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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

OMB No 1545-0052

2011

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

For calendar year **2011** or tax year beginning **10/01, 2011**, and ending **09/30, 2012**

Name of foundation **FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN
MEMORIAL FUND**

A Employer identification number
04-6025957

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

P O BOX 1802

(888) 866-3275

City or town, state, and ZIP code

PROVIDENCE, RI 02901-1802

C If exemption application is pending, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **9,316,469.**
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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)	23,100.	NONE	NONE	23,100.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
d	Interest				
18	Taxes (attach schedule) (see instructions)	9,156.	2,701.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	470.	98.		470.
24	Total operating and administrative expenses. Add lines 13 through 23	93,662.	39,361.	NONE	47,944.
25	Contributions, gifts, grants paid	388,400.			388,400.
26	Total expenses and disbursements. Add lines 24 and 25	482,062.	39,361.	NONE	436,344.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	-36,286.			
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.

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	50,903.	233,601.	233,601.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	8,780,477.	8,457,442.	8,938,464.	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)		135,865.	144,404.	
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)	8,831,380.	8,826,908.	9,316,469.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,895,360.		1,977,776.	-82,416.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			-82,416.		
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	246,163.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	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 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 436,344.

**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 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	8,080.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	8,080.
6 Credits/Payments			
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 penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,080.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b		X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) 3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b		X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ 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? ☐ Yes ☒ No**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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 <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>	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	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	Total (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	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,975,728.
6	Minimum investment return. 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	Distributable amount 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	Qualifying distributions. 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	Adjusted qualifying distributions. 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				
a Enter amount for 2010 only			364,602.	
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

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

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

4942(j)(3) or

4942(j)(5)

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

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

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

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

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	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
Name and address (home or business)				
a Paid during the year SEE STATEMENT 9				
Total			3a	388,400.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.

▼

JSA
1E1492 1 000

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| | (c) Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

12/14/2012
Date

SVP Tax
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check <input type="checkbox"/> if self-employed

PTIN

Firm's name

Firm's EIN ▶

Firm's address ►

Phone no

FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN

04-6025957

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.
	=====	=====

FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN

04-6025957

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	NONE	23,100.
	=====	=====	=====	=====

FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN

04-6025957

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.
	=====	=====

FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN

04-6025957

FORM 990PF, PART I - OTHER EXPENSES
=====

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

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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.

=====



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.

=====

XXXX

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 AT INVESTMENT SERVICES
Grant 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.

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

- 2 -

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.

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 04-6025957
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

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.

=====

BANK 80
REGION 09
OFFICE 900

- T R A N S A C T I O N A N A L Y S I S / S U M M A R Y -
10/01/11 THROUGH 09/30/12
ACCOUNT TTEE U/W OF FRANK M NOONAN

DATE 12/12/12
TIME 14 23
PAGE 0001

DATE	-TRANSACTION- DESCRIPTION	-CODES- TRAN TAX INDV	HISTORY	INCOME	- C A S H - PRINCIPAL	INVEST/UNITS
08-14-12	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 GAEI 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-		

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- HISTORY INCOME - C A S H -
TRAN TAX INDV

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


**SCHEDULE D
(Form 1041)**

 Department of the Treasury
Internal Revenue Service

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).

OMB No 1545-0092

2011

Name of estate or trust

Employer identification number

FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN

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 Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b 57,335.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3 108,174.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back					5 165,509.

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					24,315.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b -139,751.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8 196,090.
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back					12 80,654.

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

Schedule D (Form 1041) 2011

**Part III Summary of Parts I and II****Caution:** Read the instructions before completing this part.

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

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2011

2011

Name of estate or trust

Employer identification number

29



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

FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN

04-6025957

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

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b -139,751.00

Schedule D-1 (Form 1041) 2011



Trust Services TrustWeb

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 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	144246 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	(16850 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	34762 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	(114880 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	32172 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	98658 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	153984 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	19840 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	18817 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	98724 35	2,037 11
POWERSHARES DB COMMODITY INDEX	73935S105	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	14407 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	(2661 57)	0 00

