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

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

2011

For calendar year 2011 or tax year beginning

11/01, 2011, and ending

10/31, 2012

## Name of foundation

ALFRED CHASE CHARITY FDN U/I

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

Room/suite

P O BOX 1802

City or town, state, and ZIP code

PROVIDENCE, RI 02901-1802

**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) ► \$ 8,217,402. **J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	206,779.	206,678.		STMT 1
5a Gross rents				
b Net rental income or (loss)	38,401.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	2,665,986.			
7 Capital gain net income (from Part IV, line 2)		38,401.		
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)		19,581.		STMT 2
12 Total. Add lines 1 through 11	245,180.	264,660.		
13 Compensation of officers, directors, trustees, etc	49,604.	29,762.		19,842.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,250.	NONE		1,250.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	62,091.	1,954.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	20,249.	9,535.		20,249.
24 Total operating and administrative expenses.				
Add lines 13 through 23	133,194.	41,251.	NONE	41,341.
25 Contributions, gifts, grants paid	622,000.			622,000.
26 Total expenses and disbursements Add lines 24 and 25	755,194.	41,251.	NONE	663,341.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-510,014.			
b Net investment income (if negative, enter -0-)		223,409.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .		176,762.	650,869.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments - U S and state government obligations (attach schedule) . . . . .			
	b Investments - corporate stock (attach schedule) . . . . .	STMT 6.	8,139,562.	7,157,062.
	c Investments - corporate bonds (attach schedule) . . . . .	STMT 7.	3,589.	2,959.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►	(attach schedule)		
	12 Investments - mortgage loans . . . . .			
	13 Investments - other (attach schedule) . . . . .	STMT 8.	223,639.	223,639.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►	(attach schedule)		
	15 Other assets (describe ►) . . . . .	)		
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		8,543,552.	8,034,529.
				8,217,402.
<b>Liabilities</b>	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) . . . . .			
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .		8,543,552.	8,034,529.
	28 Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30 Total net assets or fund balances (see instructions) . . . . .		8,543,552.	8,034,529.
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .		8,543,552.	8,034,529.

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

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	8,543,552.
2 Enter amount from Part I, line 27a . . . . .	2	-510,014.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 9 . . . . .	3	1,100.
4 Add lines 1, 2, and 3 . . . . .	4	8,034,638.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 10 . . . . .	5	109.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	8,034,529.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b> 2,639,527.		2,627,554.	11,973.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	11,973.		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	38,401.	
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	264,023.	8,417,855.	0.031365
2009	166,925.	7,787,804.	0.021434
2008	355,443.	7,119,799.	0.049923
2007	424,551.	8,530,583.	0.049768
2006	441,754.	8,996,989.	0.049100

- 2 Total of line 1, column (d) . . . . .
- 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 . . . . .
- 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 . . . . .
- 5 Multiply line 4 by line 3 . . . . .
- 6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .
- 7 Add lines 5 and 6 . . . . .
- 8 Enter qualifying distributions from Part XII, line 4 . . . . .

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. . . .	Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)	1	2,234.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		2	
3	Add lines 1 and 2 . . . . .		3	2,234.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	2,234.
6	<b>Credits/Payments</b>			
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a	5,800.	
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d	Backup withholding erroneously withheld . . . . .	6d		
7	Total credits and payments. Add lines 6a through 6d . . . . .		7	5,800.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .		8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .		9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .		10	3,566.
11	Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> ► <input type="checkbox"/> 2,236. <b>Refunded</b> ► <input type="checkbox"/> 11			1,330.

**Part VII-A Statements Regarding Activities**

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

**Part VII-A Statements Regarding Activities (continued)**

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no ► <u>(888) 866-3275</u> Located at ► <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP + 4 ► <u>02901-1802</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. ► <u>15</u>	
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►		

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

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

**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))? . . . . .				<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .				<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .				<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . .				<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .				<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)-(5), did 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)? . . . . .						5b
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ►						
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .				<input type="checkbox"/> Yes	<input type="checkbox"/> 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? . . . . .				<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .						6b
	If "Yes" to 6b, file Form 8870.						X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .				<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .						7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		49,604.	-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
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-----				
-----				
-----				
-----				

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 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	
<b>Total. Add lines 1 through 3 . . . . . ►</b>	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities . . . . .	1a	7,591,511.
b Average of monthly cash balances . . . . .	1b	732,990.
c Fair market value of all other assets (see instructions) . . . . .	1c	NONE
d Total (add lines 1a, b, and c) . . . . .	1d	8,324,501.
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	8,324,501.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	4	124,868.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5	8,199,633.
6 Minimum investment return. Enter 5% of line 5 . . . . .	6	409,982.

**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	409,982.
2a Tax on investment income for 2011 from Part VI, line 5 . . . . .	2a	2,234.
b Income tax for 2011. (This does not include the tax from Part VI) . . . . .	2b	
c Add lines 2a and 2b . . . . .	2c	2,234.
3 Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3	407,748.
4 Recoveries of amounts treated as qualifying distributions . . . . .	4	NONE
5 Add lines 3 and 4 . . . . .	5	407,748.
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	407,748.

**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	663,341.
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	663,341.
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	2,234.
6 Adjusted qualifying distributions. Subtract line 5 from line 4 . . . . .	6	661,107.

**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 . . . . .				407,748.
2 Undistributed income, if any, as of the end of 2011			362,256.	
a Enter amount for 2010 only . . . . .		260,938.		
b Total for prior years: 20 09 .20 . . . . .				
3 Excess distributions carryover, if any, to 2011:				
a From 2006 . . . . .	NONE			
b From 2007 . . . . .	NONE			
c From 2008 . . . . .	NONE			
d From 2009 . . . . .	NONE			
e From 2010 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 663,341.			362,256.	
a Applied to 2010, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		260,938.		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2011 distributable amount . . . . .				40,147.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
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 . . . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				367,601.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9:				
a Excess from 2007 . . . . .	NONE			
b Excess from 2008 . . . . .	NONE			
c Excess from 2009 . . . . .	NONE			
d Excess from 2010 . . . . .	NONE			
e Excess from 2011 . . . . .	NONE			

**Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)** **NOT APPLICABLE**

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
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 12

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
SEE STATEMENT 18				
<b>Total</b> .....			► 3a	622,000.
<b>b Approved for future payment</b>				
<b>Total</b> .....			► 3b	

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

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue</b>						
a						
b						
c						
d						
e						
f						
<b>g Fees and contracts from government agencies</b>						
<b>2 Membership dues and assessments</b>						
<b>3 Interest on savings and temporary cash investments</b>						
<b>4 Dividends and interest from securities</b>				14	206,779.	
<b>5 Net rental income or (loss) from real estate</b>						
a Debt-financed property						
b Not debt-financed property						
<b>6 Net rental income or (loss) from personal property</b>						
<b>7 Other investment income</b>						
<b>8 Gain or (loss) from sales of assets other than inventory</b>				18	38,401.	
<b>9 Net income or (loss) from special events</b>						
<b>10 Gross profit or (loss) from sales of inventory</b>						
<b>11 Other revenue a</b>						
b						
c						
d						
e						
<b>12 Subtotal Add columns (b), (d), and (e)</b>					245,180.	
<b>13 Total Add line 12, columns (b), (d), and (e)</b>					13	245,180.

**Part XVI.D. Relationship of Activities to the Accomplishment of Exempt Purposes**

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes
Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions )
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NOT APPLICABLE

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash . . . . .	1a(1)	X
(2)	Other assets . . . . .	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization . . . . .	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization . . . . .	1b(2)	X
(3)	Rental of facilities, equipment, or other assets . . . . .	1b(3)	X
(4)	Reimbursement arrangements . . . . .	1b(4)	X
(5)	Loans or loan guarantees . . . . .	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations . . . . .	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

**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

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

**Sign  
Here**

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

02/25/2013

Date

► SVP Tax

**Title**

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

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

Gains and Losses From Section 1256  
Contracts and Straddles

2011

Attachment  
Sequence No 82Department of the Treasury  
Internal Revenue Service

Name(s) shown on tax return

ALFRED CHASE CHARITY FDN U/I

Identifying number

04-6026314

Check all applicable boxes (see instructions).  A Mixed straddle election  C Mixed straddle account election  
 B Straddle-by-straddle identification election  D Net section 1256 contracts loss election

## Part I Section 1256 Contracts Marked to Market

	(a) Identification of account	(b) (Loss)	(c) Gain
1 SEE STATEMENT 19		31.	
2 Add the amounts on line 1 in columns (b) and (c) . . . . .	2 (	31. )	
3 Net gain or (loss) Combine line 2, columns (b) and (c) . . . . .	3		-31.
4 Form 1099-B adjustments See instructions and attach schedule . . . . .	4		
5 Combine lines 3 and 4 . . . . .	5		-31.
<i>Note: If line 5 shows a net gain, skip line 6 and enter the gain on line 7 Partnerships and S corporations, see instructions</i>			
6 If you have a net section 1256 contracts loss and checked box D above, enter the amount of loss to be carried back Enter the loss as a positive number . . . . .	6		
7 Combine lines 5 and 6 . . . . .	7		-31.
8 Short-term capital gain or (loss). Multiply line 7 by 40% (.40) Enter here and include on the appropriate line of Schedule D (see instructions) . . . . .	8		-12.
9 Long-term capital gain or (loss) Multiply line 7 by 60% (.60) Enter here and include on the appropriate line of Schedule D (see instructions) . . . . .	9		-19.

## Part II Gains and Losses From Straddles. Attach a separate schedule listing each straddle and its components.

## Section A - Losses From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Loss If column (e) is more than (d), enter difference Otherwise, enter -0-	(g) Unrecognized gain on offsetting positions	(h) Recognized loss If column (f) is more than (g), enter difference Otherwise, enter -0-
10							
11a Enter the short-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions) . . . . .	11a (						)
b Enter the long-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions) . . . . .	11b (						)

## Section B - Gains From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain If column (d) is more than (e), enter difference Otherwise, enter -0-
12					
13a Enter the short-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions) . . . . .	13a (				
b Enter the long-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions) . . . . .	13b (				

## Part III Unrecognized Gains From Positions Held on Last Day of Tax Year. Memo Entry Only (see instructions)

(a) Description of property	(b) Date acquired	(c) Fair market value on last business day of tax year	(d) Cost or other basis as adjusted	(e) Unrecognized gain If column (c) is more than (d), enter difference Otherwise, enter -0-
14				

For Paperwork Reduction Act Notice, see instructions.

Form 6781 (2011)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CAMBIAR SMALL CAP FUND INV CL	2,933.	2,933.
ARTIO GLOBAL HIGH INCOME FUND CL I	9,148.	9,047.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	1,084.	1,084.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	725.	725.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	41,162.	41,162.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	378.	378.
DELAWARE EMERGING MKTS FUND CL INSTL CL	3,991.	3,991.
FEDERAL NATL MTG ASSN POOL #E80870	6.	6.
FEDERAL HOME LN MTG CORP POOL #E00881	23.	23.
MORTGAGE-BACKED SEC CTF	1,126.	1,126.
GNMA POOL #495940 DTD 2/1/99 6.00% DUE 2	94.	94.
GNMA POOL #502170 DTD 4/1/99 6.50% DUE 4	30.	30.
GNMA POOL #780551 DTD 4/1/97 7.50% DUE 4	70.	70.
HARBOR INTERNATIONAL FUND INSTL CL	8,170.	8,170.
JOHN HANCOCK FDS III DISCIPLINED VALUE M	616.	616.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	1,092.	1,092.
PIMCO TOTAL RETURN FUND INSTL	87,198.	87,198.
PIMCO COMMODITY REALRETURN STRATEGY FUND	35,995.	35,995.
PIMCO EMERGING MKT CURRENCY FUND INSTL	1,120.	1,120.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	11,344.	11,344.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	474.	474.
TOTAL	206,779.	206,678.

**IRC §4942(h)(2) Election**  
(Form 990-PF, Part XIII)

Name: ALFRED CHASE CHARITY FUND  
Address: P.O. BOX 1802  
PROVIDENCE, RI 02901  
EIN: 04-6026314  
Year Ending: 10/31/2012

Pursuant to IRC §4942(h)(2) and Regulation 53.4942(a)-3(d)(2), the above referenced foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of:

X a. Undistributed income from tax year(s) ending:

Tax Year	Amount
10/31/2009	139,743.00
10/31/2010	121,195.00

\_\_\_\_ b. Corpus.

Karen J. Kiser  
(Signature)

Karen J. Kiser  
(Name)

SVP, TAX  
(Title)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GROSVENOR REGISTERED MULTI-STRATEGY FUND	-----	19,581.
TOTALS	=====	19,581.

## FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,250.			1,250.
TOTALS	1,250.		NONE	1,250.

## FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	54,337.	
FEDERAL ESTIMATES - PRINCIPAL	5,800.	
FOREIGN TAXES ON QUALIFIED FOR	998.	998.
FOREIGN TAXES ON NONQUALIFIED	956.	956.
TOTALS	62,091.	1,954.

## FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE- INCOME GRANTMAKING FEE PD TO TRUSTEE	20,179.	70.	20,179.
DIVIDEND INVESTMENT EXPENSE -		9,535.	
TOTALS	20,249.	9,535.	20,249.

## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
464287614 ISHARES RUSSELL 1000	819,414.	798,691.
197199409 COLUMBIA ACORN FUND	213,581.	208,478.
19765N245 COLUMBIA DIVIDEND IN	1,452,349.	1,586,034.
19765P596 COLUMBIA SMALL CAP G	85,432.	73,499.
19765Y589 COLUMBIA SELECT SMAL	64,074.	53,871.
693390700 PIMCO TOTAL RETURN F	2,221,240.	2,370,550.
722005667 PIMCO COMMODITY REAL	299,013.	216,690.
411511306 HARBOR INTERNATIONAL	341,729.	323,919.
197199813 COLUMBIA ACORN INTER	170,865.	166,614.
19765H636 COLUMBIA MARSICO INT	322,506.	321,964.
72201F409 PIMCO EMERGING MKT C	85,432.	82,829.
77956H104 ROWE T PRICE INTL FD	256,297.	258,335.
99Z466163 HIGH QUALITY CORE CO	825,130.	818,612.
TOTALS	7,157,062.	7,280,086.

## FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3128GG6F5 FEDERAL NATL MTG ASS	65.	66.
36210L4Z3 GNMA POOL #495940 DT	1,399.	1,635.
36210T2B1 GNMA POOL #502170 DT	415.	486.
36225ATG5 GNMA POOL #780551 DT	857.	937.
31294J6S2 FEDERAL HOME LN MTG	223.	236.
TOTALS	2,959.	3,360.

ALFRED CHASE CHARITY FDN U/I

04-6026314

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST / FMV C OR F	ENDING BOOK VALUE	ENDING FMV
125991885 GROSVENOR REGISTERED C	223,639.	223,639.	283,087.
TOTALS	=====	=====	=====

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STATEMENT 8  
25

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

DESCRIPTION	AMOUNT
-----	-----
CTF ADJUSTMENTS	1,069.
PARTNERSHIP ADJ	31.
-----	-----
TOTAL	1,100.
=====	=====

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

=====

DESCRIPTION

AMOUNT

-----

ROUNDING ADJUSTMENT	8.
SECURITIES ADJ	101.

TOTAL	109.
-------	------

=====

STATEMENT 10

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

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 FEDERAL STREET  
BOSTON, MA 02110

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 49,604.

COMPENSATION EXPLANATION:

SEE ATTACHED STATEMENT

TOTAL COMPENSATION:

49,604.

=====

RECIPIENT NAME:

SEE ATTACHED

FORM, INFORMATION AND MATERIALS:

CONTAIN PERTINENT INFORMATION

SUBMISSION DEADLINES:

YEARLY ON 04/01

RESTRICTIONS OR LIMITATIONS ON AWARDS:

PROMOTE EDUCATION, HUMAN SERVICES TO CHARITABLE ORGANIZATIONS WITH  
CONSIDERATION TO THOSE SUPPORTING PEOPLE OF LYNN AND NORTH SHORE AREAS

=====

RECIPIENT NAME:  
FRIENDS OF CHILDREN TRUST FUND  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
GREATER LYNN SENIOR SERVICES INC  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
SUDANESE EDUCATION FUND, INC  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
ASSISTED LIVING CENTER, INC.  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 10,000.

## RECIPIENT NAME:

MASS. ADVOCATES FOR CHILDREN

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 20,000.

## RECIPIENT NAME:

HUNTINGTON THEATRE COMPANY, INC.

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 15,000.

## RECIPIENT NAME:

PHOENIX CHARTER ACADEMY FD TN.

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 15,000.

## RECIPIENT NAME:

BUILD OUT-OF-SCHOOL

TIME NETWORK

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 30,000.

RECIPIENT NAME:  
ASSOCIATED GRANT MAKERS  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
FAMILY & CHILDREN SERVICE  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
FRIENDS OF KIPP ACADEMY LYNN  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
CATHOLIC CHARITABLE BUREAU OF  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 15,000.

---

## RECIPIENT NAME:

LYNN COMM HEALTH CENTER

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 30,000.

## RECIPIENT NAME:

WOMEN'S LUNCH PLACE, INC.

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 25,000.

## RECIPIENT NAME:

LET'S GET READY, INC

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 15,000.

## RECIPIENT NAME:

DARE FAMILY SERVICES, INC.

&amp; PARK

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 15,000.

## RECIPIENT NAME:

CHELSEA COLLABORATIVE

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 230,000.

## RECIPIENT NAME:

NEIGHBORHOOD OF AFFORDABLE HOUSING

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 30,000.

## RECIPIENT NAME:

RESPOND, INC

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 15,000.

## RECIPIENT NAME:

THE FOOD PROJECT

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 20,000.

=====

RECIPIENT NAME:

THE MASS MENTORING PARTNERSHIP

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:

UPHAMS CORNER COMM CENTER

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:

VOLUNTEERS IN MEDICINE BERKSHIRE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 20,000.

TOTAL GRANTS PAID:

622,000.

=====

## FORM 6781, PART I -- SECTION 1256 CONTRACTS MARKED TO MARKET

DESCRIPTION	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR BASIS	LOSS	GAIN
GROVE SNOR HEDGE FUND CONTRACT AND S			OPEN		31.	
TOTAL GAINS AND LOSSES					31.	

## FEDERAL FOOTNOTES

=====

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

**SCHEDULE D**  
**(Form 1041)**Department of the Treasury  
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

**2011**

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

Name of estate or trust

ALFRED CHASE CHARITY FDN U/I

Employer identification number

04-6026314

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	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	2	-12.
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	3	-360.
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	-372.

**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					26,494.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	6b	11,973.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	7	-19.
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	8	325.
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	38,773.

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

Schedule D (Form 1041) 2011

<b>Part III Summary of Parts I and II</b>		<b>(1) Beneficiaries' (see instr.)</b>	<b>(2) Estate's or trust's</b>	<b>(3) Total</b>
<b>13</b>	<b>Net short-term gain or (loss)</b>	<b>13</b>		<b>-372.</b>
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year	<b>14a</b>		<b>38,773.</b>
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	<b>14b</b>		
c	28% rate gain	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss). Combine lines 13 and 14a ►</b>	<b>15</b>		<b>38,401.</b>

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

#### **Part IV Capital Loss Limitation**

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

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

#### **Part V Tax Computation Using Maximum Capital Gains Rates**

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

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

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

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

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side <b>ALFRED CHASE CHARITY FDN U/I</b>					<b>Employer identification number</b> <b>04-6026314</b>
<b>Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year</b>					
(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 7839.881 CAMBIAR SMALL CAP	03/29/2011	04/18/2012	144,881.00	149,507.00	-4,626.00
24455.813 ARTIO GLOBAL HIG FUND CL I	03/29/2011	04/19/2012	235,999.00	256,195.00	-20,196.00
107263.604 COLUMBIA SELECT GROWTH FUND CLASS Z SHARES	03/29/2011	09/13/2012	1,500,618.00	1,452,349.00	48,269.00
20786.449 DELAWARE EMERGIN CL INSTL CL	03/29/2011	05/02/2012	283,111.00	341,729.00	-58,618.00
1.78 FEDERAL NATL MTG ASSN #E80870	08/17/2000	11/30/2011	2.00	2.00	
1.79 FEDERAL NATL MTG ASSN #E80870	08/17/2000	12/31/2011	2.00	2.00	
1.8 FEDERAL NATL MTG ASSN	08/17/2000	01/31/2012	2.00	2.00	
1.82 FEDERAL NATL MTG ASSN #E80870	08/17/2000	02/29/2012	2.00	2.00	
1.83 FEDERAL NATL MTG ASSN #E80870	08/17/2000	03/31/2012	2.00	2.00	
1.84 FEDERAL NATL MTG ASSN #E80870	08/17/2000	04/30/2012	2.00	2.00	
1.85 FEDERAL NATL MTG ASSN #E80870	08/17/2000	05/31/2012	2.00	2.00	
1.86 FEDERAL NATL MTG ASSN #E80870	08/17/2000	06/30/2012	2.00	2.00	
1.87 FEDERAL NATL MTG ASSN #E80870	08/17/2000	07/31/2012	2.00	2.00	
1.88 FEDERAL NATL MTG ASSN #E80870	08/17/2000	08/31/2012	2.00	2.00	
1.89 FEDERAL NATL MTG ASSN #E80870	08/17/2000	09/30/2012	2.00	2.00	
1.91 FEDERAL NATL MTG ASSN #E80870	08/17/2000	10/31/2012	2.00	2.00	
7.87 FEDERAL HOME LN MTG C #E00881	08/17/2000	11/30/2011	8.00	8.00	
7.38 FEDERAL HOME LN MTG C #E00881	08/17/2000	12/31/2011	7.00	7.00	
13.91 FEDERAL HOME LN MTG #E00881	08/17/2000	01/31/2012	14.00	14.00	
7.77 FEDERAL HOME LN MTG C #E00881	08/17/2000	02/29/2012	8.00	8.00	
8.41 FEDERAL HOME LN MTG C #E00881	08/17/2000	03/31/2012	8.00	9.00	-1.00
16.99 FEDERAL HOME LN MTG #E00881	08/17/2000	04/30/2012	17.00	17.00	
7.79 FEDERAL HOME LN MTG C #E00881	08/17/2000	05/31/2012	8.00	8.00	
7.27 FEDERAL HOME LN MTG C #E00881	08/17/2000	06/30/2012	7.00	7.00	
7.07 FEDERAL HOME LN MTG C #E00881	08/17/2000	07/31/2012	7.00	7.00	
<b>6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . .</b>					

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.					Employer identification number 04-6026314
<b>Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year</b>					
(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 7.84 FEDERAL HOME LN MTG C #E00881	08/17/2000	08/31/2012	8.00	8.00	
14.29 FEDERAL HOME LN MTG #E00881	08/17/2000	09/30/2012	14.00	14.00	
7.11 FEDERAL HOME LN MTG C #E00881	08/17/2000	10/31/2012	7.00	7.00	
6.91 GNMA POOL #495940 DTD 6.00% DUE 2/15/2029	04/26/1999	11/30/2011	7.00	7.00	
6.19 GNMA POOL #495940 DTD 6.00% DUE 2/15/2029	04/26/1999	12/31/2011	6.00	6.00	
81.84 GNMA POOL #495940 DT 6.00% DUE 2/15/2029	04/26/1999	01/31/2012	82.00	80.00	2.00
6.33 GNMA POOL #495940 DTD 6.00% DUE 2/15/2029	04/26/1999	02/29/2012	6.00	6.00	
6.87 GNMA POOL #495940 DTD 6.00% DUE 2/15/2029	04/26/1999	03/31/2012	7.00	7.00	
6.64 GNMA POOL #495940 DTD 6.00% DUE 2/15/2029	04/26/1999	04/30/2012	7.00	6.00	1.00
6.6 GNMA POOL #495940 DTD DUE 2/15/2029	04/26/1999	05/31/2012	7.00	6.00	1.00
92.9 GNMA POOL #495940 DTD 6.00% DUE 2/15/2029	04/26/1999	06/30/2012	93.00	90.00	3.00
7. GNMA POOL #495940 DTD 2 DUE 2/15/2029	04/26/1999	07/31/2012	7.00	7.00	
6.54 GNMA POOL #495940 DTD 6.00% DUE 2/15/2029	04/26/1999	08/31/2012	7.00	6.00	1.00
9.74 GNMA POOL #495940 DTD 6.00% DUE 2/15/2029	04/26/1999	09/30/2012	10.00	9.00	1.00
11.07 GNMA POOL #495940 DT 6.00% DUE 2/15/2029	04/26/1999	10/31/2012	11.00	11.00	
1.51 GNMA POOL #502170 DTD 6.50% DUE 4/15/2029	03/25/1999	11/30/2011	2.00	2.00	
1.52 GNMA POOL #502170 DTD 6.50% DUE 4/15/2029	03/25/1999	12/31/2011	2.00	2.00	
113.58 GNMA POOL #502170 D 6.50% DUE 4/15/2029	03/25/1999	01/31/2012	114.00	113.00	1.00
1.28 GNMA POOL #502170 DTD 6.50% DUE 4/15/2029	03/25/1999	02/29/2012	1.00	1.00	
1.27 GNMA POOL #502170 DTD 6.50% DUE 4/15/2029	03/25/1999	03/31/2012	1.00	1.00	
1.28 GNMA POOL #502170 DTD 6.50% DUE 4/15/2029	03/25/1999	04/30/2012	1.00	1.00	
1.28 GNMA POOL #502170 DTD 6.50% DUE 4/15/2029	03/25/1999	05/31/2012	1.00	1.00	
1.29 GNMA POOL #502170 DTD 6.50% DUE 4/15/2029	03/25/1999	06/30/2012	1.00	1.00	
1.3 GNMA POOL #502170 DTD DUE 4/15/2029	03/25/1999	07/31/2012	1.00	1.00	
1.31 GNMA POOL #502170 DTD 6.50% DUE 4/15/2029	03/25/1999	08/31/2012	1.00	1.00	
<b>6b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .					

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . 11,973.00

Schedule D-1 (Form 1041) 2011

ALFRED CHASE CHARITY FDN U/I  
 04-6026314  
 Balance Sheet  
 10/31/2012



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	650869.180	650,869.18	650,869.18
125991885	GROSVENOR REGISTERED MULTI-	283086.790	223,639.00	283,086.79
197199409	COLUMBIA ACORN FUND	6804.102	213,580.76	208,477.69
197199813	COLUMBIA ACORN INTERNATIONAL	4167.430	170,864.61	166,613.85
19765H636	COLUMBIA MARSICO INTERNATIONAL	28644.528	322,506.18	321,964.49
19765N245	COLUMBIA DIVIDEND INCOME FUND	106947.658	1,452,349.20	1,586,033.77
19765P596	COLUMBIA SMALL CAP GROWTH I	2465.579	85,432.31	73,498.91
19765Y589	COLUMBIA SELECT SMALL CAP FUND	3482.295	64,074.23	53,871.10
3128GG6F5	FEDERAL NATL MTG ASSN	65.320	65.49	65.50
31294J6S2	FEDERAL HOME LN MTG CORP	220.380	223.47	236.13
36210L4Z3	GNMA POOL #495940 DTD 2/1/99	1438.340	1,399.01	1,635.13
36210T2B1	GNMA POOL #502170 DTD 4/1/99	416.900	415.37	485.91
36225ATG5	GNMA POOL #780551 DTD 4/1/97	863.250	857.29	937.32
411511306	HARBOR INTERNATIONAL FUND	5479.943	341,729.22	323,919.43
464287614	ISHARES RUSSELL 1000 GROWTH	12335.000	819,414.05	798,691.25
693390700	PIMCO TOTAL RETURN FUND	204534.065	2,221,239.95	2,370,549.81
722005667	PIMCO COMMODITY REALRETURN	31541.463	299,013.07	216,689.85
72201F409	PIMCO EMERGING MKT CURRENCY	7888.487	85,432.31	82,829.11
77956H104	ROWE T PRICE INTL FDS INC	25476.831	256,296.92	258,335.07
99Z466163	HIGH QUALITY CORE COMMON TRUST	80212.789	825,129.71	818,611.62
		Totals	8,034,531.33	8,217,401.91