	
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	-16,745	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				37,159	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 37,159

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
10	0

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2012-08-30	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name		Firm's EIN	
Firm's address		Phone no	

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☑ No

Additional Data

Software ID:	
Software Version:	
EIN:	02-6004800
Name:	ARTHUR H BRITTON TESTAMENTARY TRUST 360097018

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
20000 BANK OF AMER CORP 3 125% 06/15/2012 DTD 12/04/08 FDIC GTY		2010-11-09	2011-08-23
15000 U S TREASURY NOTE 3 125% 05/15/2019 DTD 05/15/09		2010-07-22	2011-08-23
25000 FEDERAL HME LN BK 4 875% 11/15/2011 DTD 11/15/01		2002-11-05	2011-08-30
15000 U S TREASURY NOTE 4 125% 08/31/2012 DTD 08/31/2007*		2009-11-17	2011-08-30
20 APACHE CORP COM		2011-05-06	2011-09-08
60 APACHE CORP COM		2008-09-24	2011-09-08
530 APPLIED MATERIALS INC		2011-03-02	2011-09-08
40 THERMO ELECTRON CORP		2011-06-02	2011-09-08
90 TOYOTA MOTOR CORP ADR		2011-03-02	2011-09-08
90 US BANCORP DEL NEW		2008-05-12	2011-09-08
1180 238 VANGUARD SHORT-TERM FEDERAL FUND(0049*		2010-11-19	2011-10-04
80 THERMO ELECTRON CORP		2008-07-29	2011-10-19
60 ACE LTD		2011-07-14	2011-10-19
25000 WELLS FARGO & CO 5 625% 12/11/2017 DTD 12/10/07*		2010-06-15	2011-10-25
915 751 VANGUARD SHORT-TERM FEDERAL FUND(0049*		2010-11-19	2011-10-26
316 94 VANGUARD INFLATION PROTECTED SEC 119		2010-11-19	2011-10-26
245 AT&T INC		2008-09-09	2011-11-03
120 AT&T INC		2010-11-19	2011-11-03
70 ABBOTT LABORATORIES		2011-07-26	2011-11-03
20 COLGATE PALMOLIVE		2011-04-21	2011-11-03
100 GILEAD SCIENCES INC		2011-06-02	2011-11-03
30 PROCTER & GAMBLE CO		2011-05-06	2011-11-03
40 THERMO ELECTRON CORP		2010-11-19	2011-11-03
195 THERMO ELECTRON CORP		2010-03-16	2011-11-03
90 UNITEDHEALTH GROUP INC COM		2011-07-26	2011-11-03
170 AMERICAN EXPRESS CO		2010-11-19	2011-12-01
80 UNITEDHEALTH GROUP INC COM		2011-07-26	2011-12-01
340 UNITEDHEALTH GROUP INC COM		2010-11-19	2011-12-01
25000 U S TREASURY NOTE 4 125% 08/31/2012 DTD 08/31/2007*		2010-11-19	2011-12-08
1989 645 VANGUARD SHORT-TERM FEDERAL FUND(0049*		2010-11-19	2011-12-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
40 AMERICAN EXPRESS CO		2008-09-24	2011-12-16
40 APACHE CORP COM		2008-09-24	2011-12-16
50 CAPITAL ONE FINANCIAL CORP		2011-05-09	2011-12-16
200 VALERO ENERGY CORP COM		2011-04-25	2011-12-16
70 WELLS FARGO & COMPANY COM NEW		2010-03-16	2011-12-16
30 ACE LTD		2011-07-14	2011-12-16
250 EXELON CORP COM		2010-01-11	2012-01-09
140 TARGET CORP		2011-04-26	2012-01-09
300 TARGET CORP		2010-12-16	2012-01-09
140 UNITED TECHNOLOGIES		2010-11-19	2012-01-09
650 VALERO ENERGY CORP COM		2011-07-26	2012-01-09
30 DIAGEO PLC ADR		2011-06-02	2012-01-24
20 DIAGEO PLC ADR		2010-11-19	2012-01-24
90 EXELON CORP COM		2011-09-08	2012-01-24
130 EXELON CORP COM		2010-12-17	2012-01-24
20 DIAGEO PLC ADR		2010-11-19	2012-02-06
70 ECOLAB INC		2010-11-19	2012-02-06
70 ECOLAB INC		2011-06-15	2012-02-06
50 PROCTER & GAMBLE CO		2010-11-19	2012-02-06
30 ABBOTT LABORATORIES		2011-07-26	2012-02-16
50 ABBOTT LABORATORIES		2010-08-24	2012-02-16
20 CHEVRONTEXACO CORP		2011-05-09	2012-02-16
20 CHEVRONTEXACO CORP		2011-01-24	2012-02-16
30 COLGATE PALMOLIVE		2011-04-21	2012-02-16
70 JOHNSON & JOHNSON		2010-11-19	2012-02-16
30 PROCTER & GAMBLE CO		2010-11-19	2012-02-16
25000 U S TREASURY NOTE 3 125% 08/31/2013 DTD 09/02/08		2011-05-12	2012-03-16
5000 U S TREASURY BOND 2 625% 08/15/2020 DTD 08/15/10		2011-12-08	2012-03-16
5000 U S TREASURY BOND 2 625% 08/15/2020 DTD 08/15/10		2010-11-19	2012-03-16
190 AMERICAN TOWER CORP COM		2011-11-03	2012-03-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
240 HEWLETT PACKARD		2010-10-12	2012-03-23
140 MARATHON OIL		2011-07-26	2012-03-23
190 ORACLE CORP		2011-01-24	2012-03-23
80 HEWLETT PACKARD		2011-09-08	2012-03-26
140 HEWLETT PACKARD		2009-05-01	2012-03-26
10 ORACLE CORP		2011-06-15	2012-03-26
80 ORACLE CORP		2010-12-17	2012-03-26
80 ORACLE CORP		2011-01-24	2012-03-26
30000 PEPSICO INC 3 100% 01/15/2015 DTD 01/14/10		2011-04-25	2012-04-04
80 CAPITAL ONE FINANCIAL CORP		2011-03-29	2012-04-12
20 EXXON MOBIL CORP		2011-05-09	2012-04-12
10 EXXON MOBIL CORP		2008-07-29	2012-04-12
20 3M CO		2010-02-18	2012-04-12
60 J P MORGAN CHASE & CO		2008-05-12	2012-05-02
230 METLIFE INC		2012-02-16	2012-05-02
170 SYSCO CORP		2011-07-26	2012-05-02
180 SYSCO CORP		2011-07-26	2012-05-04
15000 U S TREASURY NOTE 3 125% 08/31/2013 DTD 09/02/08		2011-05-12	2012-05-04
30 ABBOTT LABORATORIES		2010-08-24	2012-05-08
20 AMERICAN EXPRESS CO		2009-08-26	2012-05-08
10 APACHE CORP COM		2008-09-24	2012-05-08
40 ARCHER DANIELS MID		2011-03-03	2012-05-08
20 BED BATH & BEYOND INC		2011-11-03	2012-05-08
20 BROADCOM CORP COM		2012-03-26	2012-05-08
20 CAPITAL ONE FINANCIAL CORP		2011-07-14	2012-05-08
10 CELGENE CORP		2012-04-12	2012-05-08
10 CHEVRONTEXACO CORP		2010-11-19	2012-05-08
10 CHEVRONTEXACO CORP		2011-01-24	2012-05-08
70 CISCO SYSTEMS INC		2008-09-24	2012-05-08
10 COCA COLA CO		2012-05-04	2012-05-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
20 COLGATE PALMOLIVE		2012-04-12	2012-05-08
30 DANAHER CORP		2011-04-26	2012-05-08
20 DIAGEO PLC ADR		2008-09-24	2012-05-08
30 WALT DISNEY CO		2012-01-09	2012-05-08
60 E M C CORP MASS		2010-11-19	2012-05-08
20 ECOLAB INC		2010-05-05	2012-05-08
20 EXXON MOBIL CORP		2008-07-29	2012-05-08
30 FREEPORT-MCMORAN COPPER & GOCL B		2012-02-06	2012-05-08
20 GILEAD SCIENCES INC		2011-06-02	2012-05-08
40 HOME DEPOT INC		2011-04-25	2012-05-08
20 ILLINOIS TOOL WKS INC		2012-01-24	2012-05-08
10 INTERNATIONAL BUSINESS MACHINES		2011-04-26	2012-05-08
30 J P MORGAN CHASE & CO		2008-05-12	2012-05-08
20 JOHNSON & JOHNSON		2010-11-19	2012-05-08
10 L-3 COMMUNICATIONS HLDGS INC COM		2011-03-02	2012-05-08
40 MARATHON OIL		2011-07-26	2012-05-08
40 MERCK & CO INC NEW COM		2012-04-12	2012-05-08
60 MICROSOFT CORP		2011-07-26	2012-05-08
20 NETAPP INC COM		2012-03-26	2012-05-08
20 NEXTERA ENERGY INC COM		2012-05-02	2012-05-08
20 ORACLE CORP		2011-06-15	2012-05-08
20 PNC FINANCIAL CORP		2012-01-09	2012-05-08
20 PROCTER & GAMBLE CO		2010-11-16	2012-05-08
20 QUALCOMM, INC		2010-11-19	2012-05-08
40 SPECTRA ENERGY CORP		2012-01-09	2012-05-08
30 STARBUCKS CORP		2012-01-09	2012-05-08
10 3M CO		2008-09-24	2012-05-08
50 US BANCORP DEL NEW		2008-05-12	2012-05-08
10 UNITED PARCEL SVC INC CL B		2012-01-09	2012-05-08
10 UNITED TECHNOLOGIES		2008-07-29	2012-05-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
20 VERIZON COMMUNICATIONS		2010-08-24	2012-05-08
40 WELLS FARGO & COMPANY COM NEW		2010-11-19	2012-05-08
10 YUM BRANDS INC		2012-01-09	2012-05-08
30 INVESCO LTD SHS		2012-03-23	2012-05-08
20 ACE LTD		2011-07-14	2012-05-08
30 CHECK POINT SOFTWARE TECHNOLOGIES LTD		2011-07-26	2012-05-08
10 HOME DEPOT INC		2011-04-25	2012-05-10
40 HOME DEPOT INC		2010-11-19	2012-05-10
160 MARATHON OIL		2011-07-26	2012-05-10
80 STARBUCKS CORP		2012-01-09	2012-05-10
160 MARATHON OIL		2011-06-07	2012-05-29
120 UNITED TECHNOLOGIES		2008-07-29	2012-05-29
420 INVESCO LTD SHS		2012-03-23	2012-05-29
140 PNC FINANCIAL CORP		2012-01-09	2012-06-15
80 STARBUCKS CORP		2011-09-08	2012-06-15
60 YUM BRANDS INC		2012-01-09	2012-06-15
10 YUM BRANDS INC		2008-05-12	2012-06-15
15000 U S TREASURY NOTE 3 125% 08/31/2013 DTD 09/02/08		2011-05-12	2012-07-02
300 MARATHON OIL		2012-01-09	2012-07-09
50 MARATHON OIL		2011-06-07	2012-07-09
230 PROCTER & GAMBLE CO		2010-11-16	2012-07-09
80 APACHE CORP COM		2012-02-16	2012-07-13
105 APACHE CORP COM		2010-11-19	2012-07-13
260 NETAPP INC COM		2012-03-26	2012-07-13
70 STARBUCKS CORP		2011-09-08	2012-07-13
60 YUM BRANDS INC		2008-05-12	2012-07-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
20,464		20,837	-373
16,624		15,397	1,227
25,246		25,442	-196
15,599		16,236	-637
1,968		2,540	-572
5,904		6,757	-853
5,757		8,666	-2,909
2,113		2,551	-438
6,240		8,235	-1,995
2,060		3,076	-1,016
12,900		12,912	-12
4,146		4,646	-500
3,951		4,031	-80
28,690		26,698	1,992
9,982		10,018	-36
4,478		4,231	247
7,188		8,021	-833
3,521		3,388	133
3,759		3,715	44
1,766		1,617	149
4,087		4,135	-48
1,898		1,979	-81
1,999		2,049	-50
9,745		9,658	87
4,150		4,641	-491
8,114		6,707	1,407
3,900		4,125	-225
16,575		11,729	4,846
25,727		26,880	-1,153
21,767		21,767	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,888		1,487	401
3,587		4,504	-917
2,183		2,661	-478
4,114		5,778	-1,664
1,813		2,116	-303
2,012		1,952	60
10,316		12,017	-1,701
6,803		6,992	-189
14,579		17,672	-3,093
10,367		9,663	704
12,862		18,044	-5,182
2,631		2,561	70
1,754		1,519	235
3,547		3,873	-326
5,124		5,507	-383
1,859		1,485	374
4,294		3,418	876
4,294		3,846	448
3,164		3,207	-43
1,667		1,570	97
2,778		2,478	300
2,109		2,087	22
2,109		1,883	226
2,789		2,426	363
4,547		4,499	48
1,948		1,917	31
26,016		26,396	-380
5,237		5,355	-118
5,237		4,909	328
11,729		10,933	796

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,633		9,347	-3,714
4,549		4,656	-107
5,441		6,154	-713
1,894		1,917	-23
3,315		5,175	-1,860
289		314	-25
2,309		2,560	-251
2,309		2,591	-282
31,851		31,299	552
4,342		4,156	186
1,662		1,668	-6
831		809	22
1,731		1,614	117
2,589		2,836	-247
8,205		8,831	-626
4,882		5,318	-436
5,083		5,630	-547
15,569		15,838	-269
1,875		1,468	407
1,195		579	616
870		1,126	-256
1,314		1,486	-172
1,363		1,237	126
678		773	-95
1,079		986	93
706		790	-84
1,028		835	193
1,028		942	86
1,312		1,597	-285
771		775	-4

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,987		1,945	42
1,626		1,621	5
2,008		1,451	557
1,321		1,197	124
1,643		1,309	334
1,296		972	324
1,675		1,617	58
1,063		1,389	-326
986		827	159
2,031		1,500	531
1,130		1,030	100
2,016		1,684	332
1,238		1,418	-180
1,295		1,275	20
711		789	-78
1,044		1,295	-251
1,540		1,533	7
1,830		1,681	149
758		919	-161
1,283		1,277	6
558		628	-70
1,315		1,197	118
1,284		1,266	18
1,249		959	290
1,208		1,219	-11
1,624		1,397	227
873		686	187
1,575		1,709	-134
776		732	44
788		656	132

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
811		592	219
1,322		1,124	198
718		596	122
700		787	-87
1,514		1,301	213
1,655		1,768	-113
505		375	130
2,020		1,246	774
4,297		5,180	-883
4,363		3,575	788
4,034		4,987	-953
8,951		7,868	1,083
9,168		11,024	-1,856
8,164		8,287	-123
4,175		3,119	1,056
3,873		3,577	296
646		406	240
15,495		15,838	-343
7,314		8,529	-1,215
1,219		1,537	-318
14,146		13,328	818
6,650		8,251	-1,601
8,729		10,871	-2,142
7,437		11,882	-4,445
3,702		2,729	973
3,849		2,438	1,411

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			-373
			1,227
			-196
			-637
			-572
			-853
			-2,909
			-438
			-1,995
			-1,016
			-12
			-500
			-80
			1,992
			-36
			247
			-833
			133
			44
			149
			-48
			-81
			-50
			87
			-491
			1,407
			-225
			4,846
			-1,153

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			401
			-917
			-478
			-1,664
			-303
			60
			-1,701
			-189
			-3,093
			704
			-5,182
			70
			235
			-326
			-383
			374
			876
			448
			-43
			97
			300
			22
			226
			363
			48
			31
			-380
			-118
			328
			796

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			-3,714
			-107
			-713
			-23
			-1,860
			-25
			-251
			-282
			552
			186
			-6
			22
			117
			-247
			-626
			-436
			-547
			-269
			407
			616
			-256
			-172
			126
			-95
			93
			-84
			193
			86
			-285
			-4

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			42
			5
			557
			124
			334
			324
			58
			-326
			159
			531
			100
			332
			-180
			20
			-78
			-251
			7
			149
			-161
			6
			-70
			118
			18
			290
			-11
			227
			187
			-134
			44
			132

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			219
			198
			122
			-87
			213
			-113
			130
			774
			-883
			788
			-953
			1,083
			-1,856
			-123
			1,056
			296
			240
			-343
			-1,215
			-318
			818
			-1,601
			-2,142
			-4,445
			973
			1,411

Form 990PF Part XV Line 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*				
PRESIDENTIAL OAKS ATTN DIRECTOR OF FINANCE200 PLEASANT STREET CONCORD, NH 03301	NONE	501(C)(3)	DAILY OPERATIONS	11,418
SPAULDING YOUTH CENTER130 SHEDD ROAD NORTHFIELD, NH 032764607	NONE	501(C)(3)	DAILY OPERATIONS	11,418
THE CENTENNIAL SENIOR CENTER ATTN PAIGE J AMICK CONCORD, NH 03302	NONE	501(C)(3)	DAILY OPERATIONS	11,418
UNITARIAN-UNIVERSALIST ASSOC ATTN RICHARD CROWELL BOSTON, MA 02108	NONE	CHURCH	DAILY OPERATIONS	22,836
CONCORD HOSPITAL RICHARD FORDC/O ACCOUNTING DEPT CONCORD, NH 03301	NONE	501(C)(3)	DAILY OPERATIONS	22,836
NORTHERN NEW ENGLAND DISTRICTOF THE UUA CONCORD, NH 03301	NONE	501(C)(3)	DAILY OPERATIONS	11,418
Total . . . . ▶ **3a**				91,344

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TY 2011 Accounting Fees Schedule

Name: ARTHUR H BRITTON TESTAMENTARY TRUST 360097018

EIN: 02-6004800

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	575	575		

TY 2011 Investments Corporate Bonds Schedule

Name: ARTHUR H BRITTON TESTAMENTARY TRUST 360097018

EIN: 02-6004800

Name of Bond	End of Year Book Value	End of Year Fair Market Value
10000 AT&T INC 4.45%	10,170	11,684
20000 BNK OF NOVA SCOTIA 2.375	20,609	20,485
20000 BERKSHIRE HATHAWAY 5.40%	22,111	24,148
15000 CATERPILLAR FINL SE 2.05	15,435	15,587
10000 CISCO SYSTEMS INC 4.95%	10,927	11,995
25000 COCA COLA CO 1.500%	23,891	25,681
20000 CONOCOPHILLIPS 4.750%	21,705	21,258
10000 GE COMPANY 5.00%	10,296	10,228
20000 GEN ELEC CAP CORP 5.625%	21,795	23,533
25000 HEWLETT PACKARD CO 4.75%	27,282	26,476
20000 JPMORGAN CHASE & CO 6.00	21,688	23,672
30000 ONTARIO PROVINCE 2.95%	31,308	31,735
10000 SBC COMMUNICATIONS 5.10%	10,875	10,941
25000 WACHOVIA CORP 5.75%	28,385	29,745
6905.843 FIDELITY HIGH INCOME	61,810	62,912
3874.864 VANGUARD INFLATION PR	51,729	57,619

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TY 2011 Investments Corporate Stock Schedule

Name: ARTHUR H BRITTON TESTAMENTARY TRUST 360097018

EIN: 02-6004800

Name of Stock	End of Year Book Value	End of Year Fair Market Value
240 BED BATH & BEYOND INC	15,409	14,628
270 COMCAST CORP NEW CL A	8,582	8,789
510 WALT DISNEY CO	17,233	25,061
505 HOME DEPOT INC	15,025	26,351
200 STARBUCKS CORP	7,797	9,056
140 YUM BRANDS INC	5,690	9,078
480 ARCHER DANIELS MIDLAND CO	16,870	12,523
280 COCA COLA CO	21,557	22,624
240 COLGATE PALMOLIVE CO	18,329	25,766
175 DIAGEO PLC ADR	10,751	18,708
370 KRAFT FOODS INC	14,405	14,693
350 TRANSOCEAN LTD ZUG	16,139	16,391
230 CHEVRON CORPORATION	19,055	25,203
160 CONOCOPHILLIPS	8,685	8,710
300 EXXON MOBIL CORP	22,420	26,055
510 SPECTRA ENERGY CORP	15,245	15,652
220 ACE LTD	10,381	16,170
290 AMERICAN EXPRESS CO	7,200	16,736
160 BERKSHIRE HATHAWAY INC DEL	12,561	13,574
250 CAPITAL ONE FINANCIAL CORP	12,182	14,123
400 J P MORGAN CHASE & CO	18,310	14,400
130 PNC BANK CORP	7,201	7,683
660 US BANCORP DEL NEW	16,045	22,110
550 WELLS FARGO & CO NEW	9,095	18,596
390 ABBOTT LABS CO	19,284	25,861
200 CELGENE CORP	13,026	13,692
430 GILEAD SCIENCES INC	17,657	23,362
290 JOHNSON & JOHNSON CO	16,831	20,074
560 MERCK & CO INC NEW CO	20,300	24,735
110 WELLPOINT INC COM	7,773	5,862

Name of Stock	End of Year Book Value	End of Year Fair Market Value
390 DANAHER CORP SHS BEN INT	20,635	20,596
21.666 ENGILITY HOLDINGS INC	402	316
360 ILLINOIS TOOL WKS INC	17,312	19,562
130 L-3 COMMUNICATIONS HLDGS I	9,712	9,216
190 3M CO	13,025	17,334
100 UNION PACIFIC CORP	10,412	12,261
130 UNITED PARCEL SERVICE CL B	9,522	9,829
340 CHECK POINT SOFTWARE TECH	19,406	16,514
310 BROADCOM CORP	11,938	10,503
955 CISCO SYSTEMS INC	16,736	15,232
770 EMC CORPORATION/ MASS	8,587	20,182
130 INTL BUSINESS MACHINES COR	21,684	25,477
850 MICROSOFT CORPORATION	23,034	25,050
550 ORACLE CORPORATION	16,603	16,610
250 QUALCOMM INCORPORATED	11,941	14,920
270 ECOLAB INC	13,724	17,672
360 FREEPORT-MCMORAN COOPER &	16,161	12,121
480 VERIZON COMMUNICATIONS	15,278	21,667
310 NEXTERA ENERGY INC	18,973	21,979
4224.802 INVESCO INTERNATIONAL	116,943	115,126
961.708 BUFFALO SMALL CAP FD	23,398	26,562
1951.268 HARBOR INTERNATIONAL	117,076	109,817
1039.279 HARTFORD MUT FDS INC	23,425	22,771
1077.700 PERKINS MID CAP VALUE	23,375	22,804
1190.476 ROYCE SPECIAL EQUITY	23,393	24,893
610 SPDR GOLD TRUST	82,450	95,459

TY 2011 Investments Government Obligations Schedule

Name: ARTHUR H BRITTON TESTAMENTARY TRUST 360097018

EIN: 02-6004800

US Government Securities - End of Year Book Value:	418,963
US Government Securities - End of Year Fair Market Value:	432,046
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2011 Other Decreases Schedule

Name: ARTHUR H BRITTON TESTAMENTARY TRUST 360097018

EIN: 02-6004800

Description	Amount
ROUNDING ADJUSTMENT	10

TY 2011 Other Expenses Schedule

Name: ARTHUR H BRITTON TESTAMENTARY TRUST 360097018

EIN: 02-6004800

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE/PROBATE FEES	275	275		0

TY 2011 Taxes Schedule

Name: ARTHUR H BRITTON TESTAMENTARY TRUST 360097018

EIN: 02-6004800

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF TAXES	4,839	0		0
FOREIGN TAXES ON QUALIFIED FOR	542	542		0