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990-PF

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

OMB No 1545-0052

2011

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

09/30/2012

For calendar year 2011 or tax year beginning

10/01, 2011, and ending

JAN 2011 ENVELOPE POSTMARK DATE	Name of foundation FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN <b>MEMORIAL FUND</b>			Room/suite
	Number and street (or P O box number if mail is not delivered to street address)		B Employer identification number 04-6025957	
P O BOX 1802 City or town, state, and ZIP code PROVIDENCE, RI 02901-1802				B Telephone number (see instructions) (888) 866-3275
Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change		Initial return of a former public charity Amended return		
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 9,316,469.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
(Part I, column (d) must be on cash basis.)				
<b>Part I Analysis of Revenue and Expenses</b> (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
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities		199,613.	199,613.	STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10		246,163.		
b Gross sales price for all assets on line 6a		2,223,939.		
7 Capital gain net income (from Part IV, line 2)		246,163.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)		-2,413.		STMT 2
12 Total. Add lines 1 through 11		445,776.	443,363.	
13 Compensation of officers, directors, trustees, etc		60,936.	36,562.	24,374.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)		STMT 3.		
b Accounting fees (attach schedule)		23,100.	NONE	NONE
c Other professional fees (attach schedule)				
17 Interest		9,156.	2,701.	
18 Taxes (attach schedule) (see instructions)		STMT 4.		
19a Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)		STMT 5.	470.	470.
24 Total operating and administrative expenses.				
Add lines 13 through 23		93,662.	39,361.	NONE
25 Contributions, gifts, grants paid		388,400.		388,400.
26 Total expenses and disbursements Add lines 24 and 25		482,062.	39,361.	NONE
27 Subtract line 26 from line 12.		-36,286.		
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)			404,002.	
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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	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
	1 Cash - non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .		50,903.	233,601.
	3 Accounts receivable ► . . . . .			233,601.
	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) . . . . .		8,780,477.	8,457,442.
	c Investments - corporate bonds (attach schedule). . . . .			8,938,464.
	11 Investments - land, buildings, and equipment basis ► . . . . .			
	Less accumulated depreciation ► . . . . .			
	12 Investments - mortgage loans . . . . .			
	13 Investments - other (attach schedule) . . . . .			135,865.
	14 Land, buildings, and equipment basis ► . . . . .			144,404.
	Less accumulated depreciation ► . . . . .			
	15 Other assets (describe ► . . . . . )			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	8,831,380.	8,826,908.	9,316,469.
	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) . . . . .			
	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 . . . . .	8,831,380.	8,826,908.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30 Total net assets or fund balances (see instructions) . . . . .	8,831,380.	8,826,908.	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .	8,831,380.	8,826,908.	

**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	8,831,380.
2 Enter amount from Part I, line 27a . . . . .	2	-36,286.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 6	3	31,814.
4 Add lines 1, 2, and 3 . . . . .	4	8,826,908.
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	8,826,908.

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**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)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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 1,895,360.		1,977,776.	-82,416.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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			
<b>a</b>			-82,416.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	246,163.	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . .			<b>3</b>		

**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	461,658.	9,040,819.	0.051064
2009	373,718.	8,377,351.	0.044611
2008	334,506.	7,244,509.	0.046174
2007	497,462.	9,644,249.	0.051581
2006	488,674.	10,087,615.	0.048443

- 2 Total of line 1, column (d) . . . . . **2** 0.241873
- 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** 0.048375
- 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 . . . . . **4** 8,975,728.
- 5 Multiply line 4 by line 3 . . . . . **5** 434,201.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . . **6** 4,040.
- 7 Add lines 5 and 6 . . . . . **7** 438,241.
- 8 Enter qualifying distributions from Part XII, line 4 . . . . . **8** 436,344.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	}	1	8,080.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .		2	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	8,080.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0- . . .		4	NONE
3	Add lines 1 and 2 . . .		5	8,080.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0- . . .			
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . .			
6	<b>Credits/Payments</b>			
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . .	6a	5,000.	
b	Exempt foreign organizations - tax withheld at source . . .	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	NONE	
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .	7	5,000.	
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .	8		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . .	9	3,080.	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . .	10		
11	Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> ►	11	Refunded	

**Part VII-A Statements Regarding Activities**

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

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11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . Website address ► <u>N/A</u>	13	X
14	The books are in care of ► <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no ► <u>(401) 278-6837</u> Located at ► <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP + 4 ► <u>02901-1802</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. . . . . ► <u>15</u>		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

**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.**

<p><b>1a</b> During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><b>1b</b> <input checked="" type="checkbox"/> X</p> <p><b>1c</b> <input checked="" type="checkbox"/> X</p>
<p><b>b</b> If any answer is "Yes" to 1a(1)-(6), did <b>any</b> 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)? . . . . .</p> <p>► Organizations relying on a current notice regarding disaster assistance check here . . . . . <input type="checkbox"/></p>	
<p><b>c</b> 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? . . . . .</p>	
<p><b>2</b> 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)):</p>	
<p><b>a</b> 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes," list the years ► _____, _____, _____, _____, _____</p>	
<p><b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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) . . . . .</p>	
<p><b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► _____, _____, _____, _____, _____</p>	
<p><b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p><b>b</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.) . . . . .</p>	
<p><b>3b</b> <input type="checkbox"/> X</p>	
<p><b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .</p>	
<p><b>b</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? . . . . .</p>	
<p><b>4b</b> <input type="checkbox"/> X</p>	

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b
	<i>If "Yes" to 6b, file Form 8870.</i>			X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		60,936	- 0 -	- 0 -
-----				
-----				
-----				
-----				

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

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

Total number of other employees paid over \$50,000 ►  **NONE**

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
<b>Total number of others receiving over \$50,000 for professional services . . . . . ►</b>		<b>NONE</b>

**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 <u>N/A</u>	
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 <u>N/A</u>	
2	
All other program-related investments. See instructions	
3 <u>NONE</u>	
<b>Total. Add lines 1 through 3 . . . . . ►</b>	

**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	8,691,343.
b Average of monthly cash balances . . . . .	1b	421,071.
c Fair market value of all other assets (see instructions) . . . . .	1c	NONE
d <b>Total</b> (add lines 1a, b, and c) . . . . .	1d	9,112,414.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	1e	
2 Acquisition indebtedness applicable to line 1 assets . . . . .	2	NONE
3 Subtract line 2 from line 1d . . . . .	3	9,112,414.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	4	136,686.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5	8,975,728.
6 <b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	448,786.

**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	448,786.
2a Tax on investment income for 2011 from Part VI, line 5 . . . . .	2a	8,080.
b Income tax for 2011. (This does not include the tax from Part VI.) . . . . .	2b	
c Add lines 2a and 2b . . . . .	2c	8,080.
3 Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3	440,706.
4 Recoveries of amounts treated as qualifying distributions . . . . .	4	18,276.
5 Add lines 3 and 4 . . . . .	5	458,982.
6 Deduction from distributable amount (see instructions) . . . . .	6	NONE
7 <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	7	458,982.

**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	436,344.
b Program-related investments - total from Part IX-B . . . . .	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required) . . . . .	3a	NONE
b Cash distribution test (attach the required schedule) . . . . .	3b	NONE
4 <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	4	436,344.
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 instructions) . . . . .	5	N/A
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	436,344.

**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 instructions)**

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 . . . . .				458,982.
2 Undistributed income, if any, as of the end of 2011			364,602.	
a Enter amount for 2010 only . . . . .				
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006 . . . . .	NONE			
b From 2007 . . . . .	NONE			
c From 2008 . . . . .	NONE			
d From 2009 . . . . .	NONE			
e From 2010 . . . . .	NONE			
f Total of lines 3a through e . . . . .		NONE		
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 436,344.				
a Applied to 2010, but not more than line 2a . . . . .			364,602.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .		NONE		
d Applied to 2011 distributable amount . . . . .				71,742.
e Remaining amount distributed out of corpus . . . . .		NONE		
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a).)		NONE		NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		NONE		
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .			NONE	
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .			NONE	
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				387,240.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .		NONE		
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .		NONE		
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .		NONE		
10 Analysis of line 9				
a Excess from 2007 . . . . .	NONE			
b Excess from 2008 . . . . .	NONE			
c Excess from 2009 . . . . .	NONE			
d Excess from 2010 . . . . .	NONE			
e Excess from 2011 . . . . .	NONE			

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

NOT APPLICABLE

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

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

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

NONE

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

NONE

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

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

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

SEE STATEMENT 8

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

N/A

c Any submission deadlines:

N/A

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

N/A

**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
<b>a Paid during the year</b>  SEE STATEMENT 9				
<b>Total</b> .....			► 3a	388,400.
<b>b Approved for future payment</b>				
<b>Total</b> .....			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue:</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>			14	199,613.	
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>			18	246,163.	
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue a</b>					
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>				445,776.	
<b>13 Total Add line 12, columns (b), (d), and (e)</b>					445,776.

**D-4. XVI.B. Relationship of Activities to the Accomplishment of Forecast Purposes**

**Form 990-PF (2011)**

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

**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

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

**Sign  
Here**

► *James J. Kiser*

12/14/2012

Date

SVP Tax

## Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►		Firm's EIN ►		
	Firm's address ►		Phone no		

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESCO INTL GROWTH FUND CL Y	2,690.	2,690.
LARGE CAP CORE CTF	59,880.	59,880.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	1,334.	1,334.
COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND	4,135.	4,135.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	6,000.	6,000.
HARBOR INTERNATIONAL FUND INSTL CL	4,305.	4,305.
JOHN HANCOCK FDS III DISCIPLINED VALUE M	537.	537.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	716.	716.
VANGUARD MSCI EMERGING MKTS ETF	7,374.	7,374.
VANGUARD REIT ETF	1,100.	1,100.
GOVERNMENT CREDIT CTF	111,288.	111,288.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	254.	254.
TOTAL	199,613.	199,613.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
POWERSHARES DB COMMODITY INDEX TRACKING	- - - - -	- 2,413.
TOTALS	=====	- 2,413.



FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN

04-6025957

## FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES- CHARITABLE PURPOSE	23,100.			23,100.
TOTALS	23,100.	NONE		23,100.



FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	222.	222.
FEDERAL TAX PAYMENT - PRIOR YE	1,455.	
FEDERAL ESTIMATES - PRINCIPAL	5,000.	
FOREIGN TAXES ON QUALIFIED FOR	1,190.	1,190.
FOREIGN TAXES ON NONQUALIFIED	1,289.	1,289.
TOTALS	9,156.	2,701.



## FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE- INCOME DIVIDEND INVESTMENT EXPENSE -	470.	98.	470.
TOTALS	470.	98.	470.





FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN

04-6025957

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

DESCRIPTION	AMOUNT
CTF COST ADJUSTMENT	13,538.
RETURNED UNUSED GRANTS PAID IN PRIOR YEAR	18,276.
TOTAL	31,814.

STATEMENT 6

FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN

04-6025957

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

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

225 FRANKLIN STREET  
BOSTON, MA 02109

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 60,936.

COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

TOTAL COMPENSATION: 60,936.  
=====

FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN  
FORM 990PF, PART XV - LINES 2a - 2d

=====

04-6025957

RECIPIENT NAME:  
SEE ATTACHED STATEMENT

STATEMENT 8

FLEET INVESTMENT SERVICES  
CHARITABLE TRUSTS  
GRANT APPLICATION GUIDELINES

REQUESTS FOR GRANTS MUST CONTAIN THE FOLLOWING INFORMATION IN THE FOLLOWING ORDER. It is imperative that each section be complete, numbered, and labeled as indicated.

1. COVERSHEET

Complete Grant Proposal Coversheet (see attached).  
Be sure to answer all 10 categories entirely.

2. BACKGROUND (not more than one page)

Provide a brief description of the background and the purpose of the organization.

3. ORGANIZATIONAL BUDGET

Include a budget for the entire organization.

4. GRANT REQUEST (not more than five pages)

Include a comprehensive description of the services for which you are seeking support.  
Be sure to include information that highlights the urgent need for your project/services.

5. PROJECT/PROGRAM BUDGET

If the requested funds are to be used for anything other than operating expenses of the organization, include a detailed budget for the specific project or program which justifies the amount required.

6. SOURCES OF FUNDING

(A) For special projects: funds which have been secured to date, and the sources of those funds.  
(B) For operating support: foundation and/or corporate grants which have been received over the past two years.

7. EVALUATION (not more than two pages)

Include a detailed description of how you plan to evaluate results.

8. BOARD MEMBERS/STAFF

(A) A list of the members of the board of trustees, indicating the names and qualifications of officers.  
(B) A list of staff positions and the names of the current occupants of those positions.

9. TAX STATUS

Evidence of the tax status of your organization, i.e. a copy of the organization's FEDERAL (IRS) Tax-Exempt Ruling Letter, verifying that the organization is a qualified charity under Section 501(c)(3) of the IRC, and that it is NOT a private foundation.

10. AUDITED FINANCIAL STATEMENT

A copy of an audited financial statement for the most recent fiscal year.

In addition to the required information, you may include copies of any unsolicited letters of recommendation or other endorsements, such as press clippings, that have been received by your organization during the year.

---

PLEASE SUBMIT YOUR PROPOSAL (ORIGINAL ONLY, NO ADDITIONAL COPIES)

ON 8 1/2 x 11 INCH PAPER WITHOUT THE USE OF BINDERS OR COVERS.

PLEASE NUMBER EACH SECTION 1-10 ACCORDINGLY.

NO VIDEO TAPES

NO GRANTS ARE MADE TO INDIVIDUALS.

PROPOSALS MUST CONTAIN ALL OF THE ABOVE INFORMATION TO BE  
CONSIDERED.

WE WILL CONSIDER ONLY ONE PROPOSAL PER YEAR FROM YOUR  
ORGANIZATION.

---

Proposals should be addressed to:

Endowments & Foundations  
Mail Code: MA BO F07B  
Fleet Bank of Massachusetts  
75 State Street  
Boston, MA 02109

PLEASE DO NOT HESITATE TO CALL US AND DISCUSS YOUR GRANT REQUEST  
BEFORE PREPARING A FORMAL PROPOSAL.

Kerry Herlihy Sullivan 346 - 2493  
Barbara J. Stanton 346 - 2485

FL T INVESTMENT SERVICESGrant Proposal Coversheet

This coversheet is intended as a summary only. We ask that you restrict your answers to the space provided, and that you make any additional comments in the proposal you will submit with this coversheet.

1. NAME, ADDRESS, AND TEL. # OF ORGANIZATION AND NAME OF CONTACT PERSON: \_\_\_\_\_

2. FEDERAL TAX STATUS AND DATE OF IRS DETERMINATION RULING: \_\_\_\_\_

3. MISSION OF ORGANIZATION: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

4. PLEASE CIRCLE THE SERVICES PROVIDED BY YOUR ORGANIZATION:

Minority Education Family Services Preventive Health Care or Hospice Care for Disadvantaged People

5. AMOUNT OF FUNDS REQUESTED: \$ \_\_\_\_\_

6. PURPOSE OF REQUEST: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

7. TOTAL BUDGET OF ORGANIZATION: \$ \_\_\_\_\_

Sources of operating funds. (% of total oper. from each)

Federal	%	Corporations	%
State	%	Individuals	%
City	%	Endowment	% Mkt. Val. \$
Fees	%	United Way	%
Foundations	%	Other(Explain)	%

8. APPROXIMATE GEOGRAPHIC LOCATION AND SIZE AND DESCRIPTION OF POPULATION SERVED: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

9. TOTAL BUDGET OF PROJECT, IF APPLICABLE: \$ \_\_\_\_\_

10. ANTICIPATED SOURCES OF FUNDS FOR THIS PROJECT, IF APPLICABLE:  
List amount anticipated from each source.

Federal	\$	Corporations	\$
State	\$	Individuals	\$
City	\$	Endowment	\$
Fees	\$	United Way	\$
Foundations	\$	Other (Explain)	\$

We agree to report to the Trustee on the expenditure of any funds received from any of its charitable trusts.

GENERAL INFORMATION FOR GRANT APPLICANTS  
TO  
CHARITABLE TRUSTS AND FOUNDATIONS

The Bank of New England administers a number of charitable trusts and foundations. There is no special form of application, however, the attached Grant Coversheet must be submitted in duplicate.\* It also should be completed within the allotted space.

Mr. John M. Dolan  
Vice President  
Fleet Bank, N.A.  
28 State Street/S15TRU  
Boston, MA 02106

Proposals may be addressed to a specific trust or they may be submitted to the Bank without reference to a particular trust, in which case they will be referred to the next meeting of the most appropriate trust. Only one proposal may be submitted at a time. If a grant is not made, organizations may reapply after one year from the date of decision on a previous proposal. Grants are normally made for one year only. When the circumstances justify it, however, a commitment may be made for support of a project for two or more years. Organizations that are not awarded a grant may reapply after one year from the date of decision on their prior proposal. Organizations that do receive an award must wait two years from the date of decision before reapplying.

The deadline for submission of applications for the next meeting of the Distribution Committee of the Frank M. Noonan Trust, the trust for which you requested information, is July 15. The Committees for our various trusts and foundations meet at different times throughout the year. Further information regarding meeting and deadline dates can be found in the annual report of Associated Grantmakers of Massachusetts, Inc., 294 Washington Street, Boston, MA 02109.

After we have reviewed your proposal, we may, on occasion, request a site visit or conference with you. However, such requests should not be expected and are not necessary for a favorable decision. We, therefore, encourage you to be as clear and descriptive of your project or organization in your proposal as possible. We also recommend brevity. During the course of review, we may also contact you by telephone for clarification on further data regarding your request. This should not be interpreted as a favorable sign. It is simply a customary part of our evaluation process.

Requests for grants should contain the following information:

1. A brief description of the background and purpose of the organization making the proposal.
2. A list of members of the board of directors or trustees; names and qualifications of the officers; a list of staff positions.
3. Evidence of the tax-exempt status of the organization; i.e. a copy of the organization's federal (IRS) tax status ruling letter.

\*Coversheet in duplicate, but only one proposal should be submitted.

4. A clear and comprehensive description of the project, and an explanation of its significance to the Greater Boston area. Explain what it will accomplish, why it is important, and why it should be given priority in the competition for funds. Include a definition of the area served, both geographically and demographically.
5. A detailed budget for the project justifying the amount of money requested; if the request is for operating or programmatic support, a projected budget of the organization should be submitted.
6. A Form 990 and audited financial statement for the most recent fiscal year.
7. A statement of other possible sources of funding, private and public, including an explanation of the efforts made to secure such funding, and a statement of funds which have already been secured.
8. A statement of agreement to report on the results of the project and on the expenditure of grant funds, if requested to do so.

Proposals not containing all of the above information will not be considered.

Funds not spent for the specific purpose for which the grant was made must be returned to the trust or foundation and cannot be diverted to other uses without the expressed approval of the Distribution Committee.

Part XV, Line 2 Form 990 PF, EIN 04-6025957  
GRANT PROPOSAL COVERSHEET

Please provide us with the following information. Use only the allotted space. This sheet must accompany your formal proposal. Please provide us with two copies of the coversheet with your proposal.

NAME, ADDRESS, AND TEL. # OF ORGANIZATION AND NAME OF CONTACT PERSON: \_\_\_\_\_

TAX STATUS AND DATE OF IRS LETTER RULING: \_\_\_\_\_

MISSION OF ORGANIZATION: \_\_\_\_\_

PLEASE CIRCLE THE SERVICES PROVIDED BY YOUR ORGANIZATION:

Education      Hospitalization      Convalescence      Family Services      Cultural  
General Social Services

AMOUNT OF FUNDS REQUESTED: \$ \_\_\_\_\_

PURPOSE OF REQUEST: \_\_\_\_\_

TOTAL BUDGET OF ORGANIZATION: \$ \_\_\_\_\_

Sources of operating funds. List percent of total operating budget from each source.

Federal	Corporations
State	Individuals
United Way	Endowment
Fees	Other
Foundations	

APPROXIMATE GEOGRAPHIC LOCATION AND SIZE AND DESCRIPTION OF POPULATION SERVED: \_\_\_\_\_

TOTAL BUDGET OF PROJECT, IF APPLICABLE: \$ \_\_\_\_\_

ANTICIPATED SOURCES OF FUNDS FOR THIS PROJECT, IF APPLICABLE:

List amount anticipated from each source.

Federal	Corporations
State	Individuals
United Way	Endowment
Fees	Other
Foundations	

This Coversheet is intended as a summary only. We ask therefore that you restrict your answers to the space provided, and that any additional comments be made in the formal proposal you will submit with the coversheet.

FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

04-6025957

RECIPIENT NAME:

SEE ATTACHED STATEMENT

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORTS NAMED ORGANIZATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 388,400.

TOTAL GRANTS PAID:

388,400.

=====

STATEMENT 9

BANK REGION OFFICE		80 09 900		- TRANSACTION- DATE		DESCRIPTION		- CODES- TRAN TAX INDV		HISTORY		- C A S H - INCOME		PRINCIPAL		INVEST/UNITS	
- TRANSACTION- DATE		80 09 900		10-14-12		BRANDEIS UNIVERSITY GRANT DISTRIBUTION TO SUPPORT THE RESEARCH OF LINDSAY B DEMERS, PH D		076 823 00-9998		41133-00001 08-14-12		68,500		00-		-	
08-14-12		CHILDREN'S HOSPITAL CORP GRANT DISTRIBUTION TO SUPPORT THE RESEARCH OF KATHERINE DRISCOLL, PH D		076 823 00-9998		41133-00002 08-14-12		80,000		00-		-		-		-	
08-14-12		BOSTON MEDICAL CENTER CORP GRANT DISTRIBUTION TO SUPPORT THE RESEARCH OF EMILY FEINBERG, SC D		076 823 00-9998		41133-00003 08-14-12		80,000		00-		-		-		-	
08-14-12		TRUSTEES OF BOSTON UNIVERSITY GRANT DISTRIBUTION TO SUPPORT THE RESEARCH OF GAEIL I ORSMOND, PH D		076 823 00-9998		41133-00004 08-14-12		80,000		00-		-		-		-	
08-14-12		PRES & FELLOWS HARVARD COLLEGE GRANT DISTRIBUTION TO SUPPORT THE RESEARCH OF LEIA STIRLING, PH D		076 823 00-9998		41133-00005 08-14-12		79,900		00-		-		-		-	

DATE 12/12/12  
TIME 14 23  
PAGE 0001

- TRANSAC TION A N A L Y S I S / S U M M A R Y -  
10/01/11 THROUGH 09/30/12  
TTEE U/W OF FRANK M NOONAN

BANK 80  
REGION 09  
OFFICE 900

- TRANSACTION ANALYSIS / SUMMARY -  
10/01/11 THROUGH 09/30/12  
ACCOUNT TTEE U/W OF FRANK M NOONAN

DATE 12/12/12  
TIME 14:23  
PAGE 0002

-TRANSACTION-  
DATE DESCRIPTION

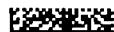
-CODES-  
TRAN TAX INDV HISTORY

INCOME - CASH - PRINCIPAL

INVEST/UNITS

TOTALS FOR TAX CODE 823 CHARITABLE CONTRIBUTIONS ASSETS/CASH

388,400 00-



FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN

04-6025957

FEDERAL FOOTNOTES  
=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES

STATEMENT 10


**SCHEDULE D  
(Form 1041)**

 Department of the Treasury  
Internal Revenue Service

OMB No 1545-0092

# Capital Gains and Losses

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

**2011**

Name of estate or trust

FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN

Employer identification number

04-6025957

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>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>				<b>57,335.</b>
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>				
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>				<b>108,174.</b>
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>4</b>				( )
<b>5</b> 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 . . . . . ►	<b>5</b>				<b>165,509.</b>

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					<b>24,315.</b>
<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>				<b>-139,751.</b>
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>				
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>				<b>196,090.</b>
<b>9</b> Capital gain distributions . . . . .	<b>9</b>				
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>				
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>11</b>				( )
<b>12</b> 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 . . . . . ►	<b>12</b>				<b>80,654.</b>

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

Schedule D (Form 1041) 2011



<b>Part III Summary of Parts I and II</b>		<b>(1) Beneficiaries' (see instr.)</b>	<b>(2) Estate's or trust's</b>	<b>(3) Total</b>
<b>13</b>	<b>Net short-term gain or (loss)</b>	<b>13</b>		<b>165,509.</b>
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year	<b>14a</b>		<b>80,654.</b>
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	<b>14b</b>		
c	28% rate gain	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss). Combine lines 13 and 14a ►</b>	<b>15</b>		<b>246,163.</b>

**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

<b>16</b>	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:	<b>16</b>	( )
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.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	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) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ►	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b>	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.	<b>25</b>		
<input type="checkbox"/>	No. Enter the amount from line 23 . . . . .	<b>26</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>27</b>		
<b>27</b>	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	
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% (.15) . . . . .	<b>30</b>		
<b>31</b>	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) . . . . .	<b>31</b>		
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>		
<b>33</b>	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) . . . . .	<b>33</b>		
<b>34</b>	<b>Tax on all taxable income.</b> Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>		

Schedule D (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

# Continuation Sheet for Schedule D (Form 1041)

OMB No 1545-0092

2011

► See instructions for Schedule D (Form 1041).

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

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**Name of estate or trust**

FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN

**Employer identification number**

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 15249.538 JOHN HANCOCK FDS	11/28/2011	04/23/2012	189,704.00	165,000.00	24,704.00
DISCIPLINED VALUE MID CAP F					
8609.694 NATIXIS FDS TR IV	11/28/2011	05/01/2012	167,631.00	135,000.00	32,631.00
ESTATE FD CL Y COM					

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . 57,335.00

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

**Schedule D-1 (Form 1041) 2011**

JSA  
1E1221 2 000



Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

**Employer identification number**

04-6025957

FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1241.502 COLUMBIA ACORN IN FUND CL Z	07/19/2007	11/28/2011	42,000.00	59,083.00	-17,083.00
3626.692 COLUMBIA MARSICO CLASS Z SHARES	04/15/2008	11/28/2011	72,425.00	75,000.00	-2,575.00
12118.274 COLUMBIA MARSICO CLASS Z SHARES	02/29/2008	11/28/2011	242,002.00	250,000.00	-7,998.00
4935.834 COLUMBIA MARSICO CLASS Z SHARES	03/31/2008	11/28/2011	98,569.00	100,000.00	-1,431.00
6585.88 COLUMBIA MULTI-ADV EQUITY FUND CLASS Z SHARES	07/19/2007	11/28/2011	67,242.00	125,000.00	-57,758.00
6648.936 COLUMBIA MULTI-AD EQUITY FUND CLASS Z SHARES	05/04/2007	11/28/2011	67,886.00	125,000.00	-57,114.00
4357.298 COLUMBIA MULTI-AD EQUITY FUND CLASS Z SHARES	06/07/2007	11/28/2011	44,488.00	80,000.00	-35,512.00
6936.737 COLUMBIA MULTI-AD EQUITY FUND CLASS Z SHARES	09/06/2007	11/28/2011	70,824.00	125,000.00	-54,176.00
929.398 COLUMBIA MULTI-ADV EQUITY FUND CLASS Z SHARES	02/28/2007	11/28/2011	9,489.00	16,079.00	-6,590.00
199.391 COLUMBIA MID CAP V CLASS Z SHARES	12/12/2007	11/28/2011	2,429.00	2,943.00	-514.00
1691.308 COLUMBIA MID CAP CLASS Z SHARES	09/22/2005	11/28/2011	20,600.00	23,368.00	-2,768.00
295.593 COLUMBIA MID CAP V CLASS Z SHARES	09/22/2005	11/28/2011	3,600.00	4,084.00	-484.00
759.702 COLUMBIA MID CAP V CLASS Z SHARES	06/27/2006	11/28/2011	9,253.00	10,218.00	-965.00
257.009 COLUMBIA MID CAP V CLASS Z SHARES	06/27/2006	11/28/2011	3,130.00	3,457.00	-327.00
11682.083 COLUMBIA MID CAP CLASS Z SHARES	11/01/2002	11/28/2011	142,288.00	132,000.00	10,288.00
8277.105 COLUMBIA MID CAP CLASS Z SHARES	11/01/2002	11/28/2011	207,093.00	128,295.00	78,798.00
432.891 COLUMBIA MID CAP G CLASS Z SHARES	12/08/2008	11/28/2011	10,831.00	5,961.00	4,870.00
4962.245 COLUMBIA REAL EST FUND CLASS Z SHARES	11/01/2002	11/28/2011	59,100.00	83,544.00	-24,444.00
1976.196 COLUMBIA REAL EST FUND CLASS Z SHARES	12/10/2007	11/28/2011	23,536.00	28,647.00	-5,111.00
7.632 COLUMBIA REAL ESTATE CLASS Z SHARES	06/27/2008	11/28/2011	91.00	97.00	-6.00
3490.401 COLUMBIA VALUE AN RESTRUCTURING FUND CLASS Z	05/07/2008	11/28/2011	150,995.00	200,000.00	-49,005.00
4395.604 COLUMBIA VALUE AN RESTRUCTURING FUND CLASS Z	03/03/2009	11/28/2011	190,154.00	100,000.00	90,154.00
<b>6b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .					<b>-139,751.00</b>

Schedule D-1 (Form 1041) 2011



Trust Services      TrustWeb

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## Custom Portfolio Holdings Detail

[Download to](#)[Go](#)[Print](#)Account Number  
Account Name **TTEE U/W OF FRANK M NOONAN**As of  
Basis      **September, 2012**  
Settlement Date

Asset Description 2	Cusip	Units	Market Value	Market Value Income Portfolio	Market Value Principal Portfolio	Units Income Portfolio	Units Principal Portfolio	Fed Tax Cost	Unrealized Gain/Loss Fed Tax Cost	Accrual
BANK OF AMERICA MONEY MARKET	994458719	233,601.390	233,601.39	27,204.13	206,397.26	27,204.130	206,397.260	233,601.39	0.00	15.69
COLUMBIA ACORN FUND	197199409	10,899.149	339,726.47	0.00	339,726.47	0.000	10,899.149	195,480.14	144,246.33	0.00
COLUMBIA ACORN INTERNATIONAL	197199813	5,125.999	204,066.02	0.00	204,066.02	0.000	5,125.999	220,916.91	(16,850.89)	0.00
COLUMBIA DIVIDEND INCOME FUND	19765N245	15,588.465	234,762.28	0.00	234,762.28	0.000	15,588.465	200,000.00	34,762.28	0.00
COLUMBIA MULTI-ADVISOR INTL	19765H677	25,282.958	294,040.80	0.00	294,040.80	0.000	25,282.958	408,921.42	(114,880.62)	0.00
COLUMBIA SELECT LARGE CAP GROWTH	19765Y688	16,583.748	232,172.47	0.00	232,172.47	0.000	16,583.748	200,000.00	32,172.47	0.00
COLUMBIA SMALL CAP CORE FUND	19765P810	19,893.260	319,286.82	0.00	319,286.82	0.000	19,893.260	220,627.97	98,658.85	0.00
GOVERNMENT CREDIT CTF	993361880	348,287.803	2,907,088.63	0.00	2,907,088.63	0.000	348,287.803	2,753,103.73	153,984.90	1,945.72
HARBOR INTERNATIONAL FUND	411511306	2,887.948	169,840.22	0.00	169,840.22	0.000	2,887.948	150,000.00	19,840.22	0.00
INVESCO INTL GROWTH FUND	008882532	5,992.809	168,817.43	0.00	168,817.43	0.000	5,992.809	150,000.00	18,817.43	0.00
LARGE CAP CORE CTF	1261291H8	53,110.736	3,734,173.36	0.00	3,734,173.36	0.000	53,110.736	3,635,449.01	98,724.35	2,037.11
POWERSHARES DB COMMODITY INDEX	739355105	5,035.000	144,403.80	0.00	144,403.80	0.000	5,035.000	135,864.95	8538.85	0.00
VANGUARD MSCI EMERGING MKTS ETF	922042858	4,755.000	198,378.60	0.00	198,378.60	0.000	4,755.000	183,970.96	14,407.64	0.00
VANGUARD REIT	922908553	2,095.000	136,110.26	0.00	136,110.26	0.000	2,095.000	138,971.83	(2,861.57)	0.00

<b>9,316,468.55</b>	<b>8,826,908.31</b>	<b>3,998.52</b>
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