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

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 **HOWARD C CONNOR CHARITABLE FOUNDATION**
EASTERN BANK, TRUSTEE ACCT 1041698

Number and street (or P O box number if mail is not delivered to street address) Room/suite
605 BROADWAY

City or town, state, and ZIP code
SAUGUS, MA 01906

A Employer identification number
22-3204723

B Telephone number (see instructions)
(781) 581-4215

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

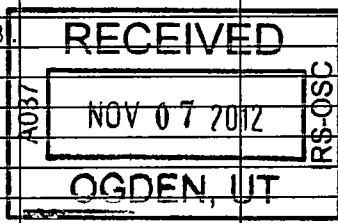
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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) ▶ \$ 1,518,840.

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

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| | 2 Check <input 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 | 39,640. | 39,277. | | STMT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 80,873. | | | |
| | b Gross sales price for all assets on line 6a | 1,166,787. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 80,873. | | |
| | 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) | | | | | |
| 12 Total Add lines 1 through 11 | 120,513. | 120,150. | | 12,337. | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 16,450. | 4,112. | | |
| | 14 Other employee salaries and wages | | NONE | NONE | |
| | 15 Pension plans, employee benefits | | NONE | NONE | |
| | 16a Legal fees (attach schedule) STMT 4 | 170. | NONE | NONE | 85. |
| | b Accounting fees (attach schedule) | | | | |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) STMT 5 | 1,612. | 12. | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | NONE | NONE | |
| | 22 Printing and publications | | NONE | NONE | |
| | 23 Other expenses (attach schedule) | | | | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 18,232. | 4,124. | NONE | 12,422. |
| | 25 Contributions, gifts, grants paid | 70,000. | | | 70,000. |
| 26 Total expenses and disbursements Add lines 24 and 25 | 88,232. | 4,124. | NONE | 82,422. | |
| 27 Subtract line 26 from line 12. | | | | | |
| a Excess of revenue over expenses and disbursements | 32,281. | | | | |
| b Net investment income (if negative, enter -0-) | | 116,026. | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |



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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 | | | |
| | 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 ▶ | NONE | | |
| | 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) | 1,431,979. | 1,441,353. | 1,518,840. |
| | c | Investments - corporate bonds (attach schedule) | | | |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | Less: accumulated depreciation (attach schedule) ▶ | | | | |
| 12 | Investments - mortgage loans | | | | |
| 13 | Investments - other (attach schedule) | | | | |
| 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) | 1,431,979. | 1,441,353. | 1,518,840. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <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 | 1,431,979. | 1,441,353. | |
| | 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) | 1,431,979. | 1,441,353. | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 1,431,979. | 1,441,353. | | |

| 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) | 1,431,979. |
| 2 | Enter amount from Part I, line 27a | 32,281. |
| 3 | Other increases not included in line 2 (itemize) ▶ | |
| 4 | Add lines 1, 2, and 3 | 1,464,260. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6 | 22,907. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 1,441,353. |

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 1,166,586. | | 1,085,914. | 80,672. | | |
| 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 | | | 80,672. | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) | | | 2 | 80,873. | |
| 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 | 82,918. | 1,530,842. | 0.054165 |
| 2009 | 72,497. | 1,473,330. | 0.049206 |
| 2008 | 86,430. | 1,386,680. | 0.062329 |
| 2007 | 78,504. | 1,750,971. | 0.044835 |
| 2006 | 115,862. | 1,811,498. | 0.063959 |
| 2 Total of line 1, column (d) | | | 0.274494 |
| 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 | | | 0.054899 |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | | | 1,473,945. |
| 5 Multiply line 4 by line 3 | | | 80,918. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 1,160. |
| 7 Add lines 5 and 6 | | | 82,078. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 82,422. |

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 774, refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political activities, unrelated business income, and state registration.

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) | | | 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) | | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | | X | |
| Website address <input type="checkbox"/> N/A | | | | |
| 14 | The books are in care of <input type="checkbox"/> EASTERN BANK Telephone no. <input type="checkbox"/> (781) 581-4215 | | | |
| Located at <input type="checkbox"/> 605 BROADWAY STREET, SAUGUS, MA ZIP + 4 <input type="checkbox"/> 01906 | | | | |
| 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 <input type="checkbox"/> 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <input type="checkbox"/> | Yes | No | X |

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 type="checkbox"/> Yes <input checked="" 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | 1b | |
| 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 <input type="checkbox"/> | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) | 2b | X |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> | | |
| 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 |

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 No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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 | | 16,450. | -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 NONE | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

| | Amount |
|--|--------|
| 1 NONE | |
| 2 | |
| All other program-related investments. See instructions. | |
| 3 NONE | |
| Total. Add lines 1 through 3 | |

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

| | | | |
|----------|---|-----------|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 1,496,391. |
| b | Average of monthly cash balances | 1b | NONE |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | Total (add lines 1a, b, and c) | 1d | 1,496,391. |
| 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 | 1,496,391. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 22,446. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,473,945. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 73,697. |

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 | 73,697. |
| 2a | Tax on investment income for 2011 from Part VI, line 5 | 2a | 1,160. |
| b | Income tax for 2011. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 1,160. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 72,537. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 72,537. |
| 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 | 72,537. |

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 | 82,422. |
| 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 | 82,422. |
| 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 | 1,160. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 81,262. |

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 | | | | 72,537. |
| 2 Undistributed income, if any, as of the end of 2011 | | | | |
| a Enter amount for 2010 only | | | NONE | |
| 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 | 3,226. | | | |
| f Total of lines 3a through e | 3,226. | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 82,422. | | | | |
| a Applied to 2010, but not more than line 2a | | | NONE | |
| 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 | | | | 72,537. |
| e Remaining amount distributed out of corpus | 9,885. | | | |
| 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 | 13,111. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | NONE | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | NONE | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | NONE | | |
| e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions | | | NONE | |
| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 | | | | NONE |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | NONE | | | |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) | NONE | | | |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a | 13,111. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2007 | NONE | | | |
| b Excess from 2008 | NONE | | | |
| c Excess from 2009 | NONE | | | |
| d Excess from 2010 | 3,226. | | | |
| e Excess from 2011 | 9,885. | | | |

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)

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here 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:
SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:
SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|---------|
| <p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 10</p> | | | | |
| Total ▶ 3a | | | | 70,000. |
| b <i>Approved for future payment</i> | | | | |
| Total ▶ 3b | | | | |

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 2 columns: Yes, No. Rows 1a(1) X, 1a(2) X, 1b(1) X, 1b(2) X, 1b(3) X, 1b(4) X, 1b(5) X, 1b(6) X, 1c X.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule.

Table with 3 columns: (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: Signature of officer or trustee, Date 10/16/2012, Title VP. May the IRS discuss this return with the preparer shown below (see instructions)? X Yes No

Paid Preparer Use Only: Print/Type preparer's name GORDON POWERS, Preparer's signature Gordon Powers, Date 10/16/2012, Check self-employed if PTIN P00260194, Firm's name THOMSON REUTERS (TAX & ACCOUNTING), Firm's EIN 75-1297386, Firm's address 35 THOMSON PLACE, 1ST FLOOR BOSTON, MA 02210, Phone no. 617-856-2811

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|---|-----------------------------|
| A T & T INC | 429. | 429. |
| ABBOTT LABORATORIES INC | 147. | 147. |
| AETNA U S HEALTHCARE INC | 128. | 128. |
| AMERICAN EXPRESS CO | 186. | 186. |
| AMERISOURCEBERGEN CORP | 27. | 27. |
| APACHE CORP | 41. | 41. |
| APPLE | 135. | 135. |
| BECTON DICKINSON CO | 233. | 233. |
| BOEING CO | 85. | 85. |
| BRISTOL MYERS SQUIBB CO. | 83. | 83. |
| CVS CORP. | 152. | 152. |
| CARDINAL HEALTH, INC. | 182. | 182. |
| CATERPILLAR INC. | 225. | 225. |
| CHEVRON CORP | 340. | 340. |
| CISCO SYSTEMS INC 1.625% 03/14/2014 | 1,219. | 1,219. |
| COACH, INC. | 149. | 149. |
| COCA-COLA CO | 256. | 256. |
| COLGATE PALMOLIVE CO | 186. | 186. |
| CONOCOPHILLIPS | 298. | 298. |
| COSTCO WHOLESALE CORP, NEW | 31. | 31. |
| DEERE & CO | 267. | 267. |
| DISCOVER FINANCIAL SERVICES | 52. | 52. |
| DUPONT DE NEMOURS & CO | 278. | 278. |
| EMERSON ELEC CO | 107. | 107. |
| EXELON CORP | 299. | 299. |
| EXXON MOBIL CORP | 419. | 419. |
| FEDEX CORPORATION | 27. | 27. |
| FLUOR CORP-NEW | 56. | 56. |
| FORD MOTOR CO | 81. | 81. |
| FREEMONT-MCMORAN COPPER AND GOLD, INC. | 171. | 171. |
| GENERAL ELEC CO | 596. | 596. |
| GENERAL ELECTRIC CAP CORP 2.15% 01/09/20 | 421. | 421. |
| BPC262 689L 10/16/2012 14:55:17 | | |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|--------------------------------|-----------------------|
| GEORGIA POWER CO 6% 11/01/2013 | 3,000. | 3,000. |
| GRAINGER W.W. | 19. | 19. |
| HCP, INC. | 433. | 433. |
| HALLIBURTON CO | 144. | 144. |
| HEINZ H J CO. | 252. | 252. |
| HELMERICH AND PAYNE | 59. | 59. |
| HONEYWELL INT'L INC. | 127. | 127. |
| HONEYWELL INT'L INC. 4.25% 03/01/2013 | 2,125. | 2,125. |
| INTEL CORP | 275. | 275. |
| I B M CORP | 60. | 60. |
| INTUIT | 81. | 81. |
| I SHARES S & P MIDCAP 400 | 640. | 640. |
| I SHARES NATIONAL MUNI BOND ETF | 1,049. | 686. |
| I SHARES BARCLAYS INT CRDT | 1,116. | 1,116. |
| I SHARES BARCLAYS 1-3 YR CREDIT BOND FUN | 946. | 946. |
| J P MORGAN CHASE & CO | 199. | 199. |
| JOHNSON & JOHNSON | 229. | 229. |
| KIMBERLY CLARK CORP 5.625% 02/15/2012 | 703. | 703. |
| KRAFT FOODS INC | 263. | 263. |
| LEGG MASON INC | 96. | 96. |
| LOWES COMPANIES INC 5.6% 09/15/2012 | 4,200. | 4,200. |
| MERCK & CO INC. NEW | 750. | 750. |
| METLIFE INC. | 280. | 280. |
| FEDERATED PRIME CASH OBLIGATIONS FUND #8 | 13. | 13. |
| FEDERATED GOV'T OBLIGATION TAX MANAGED F | 10. | 10. |
| MORGAN STANLEY | 79. | 79. |
| NEWMONT MINING CO | 122. | 122. |
| NIKE INC. CL B | 60. | 60. |
| NUCOR CORP | 201. | 201. |
| OCCIDENTAL PETROLEUM CORP | 330. | 330. |
| OMNICOM GROUP | 244. | 244. |
| ORACLE CORPORATION | 144. | 144. |
| PARKER HANNIFIN | 189. | 189. |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|-----------------------------|---|-----------------------------|
| PEPSICO INC | 291. | 291. |
| PHILIP MORRIS INTL INC | 491. | 491. |
| PROCTER & GAMBLE CO | 273. | 273. |
| PRUDENTIAL FINANCIAL | 313. | 313. |
| QUALCOMM INC | 182. | 182. |
| SPX CORPORATION | 131. | 131. |
| SPDR BARCLAYS HIGH YIELD | 2,135. | 2,135. |
| STARBUCKS CORP | 83. | 83. |
| STATE STREET CORP | 152. | 152. |
| SUNTRUST BANKS | 82. | 82. |
| TJX COMPANIES INC | 153. | 153. |
| EB REALTY LLC / TA FUND VII | 7,012. | 7,012. |
| TEVA PHARMACEUTICAL ADR | 59. | 59. |
| TEXTRON INC OK | 18. | 18. |
| TIFFANY AND COMPANY | 89. | 89. |
| UIL HOLDINGS CORPORATION | 165. | 165. |
| UNION PACIFIC CORP | 41. | 41. |
| UNITED TECHNOLOGIES CORP | 291. | 291. |
| UNITEDHEALTH GROUP, INC. | 72. | 72. |
| VERIZON COMMUNICATIONS INC | 496. | 496. |
| VISA, INC | 70. | 70. |
| WAL-MART STORES INC | 75. | 75. |
| WALGREEN CO | 229. | 229. |
| XCEL ENERGY, INC. | 307. | 307. |
| YUM BRANDS INC | 173. | 173. |
| ACCENTURE PLC | 166. | 166. |
| COVIDIEN PLC | 143. | 143. |
| ACE LTD | 204. | 204. |
| TOTAL | 39,640. | 39,277. |

FORM 990PF, PART I - LEGAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|-------------------------------|--------------------------------|-----------------------|---------------------|---------------------|
| OTHER NONALLOCABLE EXPENSES - | 170. | | | 85. |
| TOTALS | 170. | NONE | NONE | 85. |

FORM 990PF, PART I - TAXES

=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|----------------------------|--|--------------------------------------|
| FOREIGN TAXES | 12. | 12. |
| FEDERAL ESTIMATES - INCOME | 1,600. | |
| | ----- | ----- |
| TOTALS | 1,612. | 12. |
| | ===== | ===== |

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

DESCRIPTION

AMOUNT

ADJUSTMENT TO BOOK VALUE

22,907.

TOTAL

22,907.

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

OFFICER NAME:

EASTERN BANK & TRUST COMPANY

ADDRESS:

605 BROADWAY
SAUGUS, MA 01906

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 16,450.

TOTAL COMPENSATION: 16,450.

=====

RECIPIENT NAME:

JOHN DOHERTY, EASTERN BANK

ADDRESS:

605 BROADWAY STREET
SAUGUS, MA 01906

FORM, INFORMATION AND MATERIALS:

LETTER WHICH INCLUDES FINANCIAL DATA, ACTIVITIES OF ORGANIZATIONS,
VERIFICATION OF TAX EXEMPT STATUS AND OTHER PERTINENT INFORMATION.

SUBMISSION DEADLINES:

NONE. MEETINGS ARE HELD IN MAY AND NOVEMBER.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

AWARDS ARE MADE AT DISCRETION OF TRUSTEE TO NEW ENGLAND AREA TAX
EXEMPT ORGANIZATIONS.

=====

RECIPIENT NAME:

NARCONON

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

WHITE MOUNTAIN SCHOOL

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

RICHARDSON FUND

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

BOSTON BIOMEDICAL RESEARCH
INSTITUTE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
ALL SAINTS PARISH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID: 70,000.
=====

**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

HOWARD C CONNOR CHARITABLE FOUNDATION

Employer identification number

22-3204723

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 3,012. |
| 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | | | | | 2 |
| 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | | | | | 3 |
| 4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet | | | | | 4 () |
| 5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶ | | | | | 5 3,012. |

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 | | | | | 201. |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | | | | | 6b 77,660. |
| 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | | | | | 7 |
| 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | | | | | 8 |
| 9 Capital gain distributions | | | | | 9 |
| 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 77,861. |

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

Schedule D (Form 1041) 2011

| Part III Summary of Parts I and II | | (1) Beneficiaries' (see instr.) | (2) Estate's or trust's | (3) Total |
|--|---|---------------------------------|-------------------------|-----------|
| Caution: Read the instructions before completing this part. | | | | |
| 13 | Net short-term gain or (loss) | 13 | | 3,012. |
| 14 | Net long-term gain or (loss): | | | |
| a | Total for year | 14a | | 77,861. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksht.) | 14b | | |
| c | 28% rate gain | 14c | | |
| 15 | Total net gain or (loss). Combine lines 13 and 14a | 15 | | 80,873. |

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: a The loss on line 15, column (3) or b \$3,000 | 16 | () |
|----|---|----|-----|

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-1
(Form 1041)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2011

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust: **HOWARD C CONNOR CHARITABLE FOUNDATION**
Employer identification number: **22-3204723**

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 33. AMERICAN EXPRESS CO | 10/05/2011 | 07/11/2012 | 1,903.00 | 1,416.00 | 487.00 |
| 206. AMERISOURCEBERGEN CORP | 12/09/2011 | 03/09/2012 | 7,759.00 | 7,543.00 | 216.00 |
| 33. APACHE CORP | 08/19/2011 | 03/09/2012 | 3,563.00 | 3,271.00 | 292.00 |
| 14. BECTON DICKINSON CO | 03/09/2012 | 07/11/2012 | 1,046.00 | 1,080.00 | -34.00 |
| 34. BIOGEN IDEC INC | 03/09/2012 | 07/11/2012 | 4,775.00 | 4,085.00 | 690.00 |
| 103. BIOGEN IDEC INC | 03/09/2012 | 08/01/2012 | 14,938.00 | 12,375.00 | 2,563.00 |
| 24. BOEING CO | 06/04/2012 | 07/11/2012 | 1,719.00 | 1,619.00 | 100.00 |
| 469. BRISTOL MYERS SQUIBB | 01/26/2012 | 03/09/2012 | 15,416.00 | 15,107.00 | 309.00 |
| 14. CVS CORP. | 08/05/2011 | 03/09/2012 | 634.00 | 478.00 | 156.00 |
| 27. CARDINAL HEALTH, INC. | 03/09/2012 | 07/11/2012 | 1,142.00 | 1,142.00 | |
| 12. COACH, INC. | 08/05/2011 | 03/09/2012 | 926.00 | 686.00 | 240.00 |
| 17. COCA-COLA CO | 03/09/2012 | 07/11/2012 | 1,312.00 | 1,183.00 | 129.00 |
| 358. COMMUNITY HEALTH SYST | 08/05/2011 | 11/17/2011 | 6,938.00 | 9,182.00 | -2,244.00 |
| 4. DEERE & CO | 08/05/2011 | 10/12/2011 | 288.00 | 292.00 | -4.00 |
| 29. DEERE & CO | 03/09/2012 | 07/11/2012 | 2,257.00 | 2,337.00 | -80.00 |
| 29. WALT DISNEY PRODUCTION | 03/09/2012 | 07/11/2012 | 1,364.00 | 1,230.00 | 134.00 |
| 55. DISCOVER FINANCIAL SER | 04/04/2012 | 07/11/2012 | 1,892.00 | 1,820.00 | 72.00 |
| 75. DIRECTV | 08/05/2011 | 03/09/2012 | 3,520.00 | 3,739.00 | -219.00 |
| 146. DOLLAR TREE INC | 08/05/2011 | 03/09/2012 | 13,515.00 | 7,885.00 | 5,630.00 |
| 268. EMERSON ELEC CO | 03/09/2012 | 06/04/2012 | 12,035.00 | 13,400.00 | -1,365.00 |
| 102. EXXON MOBIL CORP | 10/27/2011 | 03/09/2012 | 8,647.00 | 8,337.00 | 310.00 |
| 10. EXXON MOBIL CORP | 10/27/2011 | 07/11/2012 | 840.00 | 817.00 | 23.00 |
| 14. FEDEX CORPORATION | 03/09/2012 | 07/11/2012 | 1,260.00 | 1,278.00 | -18.00 |
| 196. FLUOR CORP-NEW | 11/04/2011 | 03/09/2012 | 11,951.00 | 10,722.00 | 1,229.00 |

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

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

Schedule D-1 (Form 1041) 2011

**Continuation Sheet for Schedule D
(Form 1041)**

2011

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust: **HOWARD C CONNOR CHARITABLE FOUNDATION**
Employer identification number: **22-3204723**

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 420. FORD MOTOR CO | 08/05/2011 | 03/09/2012 | 5,290.00 | 4,570.00 | 720.00 |
| 24. FREEPORT-MCMORAN COPPE INC. | 08/05/2011 | 03/09/2012 | 948.00 | 1,103.00 | -155.00 |
| 242. GENERAL ELEC CO | 09/01/2011 | 03/09/2012 | 4,603.00 | 4,022.00 | 581.00 |
| 3. GOOGLE INC | 03/04/2011 | 01/06/2012 | 1,958.00 | 1,804.00 | 154.00 |
| 29. GRAINGER W.W. | 01/31/2012 | 03/09/2012 | 6,152.00 | 5,568.00 | 584.00 |
| 39. HCP, INC. | 03/09/2012 | 07/11/2012 | 1,716.00 | 1,526.00 | 190.00 |
| 13. HEINZ H J CO. | 03/09/2012 | 07/11/2012 | 717.00 | 688.00 | 29.00 |
| 27. HELMERICH AND PAYNE | 03/09/2012 | 07/11/2012 | 1,163.00 | 1,664.00 | -501.00 |
| 149. HOSPIRA INC | 02/22/2011 | 10/13/2011 | 5,666.00 | 7,974.00 | -2,308.00 |
| 190. HOSPIRA INC | 08/05/2011 | 10/19/2011 | 5,514.00 | 10,257.00 | -4,743.00 |
| 178. INTEL CORP | 11/10/2011 | 03/09/2012 | 4,813.00 | 4,276.00 | 537.00 |
| 565. INTEL CORP | 01/20/2012 | 07/09/2012 | 14,697.00 | 13,847.00 | 850.00 |
| 127. INTERCONTINENTAL EXCH | 03/09/2012 | 04/04/2012 | 17,130.00 | 17,918.00 | -788.00 |
| 80. I B M CORP | 01/04/2012 | 03/09/2012 | 16,047.00 | 14,843.00 | 1,204.00 |
| 270. INTUIT | 08/05/2011 | 03/09/2012 | 15,505.00 | 14,591.00 | 914.00 |
| 18. JOHNSON & JOHNSON | 03/09/2012 | 07/11/2012 | 1,220.00 | 1,168.00 | 52.00 |
| 155. LEGG MASON INC | 04/14/2011 | 01/26/2012 | 4,272.00 | 5,682.00 | -1,410.00 |
| 446. LEGG MASON INC | 09/21/2011 | 03/09/2012 | 12,202.00 | 14,764.00 | -2,562.00 |
| 222. MCDONALD'S CORP | 03/09/2012 | 05/02/2012 | 21,589.00 | 21,532.00 | 57.00 |
| 11. METLIFE INC. | 08/05/2011 | 03/09/2012 | 424.00 | 399.00 | 25.00 |
| 89. MORGAN STANLEY | 03/09/2012 | 07/11/2012 | 1,226.00 | 1,628.00 | -402.00 |
| 8. NEWMONT MINING CO | 08/05/2011 | 03/09/2012 | 455.00 | 437.00 | 18.00 |
| 17. NUCOR CORP | 03/09/2012 | 07/11/2012 | 641.00 | 720.00 | -79.00 |
| 11. OMNICOM GROUP | 08/05/2011 | 03/09/2012 | 536.00 | 471.00 | 65.00 |

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

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No. 1545-0092

2011

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust: **HOWARD C CONNOR CHARITABLE FOUNDATION**
Employer identification number: **22-3204723**

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 12. PEPSICO INC | 08/05/2011 | 03/09/2012 | 757.00 | 777.00 | -20.00 |
| 48. PHILIP MORRIS INTL INC | 08/19/2011 | 03/09/2012 | 4,078.00 | 3,332.00 | 746.00 |
| 113. PHILLIPS 66 | 03/09/2012 | 06/04/2012 | 3,327.00 | 4,026.00 | -699.00 |
| 240. PLAINS EXPL'N & PROD | 03/09/2011 | 03/09/2012 | 11,130.00 | 8,233.00 | 2,897.00 |
| 37. PRUDENTIAL FINANCIAL | 08/05/2011 | 03/09/2012 | 2,305.00 | 1,992.00 | 313.00 |
| 214. QLIK TECHNOLOGIES | 08/05/2011 | 01/05/2012 | 4,885.00 | 6,899.00 | -2,014.00 |
| 127. QUALCOMM INC | 09/22/2011 | 03/09/2012 | 8,107.00 | 6,489.00 | 1,618.00 |
| 286. RED HAT INC | 09/01/2011 | 03/09/2012 | 14,471.00 | 12,448.00 | 2,023.00 |
| 164. SPX CORPORATION | 05/05/2011 | 11/02/2011 | 9,262.00 | 13,573.00 | -4,311.00 |
| 179. SPX CORPORATION | 08/05/2011 | 01/24/2012 | 12,143.00 | 12,155.00 | -12.00 |
| 3. SALESFORCE.COM | 08/05/2011 | 01/04/2012 | 292.00 | 405.00 | -113.00 |
| 41. SALESFORCE.COM | 06/23/2011 | 01/04/2012 | 3,992.00 | 5,883.00 | -1,891.00 |
| 28. STATE STREET CORP | 03/09/2012 | 07/11/2012 | 1,205.00 | 1,180.00 | 25.00 |
| 300. SUNTRUST BANKS | 02/02/2012 | 03/09/2012 | 6,759.00 | 7,453.00 | -694.00 |
| 363. TJX COMPANIES INC | 03/09/2012 | 07/09/2012 | 16,191.00 | 12,127.00 | 4,064.00 |
| 220. TEXTRON INC OK | 11/12/2010 | 11/04/2011 | 4,089.00 | 4,707.00 | -618.00 |
| 375. TEXTRON INC OK | 08/05/2011 | 11/04/2011 | 6,969.00 | 8,848.00 | -1,879.00 |
| 310. THERMO FISHER SCIENTI | 10/13/2011 | 03/09/2012 | 17,517.00 | 16,854.00 | 663.00 |
| 128. THOMPSON CREEK METALS | 08/05/2011 | 12/29/2011 | 873.00 | 996.00 | -123.00 |
| 26. TIFFANY AND COMPANY | 08/05/2011 | 01/20/2012 | 1,610.00 | 1,795.00 | -185.00 |
| 24. UIL HOLDINGS CORPORTIO | 03/09/2012 | 07/11/2012 | 874.00 | 834.00 | 40.00 |
| 69. UNION PACIFIC CORP | 01/24/2012 | 03/09/2012 | 7,445.00 | 7,684.00 | -239.00 |
| 30. UNITED TECHNOLOGIES CO | 08/09/2011 | 03/09/2012 | 2,509.00 | 2,099.00 | 410.00 |
| 15. UNITEDHEALTH GROUP, IN | 08/05/2011 | 03/09/2012 | 837.00 | 683.00 | 154.00 |

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

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

Schedule D-1 (Form 1041) 2011

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

HOWARD C CONNOR CHARITABLE FOUNDATION

22-3204723

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 153. ABBOTT LABORATORIES I | 04/20/2010 | 03/09/2012 | 8,839.00 | 8,175.00 | 664.00 |
| 69. APACHE CORP | 08/20/2008 | 12/22/2011 | 6,256.00 | 7,566.00 | -1,310.00 |
| 70. APACHE CORP | 01/15/2010 | 03/09/2012 | 7,557.00 | 7,403.00 | 154.00 |
| 9. APPLE | 01/15/2010 | 10/18/2011 | 3,772.00 | 1,592.00 | 2,180.00 |
| 17. APPLE | 02/12/2010 | 11/15/2011 | 6,536.00 | 3,434.00 | 3,102.00 |
| 8. APPLE | 05/21/2010 | 02/09/2012 | 3,960.00 | 1,728.00 | 2,232.00 |
| 21. APPLE | 09/16/2010 | 07/09/2012 | 12,868.00 | 5,174.00 | 7,694.00 |
| 176. CVS CORP. | 12/16/2008 | 01/19/2012 | 7,572.00 | 6,860.00 | 712.00 |
| 338. CVS CORP. | 09/16/2010 | 03/09/2012 | 15,317.00 | 9,821.00 | 5,496.00 |
| 52. CHEVRON CORP | 07/18/2008 | 10/27/2011 | 5,682.00 | 4,471.00 | 1,211.00 |
| 210. CHEVRON CORP | 09/16/2010 | 03/09/2012 | 23,099.00 | 16,284.00 | 6,815.00 |
| 208. COACH, INC. | 02/09/2010 | 03/09/2012 | 16,050.00 | 6,853.00 | 9,197.00 |
| 160. COLGATE PALMOLIVE CO | 11/04/2010 | 03/09/2012 | 14,975.00 | 13,336.00 | 1,639.00 |
| 131. COSTCO WHOLESALE CORP | 01/25/2011 | 02/07/2012 | 11,079.00 | 9,469.00 | 1,610.00 |
| 103. DEERE & CO | 05/20/2009 | 10/12/2011 | 7,406.00 | 4,554.00 | 2,852.00 |
| 182. DIRECTV | 02/25/2011 | 03/09/2012 | 8,543.00 | 8,377.00 | 166.00 |
| 28. E M C CORP | 12/01/2010 | 07/11/2012 | 655.00 | 617.00 | 38.00 |
| 285. EXELON CORP | 09/16/2010 | 03/09/2012 | 10,970.00 | 13,368.00 | -2,398.00 |
| 223. FORD MOTOR CO | 02/23/2011 | 03/09/2012 | 2,809.00 | 3,260.00 | -451.00 |
| 973. FORD MOTOR CO | 05/14/2010 | 03/09/2012 | 12,254.00 | 11,592.00 | 662.00 |
| 89. FREEPORT-MCMORAN COPPE INC. | 05/11/2010 | 01/26/2012 | 4,187.00 | 3,526.00 | 661.00 |
| 109. FREEPORT-MCMORAN COPP INC. | 02/22/2011 | 03/09/2012 | 4,307.00 | 5,579.00 | -1,272.00 |
| 119. FREEPORT-MCMORAN COPP INC. | 05/11/2010 | 03/09/2012 | 4,702.00 | 4,202.00 | 500.00 |
| 975. GENERAL ELEC CO | 05/27/2010 | 03/09/2012 | 18,546.00 | 16,148.00 | 2,398.00 |
| 4. GOOGLE INC | 03/15/2010 | 01/06/2012 | 2,610.00 | 2,237.00 | 373.00 |

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

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

HOWARD C CONNOR CHARITABLE FOUNDATION

22-3204723

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 37. I SHARES S & P MIDCAP | 04/29/2010 | 07/11/2012 | 3,425.00 | 3,101.00 | 324.00 |
| 521. I SHARES BARCLAYS 1-3 BOND FUN | 02/11/2010 | 12/27/2011 | 54,318.00 | 54,344.00 | -26.00 |
| 398. J P MORGAN CHASE & CO | 04/15/2010 | 03/09/2012 | 16,340.00 | 15,839.00 | 501.00 |
| 25000. KIMBERLY CLARK CORP 02/15/2012 | 05/22/2007 | 02/15/2012 | 25,000.00 | 25,401.00 | -401.00 |
| 75000. LOWES COMPANIES INC 09/15/2012 | 12/09/2008 | 09/15/2012 | 75,000.00 | 76,329.00 | -1,329.00 |
| 128. MERCK & CO INC. NEW | 01/07/2011 | 03/09/2012 | 4,815.00 | 4,768.00 | 47.00 |
| 40. MERCK & CO INC. NEW | 01/07/2011 | 07/11/2012 | 1,642.00 | 1,490.00 | 152.00 |
| 367. METLIFE INC. | 06/02/2010 | 03/09/2012 | 14,133.00 | 15,417.00 | -1,284.00 |
| 38. NEWMONT MINING CO | 05/13/2009 | 12/29/2011 | 2,290.00 | 1,696.00 | 594.00 |
| 177. NEWMONT MINING CO | 11/04/2010 | 03/09/2012 | 10,067.00 | 8,950.00 | 1,117.00 |
| 125. NEWMONT MINING CO | 02/22/2011 | 03/09/2012 | 7,110.00 | 7,223.00 | -113.00 |
| 65. OCCIDENTAL PETROLEUM C | 01/15/2010 | 10/27/2011 | 6,163.00 | 5,138.00 | 1,025.00 |
| 30. OCCIDENTAL PETROLEUM C | 01/15/2010 | 03/09/2012 | 3,041.00 | 2,371.00 | 670.00 |
| 8. OCCIDENTAL PETROLEUM CO | 01/15/2010 | 07/11/2012 | 676.00 | 632.00 | 44.00 |
| 294. OMNICOM GROUP | 05/12/2010 | 03/09/2012 | 14,318.00 | 12,347.00 | 1,971.00 |
| 351. ORACLE CORPORATION | 05/12/2010 | 10/05/2011 | 10,267.00 | 7,365.00 | 2,902.00 |
| 51. ORACLE CORPORATION | 05/12/2010 | 03/09/2012 | 1,537.00 | 1,258.00 | 279.00 |
| 57. ORACLE CORPORATION | 05/12/2010 | 07/11/2012 | 1,656.00 | 1,406.00 | 250.00 |
| 271. PEPSICO INC | 11/04/2010 | 03/09/2012 | 17,094.00 | 15,017.00 | 2,077.00 |
| 271. PHILIP MORRIS INTL IN | 05/12/2010 | 03/09/2012 | 23,026.00 | 13,526.00 | 9,500.00 |
| 21. PRICELINE.COM INC | 02/09/2010 | 03/09/2012 | 13,691.00 | 4,288.00 | 9,403.00 |
| 112. PRUDENTIAL FINANCIAL | 09/16/2010 | 11/04/2011 | 5,829.00 | 6,208.00 | -379.00 |
| 16. PRUDENTIAL FINANCIAL | 03/04/2011 | 03/09/2012 | 997.00 | 1,011.00 | -14.00 |
| 163. PRUDENTIAL FINANCIAL | 09/16/2010 | 03/09/2012 | 10,154.00 | 9,035.00 | 1,119.00 |
| 81. QUALCOMM INC | 11/19/2009 | 01/31/2012 | 4,762.00 | 3,204.00 | 1,558.00 |
| 6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b | | | | | |

Schedule D-1 (Form 1041) 2011

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Office Use Only: Fiscal Year

THE COMMONWEALTH OF MASSACHUSETTS
OFFICE OF THE ATTORNEY GENERAL

NON-PROFIT ORGANIZATION/PUBLIC CHARITIES DIVISION
ONE ASHBURTON PLACE

BOSTON, MASSACHUSETTS 02108

MARTHA COAKLEY
ATTORNEY GENERAL

(617) 727-2200, ext. 2101
www.mass.gov/ago/charities

Form PC

Report for the Fiscal Period: 10/01/2011 to 09/30/2012

Attorney General's Account #: 032285

Federal ID #: 22-3204723

When did the organization first engage in charitable work in Massachusetts? 07/23/1992

Has the organization applied for or been granted IRS tax exempt status? Yes No

If yes, date of application OR date of determination letter: _____

IRS Exemption under 501(c): 03

If exempt under 501(c), are contributions to the organization tax deductible as charitable contributions? Yes No

Check all items attached (if applicable):

- Schedule A-1
- Schedule A-2
- Schedule RO
- Probate Account
- Copy of IRS Return
- Audited Financial Statements/Review
- Filing Fee
- Amended Articles/By-Laws

Organization Data

Name: HOWARD C CONNOR CHARITABLE FOUNDATION

Mailing Address: 605 BROADWAY

City: SAUGUS State: MA Zip: 01906

Phone Number: 781-581-4215 Fax Number: _____

Email: _____ Website: _____

In the table below, please enter the appropriate codes from the corresponding tables found in the instructions. Enter up to 2 codes from Table 3 for your organization's main purpose(s)

| Category | Code | Category | Code |
|--------------------------------|-----------|-----------------------------|-----------|
| County (Table 1) | <u>9</u> | Organization Purpose Code 1 | <u>41</u> |
| Type of Organization (Table 2) | <u>16</u> | Organization Purpose Code 2 | <u>44</u> |

Please check box if final return prior to dissolution:

Office Use Only: Payment Received

All questions must be completed in their entirety whether or not similar questions are answered in an attached federal form. See instructions and definition section for guidance.

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- On what date was the organization created? 07/23/1992
- Where was the organization created? Massachusetts
- What is the form of the organization? (check one)

| | | | |
|----------------------------|--------------------------|--------------------|-------------------------------------|
| Corporation | <input type="checkbox"/> | Testamentary Trust | <input type="checkbox"/> |
| Unincorporated Association | <input type="checkbox"/> | Inter Vivos Trust | <input checked="" type="checkbox"/> |

Other (please describe): _____

- Was your organization related to any other organization(s) during the reporting year (see definition of "Related Organization")? If yes, please complete the Schedule RO on pages 13 and 14. Yes No

- Enter your summary of financial data:

| | Financial Data | Amounts |
|----|--|------------|
| A. | Contributions, gifts, grants, and similar amounts received | |
| B. | Gross support and revenue | 39,640. |
| C. | Program services and similar amounts paid out | 70,000. |
| D. | Fundraising expenses | |
| E. | Management and general expenses | |
| F. | Payments to affiliates | |
| G. | Total expenses | 88,232. |
| H. | Net assets or fund balances at the end of the year | 1,441,353. |

- List the total compensation you provided to your five highest paid employees:

| | Name/Title | Hrs/Week | Salary and Other Income | Benefit Plans | Other Compensation |
|----|------------|----------|-------------------------|---------------|--------------------|
| 1. | | | | | |
| 2. | | | | | |
| 3. | | | | | |
| 4. | | | | | |
| 5. | | | | | |

- Was any compensation provided to any of the individuals listed in question 6 above which was not quantified in your response to 6? If yes, please provide explanation (attach separate sheet). Yes No

8. List the name, amount of compensation paid, and the nature of services rendered by each of the organization's five highest paid consultants providing professional services (e.g. attorneys, architects, accountants, management companies, investment advisors, professional solicitors, professional fundraising counsel).

| | Name/Title | Amount of Compensation | Type(s) of Service |
|----|------------|------------------------|--------------------|
| 1. | | | |
| 2. | | | |
| 3. | | | |
| 4. | | | |
| 5. | | | |

9. Bank(s) in which the organization's funds are deposited (include bank address and phone number).

| Bank | Address | Phone Number |
|-----------------|---------|--------------|
| SEE STATEMENT 1 | | |
| | | |
| | | |

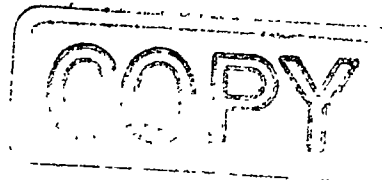
10. What is the organization's accounting method? Cash Accrual
 Other (specify): _____

11. If organization's mailing address is a P.O. Box, list the organization's full street address:

Address: EASTERN BANK, TRUSTEE 605 BROADWAY
 City: SAUGUS State: MA Zip Code: 01906

12. Contact Person Name: JOHN DOHERTY

Street Address: 605 BROADWAY
 City: SAUGUS State: MA Zip Code: 01906
 Phone Number: 781-581-4215



13. During the fiscal year reported here, did your organization solicit contributions or have funds solicited on its behalf? Yes No

14. At any time during the fiscal year following the year reported here, will your organization, or others acting on its behalf, solicit contributions? Yes No

If you answered yes to Question 13 or 14, you must complete Schedule A-1 and/or Schedule A-2 unless you are exempt from the solicitation certificate requirement.

15. If you are claiming an exemption from the solicitation certificate requirement, please indicate by checking the box to the right to identify which exemption applies to your organization.

| | |
|--|--------------------------|
| a religious organization | <input type="checkbox"/> |
| an organization which: (a) does not raise more than \$5,000 during a calendar year OR does not receive contributions from more than ten persons during a calendar year; AND (b) carries out all of its activities, including fundraising, through unpaid volunteers. [The conditions at both (a) and (b) must be met for your organization to qualify for this exemption.] | <input type="checkbox"/> |

16. Attach a list of names, addresses (street and/or mailing), and telephone numbers of other offices/chapters/branches/affiliates.

17. Attach a list of names, titles, and addresses (street and/or mailing) of officers, directors, trustees, and the principal salaried executives of organization.

18. Attach a list of names, titles, and addresses (street and/or mailing) of any individual(s) authorized to sign checks, and any individual(s) responsible for: custody of funds; distribution of funds; fundraising; and custody of financial records.

19. Has this organization or any of its officers, directors, employees or fundraisers solicited funds in any other state? Yes No

If you attach list of states where solicitation was conducted, including registered agency, dates of registration, registration numbers, any other names under which the organization was/is registered, and the dates and type (mail, telephone, door to door, special events, etc.) of the solicitation conducted.

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20. Has this organization or any of its officers, directors, or employees:
If yes, please attach an explanation.

- (a) Been enjoined or otherwise prohibited by a government agency/court from operating or soliciting contributions? Yes No
- (b) Ever been refused registration or had its registration or tax exemption denied, suspended, modified or revoked by a governmental agency? Yes No
- (c) Been the subject of a proceeding regarding any solicitation or registration? Yes No
- (d) Entered into a voluntary agreement of compliance or consent judgment with, any government agency or in a case before a court or administrative agency? Yes No

21. Have any restrictions been removed during the year from donor-restricted funds?
If yes, please attach an explanation. Yes No

22. Have donor-restricted funds been loaned to unrestricted funds?
If yes, please attach an explanation. Yes No

23. This question involves "Termination of Employment or Change of Control Compensatory Arrangements" with certain "Related Parties" (*see instructions and definition sections*). Report only if payments made or promised to any individual are in excess of four months salary or \$100,000, whichever dollar amount is less.

- (a) Did you make actual payments or otherwise transfer value under such an arrangement to any individual described in Related Party definition, sections (a) or (b), which payments are not reported in Question 6 or 7 above? Yes No
- (b) Do you have an agreement with any individual described in Related Party definition, section (a) or (b), containing such an arrangement? Yes No

If you answered yes for Question 23(a) or 23(b) above, please attach an explanation identifying the individual(s) involved, stating the amount of any payments made or value transferred, and describing the terms of each agreement.



24. This question applies to related party transactions, which include transactions with officers, directors, trustees, certain employees, relative, and organizations they own or control. Please consult the instructions and definition sections for the definition of a "Related Party" and "Indebtedness" before answering. Note that transactions involving related parties must be reported even when there is no accounting recognition (e.g. in-kind gifts, waiver or interest not otherwise reported).

If the answer to any part of Question 24 is yes, attach a schedule stating the name and address of the related party, the nature of the transaction, the value or the amounts involved in the transaction, and the procedure followed in authorizing the transaction.

| During the year: | | | |
|------------------|--|------------------------------|--|
| A. | Has your organization sold or transferred assets to or purchased assets from or exchanged assets with a related party? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| B. | Has your organization leased assets to or leased assets from a related party? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| C. | Has your organization been indebted to a related party? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| D. | Has your organization allowed a related party to be indebted to it? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| E. | Has your organization made or held an investment in a related party? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| F. | Has your organization furnished goods, services, or facilities to a related party? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| G. | Has your organization acquired goods, services, or facilities from a related party who received compensation or other value in return? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| H. | Has your organization paid or become obligated to pay wages, salary or other compensation to a related party? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| I. | Has your organization transferred income or assets to or for use by a related party? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| J. | Was your organization a party to any transaction in which any of its officers, directors, or trustees has a material financial interest, or did any officer, director or trustee receive anything of value not reported as compensation? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| K. | Has your organization invested in any corporate stock of a company in which any officer, director, or trustee owns more than 10% of the outstanding shares? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| L. | Is any property of the organization held in the name of or commingled with the property of any other person or organization? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| M. | Did your organization make a grant award or contribution to any other organization in which any of this organization's officers, directors or trustees has a relationship? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

COPY

Signature Required

Under penalty of perjury, I declare that the information furnished in this report, including all attachment, is true and correct to the best of my knowledge.

Signature: John F. Doherty Date: 10/16/2012

Printed Name: JOHN F DOHERTY

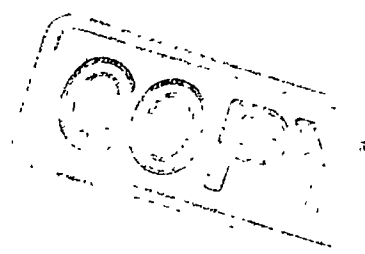
Title: VICE PRESIDENT

Name of Preparer: GORDON POWERS

Address 35 THOMSON PLACE, 1ST FLOOR

City BOSTON State MA Zip Code 02210

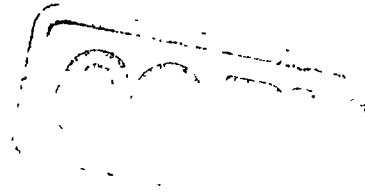
Phone Number 617-856-2811



BANK(S) IN WHICH THE ORGANIZATION'S FUNDS ARE DEPOSITED
=====

EASTERN BANK
605 BROADWAY
SAUGUS
781-581-4215

MA 01906



FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

SPDR BARCLAYS HIGH YIELD

201.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

201.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

201.00

=====

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|---------------------------------|------------------------------------|--------------|-------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| | | TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS | | | | | 201. | |
| 8,839.00 | | 153. ABBOTT LABORATORIES INC PROPERTY TYPE: SECURITIES 8,175.00 | | | | | 04/20/2010 664.00 | 03/09/2012 |
| 1,903.00 | | 33. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES 1,416.00 | | | | | 10/05/2011 487.00 | 07/11/2012 |
| 7,759.00 | | 206. AMERISOURCEBERGEN CORP PROPERTY TYPE: SECURITIES 7,543.00 | | | | | 12/09/2011 216.00 | 03/09/2012 |
| 6,256.00 | | 69. APACHE CORP PROPERTY TYPE: SECURITIES 7,566.00 | | | | | 08/20/2008 -1,310.00 | 12/22/2011 |
| 7,557.00 | | 70. APACHE CORP PROPERTY TYPE: SECURITIES 7,403.00 | | | | | 01/15/2010 154.00 | 03/09/2012 |
| 3,563.00 | | 33. APACHE CORP PROPERTY TYPE: SECURITIES 3,271.00 | | | | | 08/19/2011 292.00 | 03/09/2012 |
| 3,772.00 | | 9. APPLE PROPERTY TYPE: SECURITIES 1,592.00 | | | | | 01/15/2010 2,180.00 | 10/18/2011 |
| 6,536.00 | | 17. APPLE PROPERTY TYPE: SECURITIES 3,434.00 | | | | | 02/12/2010 3,102.00 | 11/15/2011 |
| 3,960.00 | | 8. APPLE PROPERTY TYPE: SECURITIES 1,728.00 | | | | | 05/21/2010 2,232.00 | 02/09/2012 |
| 12,868.00 | | 21. APPLE PROPERTY TYPE: SECURITIES 5,174.00 | | | | | 09/16/2010 7,694.00 | 07/09/2012 |

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

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| 1,046.00 | | 14. BECTON DICKINSON CO PROPERTY TYPE: SECURITIES 1,080.00 | | | | 03/09/2012 -34.00 | 07/11/2012 |
| 4,775.00 | | 34. BIOGEN IDEC INC PROPERTY TYPE: SECURITIES 4,085.00 | | | | 03/09/2012 690.00 | 07/11/2012 |
| 14,938.00 | | 103. BIOGEN IDEC INC PROPERTY TYPE: SECURITIES 12,375.00 | | | | 03/09/2012 2,563.00 | 08/01/2012 |
| 1,719.00 | | 24. BOEING CO PROPERTY TYPE: SECURITIES 1,619.00 | | | | 06/04/2012 100.00 | 07/11/2012 |
| 15,416.00 | | 469. BRISTOL MYERS SQUIBB CO. PROPERTY TYPE: SECURITIES 15,107.00 | | | | 01/26/2012 309.00 | 03/09/2012 |
| 7,572.00 | | 176. CVS CORP. PROPERTY TYPE: SECURITIES 6,860.00 | | | | 12/16/2008 712.00 | 01/19/2012 |
| 634.00 | | 14. CVS CORP. PROPERTY TYPE: SECURITIES 478.00 | | | | 08/05/2011 156.00 | 03/09/2012 |
| 15,317.00 | | 338. CVS CORP. PROPERTY TYPE: SECURITIES 9,821.00 | | | | 09/16/2010 5,496.00 | 03/09/2012 |
| 1,142.00 | | 27. CARDINAL HEALTH, INC. PROPERTY TYPE: SECURITIES 1,142.00 | | | | 03/09/2012 | 07/11/2012 |
| 5,682.00 | | 52. CHEVRON CORP PROPERTY TYPE: SECURITIES 4,471.00 | | | | 07/18/2008 1,211.00 | 10/27/2011 |
| 23,099.00 | | 210. CHEVRON CORP PROPERTY TYPE: SECURITIES 16,284.00 | | | | 09/16/2010 6,815.00 | 03/09/2012 |

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

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| Gross sale price less expenses of sale | Depreciation allowed/allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | Gain or (loss) | |
| 16,050.00 | | 208. COACH, INC. PROPERTY TYPE: SECURITIES 6,853.00 | | | | 02/09/2010 9,197.00 | 03/09/2012 |
| 926.00 | | 12. COACH, INC. PROPERTY TYPE: SECURITIES 686.00 | | | | 08/05/2011 240.00 | 03/09/2012 |
| 1,312.00 | | 17. COCA-COLA CO PROPERTY TYPE: SECURITIES 1,183.00 | | | | 03/09/2012 129.00 | 07/11/2012 |
| 14,975.00 | | 160. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES 13,336.00 | | | | 11/04/2010 1,639.00 | 03/09/2012 |
| 6,938.00 | | 358. COMMUNITY HEALTH SYSTEMS PROPERTY TYPE: SECURITIES 9,182.00 | | | | 08/05/2011 -2,244.00 | 11/17/2011 |
| 11,079.00 | | 131. COSTCO WHOLESALE CORP, NEW PROPERTY TYPE: SECURITIES 9,469.00 | | | | 01/25/2011 1,610.00 | 02/07/2012 |
| 288.00 | | 4. DEERE & CO PROPERTY TYPE: SECURITIES 292.00 | | | | 08/05/2011 -4.00 | 10/12/2011 |
| 7,406.00 | | 103. DEERE & CO PROPERTY TYPE: SECURITIES 4,554.00 | | | | 05/20/2009 2,852.00 | 10/12/2011 |
| 2,257.00 | | 29. DEERE & CO PROPERTY TYPE: SECURITIES 2,337.00 | | | | 03/09/2012 -80.00 | 07/11/2012 |
| 1,364.00 | | 29. WALT DISNEY PRODUCTIONS PROPERTY TYPE: SECURITIES 1,230.00 | | | | 03/09/2012 134.00 | 07/11/2012 |
| 1,892.00 | | 55. DISCOVER FINANCIAL SERVICES PROPERTY TYPE: SECURITIES 1,820.00 | | | | 04/04/2012 72.00 | 07/11/2012 |

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

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| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 8,543.00 | | 182. DIRECTV PROPERTY TYPE: SECURITIES 8,377.00 | | | | 02/25/2011 | 03/09/2012 | |
| | | | | | | 166.00 | | |
| 3,520.00 | | 75. DIRECTV PROPERTY TYPE: SECURITIES 3,739.00 | | | | 08/05/2011 | 03/09/2012 | |
| | | | | | | -219.00 | | |
| 13,515.00 | | 146. DOLLAR TREE INC PROPERTY TYPE: SECURITIES 7,885.00 | | | | 08/05/2011 | 03/09/2012 | |
| | | | | | | 5,630.00 | | |
| 655.00 | | 28. E M C CORP PROPERTY TYPE: SECURITIES 617.00 | | | | 12/01/2010 | 07/11/2012 | |
| | | | | | | 38.00 | | |
| 12,035.00 | | 268. EMERSON ELEC CO PROPERTY TYPE: SECURITIES 13,400.00 | | | | 03/09/2012 | 06/04/2012 | |
| | | | | | | -1,365.00 | | |
| 10,970.00 | | 285. EXELON CORP PROPERTY TYPE: SECURITIES 13,368.00 | | | | 09/16/2010 | 03/09/2012 | |
| | | | | | | -2,398.00 | | |
| 8,647.00 | | 102. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 8,337.00 | | | | 10/27/2011 | 03/09/2012 | |
| | | | | | | 310.00 | | |
| 840.00 | | 10. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 817.00 | | | | 10/27/2011 | 07/11/2012 | |
| | | | | | | 23.00 | | |
| 1,260.00 | | 14. FEDEX CORPORATION PROPERTY TYPE: SECURITIES 1,278.00 | | | | 03/09/2012 | 07/11/2012 | |
| | | | | | | -18.00 | | |
| 11,951.00 | | 196. FLUOR CORP-NEW PROPERTY TYPE: SECURITIES 10,722.00 | | | | 11/04/2011 | 03/09/2012 | |
| | | | | | | 1,229.00 | | |
| 2,809.00 | | 223. FORD MOTOR CO PROPERTY TYPE: SECURITIES 3,260.00 | | | | 02/23/2011 | 03/09/2012 | |
| | | | | | | -451.00 | | |

**FORM 990-PF - PART IV
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| 5,290.00 | | 420. FORD MOTOR CO PROPERTY TYPE: SECURITIES 4,570.00 | | | | | 08/05/2011 720.00 | 03/09/2012 |
| 12,254.00 | | 973. FORD MOTOR CO PROPERTY TYPE: SECURITIES 11,592.00 | | | | | 05/14/2010 662.00 | 03/09/2012 |
| 4,187.00 | | 89. FREEPORT-MCMORAN COPPER AND GOLD, IN PROPERTY TYPE: SECURITIES 3,526.00 | | | | | 05/11/2010 661.00 | 01/26/2012 |
| 4,307.00 | | 109. FREEPORT-MCMORAN COPPER AND GOLD, I PROPERTY TYPE: SECURITIES 5,579.00 | | | | | 02/22/2011 -1,272.00 | 03/09/2012 |
| 4,702.00 | | 119. FREEPORT-MCMORAN COPPER AND GOLD, I PROPERTY TYPE: SECURITIES 4,202.00 | | | | | 05/11/2010 500.00 | 03/09/2012 |
| 948.00 | | 24. FREEPORT-MCMORAN COPPER AND GOLD, IN PROPERTY TYPE: SECURITIES 1,103.00 | | | | | 08/05/2011 -155.00 | 03/09/2012 |
| 4,603.00 | | 242. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 4,022.00 | | | | | 09/01/2011 581.00 | 03/09/2012 |
| 18,546.00 | | 975. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 16,148.00 | | | | | 05/27/2010 2,398.00 | 03/09/2012 |
| 2,610.00 | | 4. GOOGLE INC PROPERTY TYPE: SECURITIES 2,237.00 | | | | | 03/15/2010 373.00 | 01/06/2012 |
| 1,958.00 | | 3. GOOGLE INC PROPERTY TYPE: SECURITIES 1,804.00 | | | | | 03/04/2011 154.00 | 01/06/2012 |
| 6,152.00 | | 29. GRAINGER W.W. PROPERTY TYPE: SECURITIES 5,568.00 | | | | | 01/31/2012 584.00 | 03/09/2012 |

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| 1,716.00 | | 39. HCP, INC. PROPERTY TYPE: SECURITIES 1,526.00 | | | | 03/09/2012 | 07/11/2012 190.00 | |
| 717.00 | | 13. HEINZ H J CO. PROPERTY TYPE: SECURITIES 688.00 | | | | 03/09/2012 | 07/11/2012 29.00 | |
| 1,163.00 | | 27. HELMERICH AND PAYNE PROPERTY TYPE: SECURITIES 1,664.00 | | | | 03/09/2012 | 07/11/2012 -501.00 | |
| 5,666.00 | | 149. HOSPIRA INC PROPERTY TYPE: SECURITIES 7,974.00 | | | | 02/22/2011 | 10/13/2011 -2,308.00 | |
| 5,514.00 | | 190. HOSPIRA INC PROPERTY TYPE: SECURITIES 10,257.00 | | | | 08/05/2011 | 10/19/2011 -4,743.00 | |
| 4,813.00 | | 178. INTEL CORP PROPERTY TYPE: SECURITIES 4,276.00 | | | | 11/10/2011 | 03/09/2012 537.00 | |
| 14,697.00 | | 565. INTEL CORP PROPERTY TYPE: SECURITIES 13,847.00 | | | | 01/20/2012 | 07/09/2012 850.00 | |
| 17,130.00 | | 127. INTERCONTINENTAL EXCHANGE INC PROPERTY TYPE: SECURITIES 17,918.00 | | | | 03/09/2012 | 04/04/2012 -788.00 | |
| 16,047.00 | | 80. I B M CORP PROPERTY TYPE: SECURITIES 14,843.00 | | | | 01/04/2012 | 03/09/2012 1,204.00 | |
| 15,505.00 | | 270. INTUIT PROPERTY TYPE: SECURITIES 14,591.00 | | | | 08/05/2011 | 03/09/2012 914.00 | |
| 3,425.00 | | 37. I SHARES S & P MIDCAP 400 PROPERTY TYPE: SECURITIES 3,101.00 | | | | 04/29/2010 | 07/11/2012 324.00 | |

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

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| 54,318.00 | | 521. I SHARES BARCLAYS 1-3 YR CREDIT BON PROPERTY TYPE: SECURITIES 54,344.00 | | | | | 02/11/2010 | 12/27/2011 -26.00 |
| 16,340.00 | | 398. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 15,839.00 | | | | | 04/15/2010 | 03/09/2012 501.00 |
| 1,220.00 | | 18. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 1,168.00 | | | | | 03/09/2012 | 07/11/2012 52.00 |
| 25,000.00 | | 25000. KIMBERLY CLARK CORP 5.625% 02/15/ PROPERTY TYPE: SECURITIES 25,401.00 | | | | | 05/22/2007 | 02/15/2012 -401.00 |
| 4,272.00 | | 155. LEGG MASON INC PROPERTY TYPE: SECURITIES 5,682.00 | | | | | 04/14/2011 | 01/26/2012 -1,410.00 |
| 12,202.00 | | 446. LEGG MASON INC PROPERTY TYPE: SECURITIES 14,764.00 | | | | | 09/21/2011 | 03/09/2012 -2,562.00 |
| 75,000.00 | | 75000. LOWES COMPANIES INC 5.6% 09/15/20 PROPERTY TYPE: SECURITIES 76,329.00 | | | | | 12/09/2008 | 09/15/2012 -1,329.00 |
| 21,589.00 | | 222. MCDONALD'S CORP PROPERTY TYPE: SECURITIES 21,532.00 | | | | | 03/09/2012 | 05/02/2012 57.00 |
| 4,815.00 | | 128. MERCK & CO INC. NEW PROPERTY TYPE: SECURITIES 4,768.00 | | | | | 01/07/2011 | 03/09/2012 47.00 |
| 1,642.00 | | 40. MERCK & CO INC. NEW PROPERTY TYPE: SECURITIES 1,490.00 | | | | | 01/07/2011 | 07/11/2012 152.00 |
| 424.00 | | 11. METLIFE INC. PROPERTY TYPE: SECURITIES 399.00 | | | | | 08/05/2011 | 03/09/2012 25.00 |

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| 14,133.00 | | 367. METLIFE INC. PROPERTY TYPE: SECURITIES 15,417.00 | | | | 06/02/2010 | 03/09/2012 -1,284.00 | |
| 1,226.00 | | 89. MORGAN STANLEY PROPERTY TYPE: SECURITIES 1,628.00 | | | | 03/09/2012 | 07/11/2012 -402.00 | |
| 2,290.00 | | 38. NEWMONT MINING CO PROPERTY TYPE: SECURITIES 1,696.00 | | | | 05/13/2009 | 12/29/2011 594.00 | |
| 10,067.00 | | 177. NEWMONT MINING CO PROPERTY TYPE: SECURITIES 8,950.00 | | | | 11/04/2010 | 03/09/2012 1,117.00 | |
| 455.00 | | 8. NEWMONT MINING CO PROPERTY TYPE: SECURITIES 437.00 | | | | 08/05/2011 | 03/09/2012 18.00 | |
| 7,110.00 | | 125. NEWMONT MINING CO PROPERTY TYPE: SECURITIES 7,223.00 | | | | 02/22/2011 | 03/09/2012 -113.00 | |
| 641.00 | | 17. NUCOR CORP PROPERTY TYPE: SECURITIES 720.00 | | | | 03/09/2012 | 07/11/2012 -79.00 | |
| 6,163.00 | | 65. OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES 5,138.00 | | | | 01/15/2010 | 10/27/2011 1,025.00 | |
| 3,041.00 | | 30. OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES 2,371.00 | | | | 01/15/2010 | 03/09/2012 670.00 | |
| 676.00 | | 8. OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES 632.00 | | | | 01/15/2010 | 07/11/2012 44.00 | |
| 14,318.00 | | 294. OMNICOM GROUP PROPERTY TYPE: SECURITIES 12,347.00 | | | | 05/12/2010 | 03/09/2012 1,971.00 | |

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| 536.00 | | 11. OMNICOM GROUP PROPERTY TYPE: SECURITIES 471.00 | | | | 08/05/2011 | 03/09/2012 | |
| | | | | | | 65.00 | | |
| 10,267.00 | | 351. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 7,365.00 | | | | 05/12/2010 | 10/05/2011 | |
| | | | | | | 2,902.00 | | |
| 1,537.00 | | 51. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 1,258.00 | | | | 05/12/2010 | 03/09/2012 | |
| | | | | | | 279.00 | | |
| 1,656.00 | | 57. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 1,406.00 | | | | 05/12/2010 | 07/11/2012 | |
| | | | | | | 250.00 | | |
| 757.00 | | 12. PEPSICO INC PROPERTY TYPE: SECURITIES 777.00 | | | | 08/05/2011 | 03/09/2012 | |
| | | | | | | -20.00 | | |
| 17,094.00 | | 271. PEPSICO INC PROPERTY TYPE: SECURITIES 15,017.00 | | | | 11/04/2010 | 03/09/2012 | |
| | | | | | | 2,077.00 | | |
| 4,078.00 | | 48. PHILIP MORRIS INTL INC PROPERTY TYPE: SECURITIES 3,332.00 | | | | 08/19/2011 | 03/09/2012 | |
| | | | | | | 746.00 | | |
| 23,026.00 | | 271. PHILIP MORRIS INTL INC PROPERTY TYPE: SECURITIES 13,526.00 | | | | 05/12/2010 | 03/09/2012 | |
| | | | | | | 9,500.00 | | |
| 3,327.00 | | 113. PHILLIPS 66 PROPERTY TYPE: SECURITIES 4,026.00 | | | | 03/09/2012 | 06/04/2012 | |
| | | | | | | -699.00 | | |
| 11,130.00 | | 240. PLAINS EXPL'N & PROD PROPERTY TYPE: SECURITIES 8,233.00 | | | | 03/09/2011 | 03/09/2012 | |
| | | | | | | 2,897.00 | | |
| 13,691.00 | | 21. PRICELINE.COM INC PROPERTY TYPE: SECURITIES 4,288.00 | | | | 02/09/2010 | 03/09/2012 | |
| | | | | | | 9,403.00 | | |

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| 5,829.00 | | 112. PRUDENTIAL FINANCIAL PROPERTY TYPE: SECURITIES 6,208.00 | | | | 09/16/2010 -379.00 | 11/04/2011 |
| 997.00 | | 16. PRUDENTIAL FINANCIAL PROPERTY TYPE: SECURITIES 1,011.00 | | | | 03/04/2011 -14.00 | 03/09/2012 |
| 2,305.00 | | 37. PRUDENTIAL FINANCIAL PROPERTY TYPE: SECURITIES 1,992.00 | | | | 08/05/2011 313.00 | 03/09/2012 |
| 10,154.00 | | 163. PRUDENTIAL FINANCIAL PROPERTY TYPE: SECURITIES 9,035.00 | | | | 09/16/2010 1,119.00 | 03/09/2012 |
| 4,885.00 | | 214. QLIK TECHNOLOGIES PROPERTY TYPE: SECURITIES 6,899.00 | | | | 08/05/2011 -2,014.00 | 01/05/2012 |
| 4,762.00 | | 81. QUALCOMM INC PROPERTY TYPE: SECURITIES 3,204.00 | | | | 11/19/2009 1,558.00 | 01/31/2012 |
| 4,468.00 | | 70. QUALCOMM INC PROPERTY TYPE: SECURITIES 3,213.00 | | | | 01/15/2010 1,255.00 | 03/09/2012 |
| 8,107.00 | | 127. QUALCOMM INC PROPERTY TYPE: SECURITIES 6,489.00 | | | | 09/22/2011 1,618.00 | 03/09/2012 |
| 14,471.00 | | 286. RED HAT INC PROPERTY TYPE: SECURITIES 12,448.00 | | | | 09/01/2011 2,023.00 | 03/09/2012 |
| 9,262.00 | | 164. SPX CORPORATION PROPERTY TYPE: SECURITIES 13,573.00 | | | | 05/05/2011 -4,311.00 | 11/02/2011 |
| 12,143.00 | | 179. SPX CORPORATION PROPERTY TYPE: SECURITIES 12,155.00 | | | | 08/05/2011 -12.00 | 01/24/2012 |

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------|---|--------------------|---------------------------|------------------------------|--------------|-------------------------|-----------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 292.00 | | 3. SALESFORCE.COM PROPERTY TYPE: SECURITIES 405.00 | | | | 08/05/2011 | 01/04/2012 -113.00 | |
| 3,992.00 | | 41. SALESFORCE.COM PROPERTY TYPE: SECURITIES 5,883.00 | | | | 06/23/2011 | 01/04/2012 -1,891.00 | |
| 1,205.00 | | 28. STATE STREET CORP PROPERTY TYPE: SECURITIES 1,180.00 | | | | 03/09/2012 | 07/11/2012 25.00 | |
| 6,759.00 | | 300. SUNTRUST BANKS PROPERTY TYPE: SECURITIES 7,453.00 | | | | 02/02/2012 | 03/09/2012 -694.00 | |
| 11,851.00 | | 526. SUNTRUST BANKS PROPERTY TYPE: SECURITIES 16,577.00 | | | | 02/03/2011 | 03/09/2012 -4,726.00 | |
| 16,191.00 | | 363. TJX COMPANIES INC PROPERTY TYPE: SECURITIES 12,127.00 | | | | 03/09/2012 | 07/09/2012 4,064.00 | |
| 11,504.00 | | 276. TEVA PHARMACEUTICAL ADR PROPERTY TYPE: SECURITIES 12,987.00 | | | | 09/16/2010 | 12/21/2011 -1,483.00 | |
| 4,089.00 | | 220. TEXTRON INC OK PROPERTY TYPE: SECURITIES 4,707.00 | | | | 11/12/2010 | 11/04/2011 -618.00 | |
| 6,969.00 | | 375. TEXTRON INC OK PROPERTY TYPE: SECURITIES 8,848.00 | | | | 08/05/2011 | 11/04/2011 -1,879.00 | |
| 17,517.00 | | 310. THERMO FISHER SCIENTIFIC, INC. PROPERTY TYPE: SECURITIES 16,854.00 | | | | 10/13/2011 | 03/09/2012 663.00 | |
| 2,475.00 | | 363. THOMPSON CREEK METALS CO INC PROPERTY TYPE: SECURITIES 3,756.00 | | | | 09/16/2010 | 12/29/2011 -1,281.00 | |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|------------------------|-----------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 873.00 | | 128. THOMPSON CREEK METALS CO INC PROPERTY TYPE: SECURITIES 996.00 | | | | 08/05/2011 | 12/29/2011 -123.00 | |
| 1,610.00 | | 26. TIFFANY AND COMPANY PROPERTY TYPE: SECURITIES 1,795.00 | | | | 08/05/2011 | 01/20/2012 -185.00 | |
| 7,863.00 | | 127. TIFFANY AND COMPANY PROPERTY TYPE: SECURITIES 5,579.00 | | | | 09/16/2010 | 01/20/2012 2,284.00 | |
| 874.00 | | 24. UIL HOLDINGS CORPORTION PROPERTY TYPE: SECURITIES 834.00 | | | | 03/09/2012 | 07/11/2012 40.00 | |
| 7,445.00 | | 69. UNION PACIFIC CORP PROPERTY TYPE: SECURITIES 7,684.00 | | | | 01/24/2012 | 03/09/2012 -239.00 | |
| 4,222.00 | | 57. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 3,899.00 | | | | 09/16/2010 | 12/27/2011 323.00 | |
| 4,353.00 | | 52. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 3,557.00 | | | | 09/16/2010 | 02/09/2012 796.00 | |
| 18,317.00 | | 219. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 14,979.00 | | | | 09/16/2010 | 03/09/2012 3,338.00 | |
| 2,509.00 | | 30. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 2,099.00 | | | | 08/09/2011 | 03/09/2012 410.00 | |
| 837.00 | | 15. UNITEDHEALTH GROUP, INC. PROPERTY TYPE: SECURITIES 683.00 | | | | 08/05/2011 | 03/09/2012 154.00 | |
| 11,492.00 | | 206. UNITEDHEALTH GROUP, INC. PROPERTY TYPE: SECURITIES 6,327.00 | | | | 05/12/2010 | 03/09/2012 5,165.00 | |

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

| Kind of Property | | Description | | | | Date acquired | Date sold |
|--|--------------------------------|---|--------------------|---------------------------|------------------------------|-------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | Gain or (loss) | |
| 53,695.00 | | 1397. VANGUARD EMERGING MARKETS ETF PROPERTY TYPE: SECURITIES 58,827.00 | | | | 04/29/2010 -5,132.00 | 12/16/2011 |
| 1,969.00 | | 44. VERIZON COMMUNICATIONS INC PROPERTY TYPE: SECURITIES 1,703.00 | | | | 01/10/2012 266.00 | 07/11/2012 |
| 1,916.00 | | 16. VISA, INC PROPERTY TYPE: SECURITIES 1,881.00 | | | | 03/09/2012 35.00 | 07/11/2012 |
| 6,780.00 | | 83. VMWARE, INC. PROPERTY TYPE: SECURITIES 7,943.00 | | | | 06/23/2011 -1,163.00 | 01/05/2012 |
| 8,636.00 | | 86. VMWARE, INC. PROPERTY TYPE: SECURITIES 6,953.00 | | | | 08/25/2011 1,683.00 | 03/09/2012 |
| 603.00 | | 6. VMWARE, INC. PROPERTY TYPE: SECURITIES 524.00 | | | | 08/05/2011 79.00 | 03/09/2012 |
| 11,348.00 | | 189. WAL-MART STORES INC PROPERTY TYPE: SECURITIES 11,684.00 | | | | 02/07/2012 -336.00 | 03/09/2012 |
| 8,909.00 | | 170. COVIDIEN PLC PROPERTY TYPE: SECURITIES 6,739.00 | | | | 09/16/2010 2,170.00 | 02/08/2012 |
| 990.00 | | 19. COVIDIEN PLC PROPERTY TYPE: SECURITIES 884.00 | | | | 08/05/2011 106.00 | 03/09/2012 |
| 6,725.00 | | 129. COVIDIEN PLC PROPERTY TYPE: SECURITIES 5,114.00 | | | | 09/16/2010 1,611.00 | 03/09/2012 |
| 17,804.00 | | 249. ACE LTD PROPERTY TYPE: SECURITIES 16,650.00 | | | | 08/05/2011 1,154.00 | 03/09/2012 |

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

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|--|---------------------------------------|---|--------------------------|---------------------------------|------------------------------------|--------------|---------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 3,325.00 | | 205. WEATHERFORD INTL LTD NEW PROPERTY TYPE: SECURITIES 3,172.00 | | | | | 12/01/2009 153.00 | 10/27/2011 |
| 10,545.00 | | 738. WEATHERFORD INTL LTD NEW PROPERTY TYPE: SECURITIES 12,270.00 | | | | | 10/29/2010 -1,725.00 | 12/22/2011 |
| 3,143.00 | | 220. WEATHERFORD INTL LTD NEW PROPERTY TYPE: SECURITIES 3,758.00 | | | | | 06/17/2011 -615.00 | 12/22/2011 |
| TOTAL GAIN (LOSS) | | | | | | | ----- 80,873. ===== | |