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

2011

Department of the Treasury
Internal Revenue Service

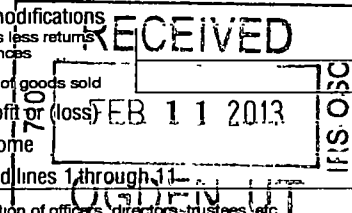
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning **NOV 1, 2011**, and ending **OCT 31, 2012**

Name of foundation THE IORIO CHARITABLE FOUNDATION		A Employer identification number 04-6745180
Number and street (or P O box number if mail is not delivered to street address) 370 MAIN STREET, 12TH FLOOR	Room/suite	B Telephone number (508) 459-8000
City or town, state, and ZIP code WORCESTER, MA 01608		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,975,107.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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			N/A	
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	31,146.	31,146.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	92,085.			
b Gross sales price for all assets on line 6a 1,840,792.				
7 Capital gain net income (from Part IV, line 2)		92,085.		
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)				
11 Other income				
12 Total. Add lines 1 through 11	123,231.	123,231.		
13 Compensation of officers, directors, trustees, etc.	6,869.	2,748.		4,121.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 2	3,791.	1,516.		2,275.
b Accounting fees STMT 3	1,550.	0.		0.
c Other professional fees				
17 Interest				
18 Taxes STMT 4	2,963.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	99.	0.		99.
24 Total operating and administrative expenses. Add lines 13 through 23	15,272.	4,264.		6,495.
25 Contributions, gifts, grants paid	90,000.			90,000.
26 Total expenses and disbursements. Add lines 24 and 25	105,272.	4,264.		96,495.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	17,959.			
b Net investment income (if negative, enter -0-)		118,967.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED FEB 20 2013 Revenue



90-14 a

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		83,561.	82,586.	82,586.	
	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					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 6		1,744,763.	1,763,608.	1,892,521.	
	c Investments - corporate bonds					
11 Investments - land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)		1,828,324.	1,846,194.	1,975,107.		
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					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)		0.	0.			
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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27 Capital stock, trust principal, or current funds		1,828,324.	1,828,324.			
28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds		0.	17,870.			
30 Total net assets or fund balances		1,828,324.	1,846,194.			
31 Total liabilities and net assets/fund balances		1,828,324.	1,846,194.			

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	1,828,324.
2 Enter amount from Part I, line 27a	2	17,959.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,846,283.
5 Decreases not included in line 2 (itemize) ▶ SECURITIES ADJUSTMENT	5	89.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,846,194.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED BANK OF AMERICA - L/T	P		
b CAPITAL GAINS DIVIDENDS			
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 1,835,664.		1,748,707.	86,957.
b 5,128.			5,128.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			86,957.
b			5,128.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	92,085.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 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	87,079.	1,962,524.	.044371
2009	45,158.	1,748,096.	.025833
2008	31,251.	1,449,359.	.021562
2007	37,222.	2,160,025.	.017232
2006	49,916.	2,215,819.	.022527

2 Total of line 1, column (d)	2	.131525
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.026305
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,955,068.
5 Multiply line 4 by line 3	5	51,428.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,190.
7 Add lines 5 and 6	7	52,618.
8 Enter qualifying distributions from Part XII, line 4	8	96,495.

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	1,190.
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	0.
3 Add lines 1 and 2		3	1,190.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,190.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	900.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	900.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	4.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	294.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>FLETCHER TILTON PC</u> Telephone no. ▶ <u>(508) 459-8000</u> Located at ▶ <u>370 MAIN STREET, 12TH FLOOR, WORCESTER, MA</u> ZIP+4 ▶ <u>01608</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 <u>N/A</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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.) <u>N/A</u>	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.) <u>N/A</u>	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 propoganda, 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)? 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 N/A

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). N/A

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. X

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 N/A

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.

(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
BANK OF AMERICA 100 FEDERAL STREET BOSTON, MA 02110	TRUSTEE 40.00	6,869.	0.	0.
FLETCHER TILTON PC 370 MAIN STREET, 12TH FLR WORCESTER, MA 01608	TRUSTEE 10.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

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	1,856,497.
b	Average of monthly cash balances	1b	128,344.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,984,841.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,984,841.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,773.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,955,068.
6	Minimum investment return. Enter 5% of line 5	6	97,753.

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	97,753.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,190.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,190.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	96,563.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	96,563.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	96,563.

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	96,495.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	96,495.
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	5	1,190.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	95,305.

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				96,563.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			89,973.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 96,495.				
a Applied to 2010, but not more than line 2a			89,973.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				6,522.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				90,041.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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).)

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>SEE ATTACHED LIST 370 MAIN STREET, SUITE 1200 WORCESTER, MA 01608</p>	NONE	N/A	ONGOING SUPPORT	90,000.
Total			▶ 3a	90,000.
<p>b Approved for future payment</p> <p>NONE</p>				
Total			▶ 3b	0.

Payments Made By Payment Fund

1/7/2013

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
<u>Iorio Foundation</u>				
Bentley College <i>Men's Ice Hockey Program</i> \$2,500 00	7313466	10/29/2012	\$2,500 00	
City Parks Foundation <i>Friends of St Nicholas Park</i> \$3,000 00	7313443	10/29/2012	\$3,000 00	
Cushing Academy \$5,000 00	7313634	6/27/2012	\$5,000 00	
Cushing Academy \$5,000 00	7313461	10/29/2012	\$5,000 00	
Friends of Millis Council on Aging <i>General Support</i> \$2,500 00	7313460	10/29/2012	\$2,500 00	
Friends of the Millis Public Library <i>Capital Campaign re Children's Room</i> \$20,000 00	7313463	10/29/2012	\$20,000 00	
Harlem School of The Arts, Inc. <i>General Support</i> \$3,500 00	7313465	10/29/2012	\$3,500 00	
King Philip Regional Youth Hockey \$5,000 00	7313467	10/29/2012	\$5,000 00	

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Little Hill Foundation for the Rehabilitation of Alcoholics <i>Little-Hill Alma Lodge</i> \$3,000 00	7313447	10/29/2012	\$3,000 00	
Massachusetts College of Pharmacy and Health Sciences \$5,000 00	7313635	6/27/2012	\$5,000 00	
Massachusetts College of Pharmacy and Health Sciences <i>Annual Fund</i> \$5,000 00	7313462	10/29/2012	\$5,000 00	
Monadnock Conservancy <i>General Support</i> \$3,500 00	7313445	10/29/2012	\$3,500 00	
New England Forestry Foundation <i>General Support</i> \$3,500 00	7313441	10/29/2012	\$3,500 00	
The New York Public Library <i>Counee Cullen Branch</i> \$3,500 00	7313468	10/29/2012	\$3,500 00	
Southern End Community Association <i>General Support</i> \$5,000 00	7313446	10/29/2012	\$5,000 00	
The Trustees of Reservations \$4,000 00	7313459	10/29/2012	\$4,000 00	
WGBH Educational Foundation <i>General Support</i> \$2,500 00	7313444	10/29/2012	\$2,500 00	

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Wise Council On Alcohol and Drug Abuse <i>General Support</i> \$5,000 00	7313469	10/29/2012	\$5,000 00	
YMCA of Greater New York-West Side YMCA <i>Strong Kids Campaign Tender Care Program</i> \$3,500 00	7313464	10/29/2012	\$3,500 00	
<i>Total Iono Foundation</i> (19 items)			<u>\$90,000 00</u>	
Grand Total (19 items)			<u>\$90,000 00</u>	

THE IORIC CHARITABLE FOUNDATION
 Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
100. DPL INC	11/15/2010	11/25/2011	3,000.00	2,613.50	386.50
200. AMERICAN TOWER CORP COM	11/15/2010	03/19/2012	12,771.79	10,369.00	2,402.79
100. MEDCO HEALTH SOLUTIONS INC	12/30/2008	04/02/2012	7,455.69	4,575.69	2,880.00
325. AT&T INC	12/30/2008	06/07/2012	11,139.12	9,092.69	2,046.43
225. AT&T INC	02/04/2009	06/07/2012	7,711.70	5,586.19	2,125.51
275. AT&T INC	03/08/2005	06/07/2012	9,425.41	6,666.00	2,759.41
175. ABBOTT LABORATORIES	02/04/2009	06/07/2012	10,750.93	9,845.06	905.87
100. ABBOTT LABORATORIES	11/15/2010	06/07/2012	6,143.39	4,855.50	1,287.89
100. ABBOTT LABORATORIES	05/04/2004	06/07/2012	6,143.39	4,194.73	1,948.66
1400. ADVANCED MICRO DEVICES INC	11/15/2010	06/07/2012	8,154.81	10,899.00	-2,744.19
200. AKAMAI TECHNOLOGIES INC	11/15/2010	06/07/2012	5,868.86	9,378.90	-3,510.04
100. ALLERGAN INCORPORATED	11/15/2010	06/07/2012	9,096.29	6,872.50	2,223.79
200. AMERICAN ELECTRIC POWER CO	11/15/2010	06/07/2012	7,897.82	7,325.00	572.82
195. AMGEN INC COM	12/30/2008	06/07/2012	13,547.31	11,126.21	2,421.10
50. AMGEN INC COM	02/04/2009	06/07/2012	3,473.67	2,834.13	639.54
150. APACHE CORPORATION	12/30/2008	06/07/2012	12,625.96	10,855.73	1,770.23
125. APPLE COMPUTER INCORPORATE	07/26/2007	06/07/2012	71,788.18	18,050.19	53,737.99
25. APPLE COMPUTER INCORPORATE	02/04/2009	06/07/2012	14,357.64	2,349.69	12,007.95
200. AUTODESK INC (DEL)	11/15/2010	06/07/2012	6,587.85	7,069.00	-481.15
100. AUTOLIV INC	11/15/2010	06/07/2012	5,728.37	7,413.50	-1,685.13
300. AVON PRODUCTS INC	07/26/2007	06/07/2012	4,889.38	11,742.75	-6,853.37
100. BAKER HUGHES INCORPORATED	11/15/2010	06/07/2012	4,064.40	4,839.50	-775.10
100. BORG WARNER INC	11/15/2010	06/07/2012	6,796.66	5,883.50	913.16
200. BROADCOM CORP CL A	11/15/2010	06/07/2012	6,838.84	8,177.00	-1,338.16
400. CBS CORP CL B COM	11/15/2010	06/07/2012	12,819.71	6,678.00	6,141.71
300. CIGNA CORPORATION	11/15/2010	06/07/2012	13,297.20	11,137.50	2,159.70
400. CARDINAL HEALTH INCORPORATED	11/15/2010	06/07/2012	16,717.62	13,994.00	2,723.62
100. CELANESE CORP DEL SER A	11/15/2010	06/07/2012	3,958.41	3,723.50	234.91
200. CELGENE CORP	11/15/2010	06/07/2012	13,059.70	12,139.00	920.70
100. CHEVRONTXACO CORP COM	11/15/2010	06/07/2012	10,114.98	8,587.34	1,527.64
50. CHEVRONTXACO CORP COM	02/04/2009	06/07/2012	5,057.49	3,579.88	1,477.61
Totals					

THE IORIC -HARITABLE FOUNDATION
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
300. CHEVRONTEXACO CORP COM	10/31/2006	06/07/2012	30,344.96	19,742.82	10,602.14
455. CISCO SYSTEMS INCORPORATED	12/23/1998	06/07/2012	7,548.09	10,770.70	-3,222.61
100. CISCO SYSTEMS INCORPORATED	11/15/2010	06/07/2012	1,658.92	2,008.50	-349.58
470. CITIGROUP INC NEW COM	11/15/2010	06/07/2012	12,773.98	20,515.50	-7,741.52
500. COCA COLA CO COM	11/15/2010	06/07/2012	37,214.66	31,497.50	5,717.16
175. COLGATE PALMOLIVE CO	02/04/2009	06/07/2012	17,348.23	11,185.56	6,162.67
963.22 COLUMBIA ACORN FUND CLASS Z SHARES	11/17/2003	06/07/2012	27,885.22	20,632.17	7,253.05
2137.446 COLUMBIA ACORN INTERNATIONAL FUND CL Z	04/15/2010	06/07/2012	76,948.06	79,000.00	-2,051.94
2038.096 COLUMBIA ACORN SELECT FUND CLASS Z SHARES	07/26/2007	06/07/2012	50,402.11	60,857.55	-10,455.44
4781.038 COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND CLASS Z	02/09/1996	06/07/2012	50,248.71	110,232.84	-59,984.13
1132.475 COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND CLASS Z	12/21/2006	06/07/2012	11,902.31	21,530.08	-9,627.77
286.098 COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND CLASS Z	12/21/2007	06/07/2012	3,006.89	4,975.88	-1,968.99
1244.315 COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND CLASS Z	12/21/2007	06/07/2012	13,077.75	21,641.39	-8,563.64
108.4 COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND CLASS Z	12/22/2005	06/07/2012	1,139.28	1,878.65	-739.37
2910.178 COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND CLASS Z	12/19/2000	06/07/2012	30,585.97	49,149.94	-18,563.97
2843.523 COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND CLASS Z	01/07/2004	06/07/2012	29,885.43	40,000.00	-10,114.57
642.365 COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND CLASS Z	12/18/2008	06/07/2012	6,751.26	5,767.12	984.14
1455.18 COLUMBIA SMALL CAP CORE FUND CLASS Z SHARES	12/11/2003	06/07/2012	21,754.94	25,000.00	-3,245.06
3015.682 COLUMBIA SMALL CAP CORE FUND CLASS Z SHARES	11/17/2003	06/07/2012	45,084.45	50,000.00	-4,915.55
300. COMCAST CORP NEW CL A COM	11/15/2010	06/07/2012	9,056.79	6,187.50	2,869.29
500. COMCAST CORP NEW CL A COM	12/30/2008	06/07/2012	15,094.66	8,093.75	7,000.91
100. CORNING INC	11/15/2010	06/07/2012	1,301.53	1,838.50	-536.97
Totals					

THE IORIC HERITABLE FOUNDATION
 Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
375. CORNING INC	02/04/2009	06/07/2012	4,880.74	4,034.06	846.68
200. COSTCO WHOLESALE CORP	11/15/2010	06/07/2012	17,662.60	13,111.00	4,551.60
200. COVENTRY HEALTH CARE INC	11/15/2010	06/07/2012	6,387.85	5,074.00	1,313.85
100. CUMMINS ENGINE INC	02/04/2009	06/07/2012	9,819.27	2,567.75	7,251.52
125. DEVON ENERGY CORPORATION	07/26/2007	06/07/2012	7,491.70	9,357.19	-1,865.49
25. DEVON ENERGY CORPORATION	12/30/2008	06/07/2012	1,498.34	1,613.44	-115.10
500. DISCOVER FINL SVCS COM	11/15/2010	06/07/2012	16,257.13	9,502.50	6,754.63
300. DISH NETWORK CORP COM CL A	11/15/2010	06/07/2012	8,320.31	5,869.50	2,450.81
200. E M C CORP MASS	11/15/2010	06/07/2012	4,940.89	4,307.00	633.89
480. E M C CORP MASS	07/26/2007	06/07/2012	11,858.13	8,653.20	3,204.93
81. EXPRESS SCRIPTS HLDG CO	12/30/2008	06/07/2012	4,308.21	4,240.75	67.46
170. EXPRESS SCRIPTS HLDG CO	07/26/2007	06/07/2012	9,041.92	4,219.55	4,822.37
300. FIFTH THIRD BANCORP COM	11/15/2010	06/07/2012	3,839.40	3,946.50	-107.10
500. FORD MTR CO DEL COM	11/15/2010	06/07/2012	5,307.38	8,447.50	-3,140.12
100. FRANKLIN RES INC COM	11/15/2010	06/07/2012	10,854.25	11,929.50	-1,075.25
200. FREEPORT-MCMORAN COPPER & GOLD INC COM	11/15/2010	06/07/2012	6,776.84	10,423.50	-3,646.66
185. GILEAD SCIENCES INC	10/29/2007	06/07/2012	9,121.21	8,502.14	619.07
100. GILEAD SCIENCES INC	11/15/2010	06/07/2012	4,930.39	3,813.49	1,116.90
100. GOLDMAN SACHS GROUP INC	02/04/2009	06/07/2012	9,444.28	8,787.75	656.53
80. GOLDMAN SACHS GROUP INC	12/30/2008	06/07/2012	7,555.43	6,232.60	1,322.83
100. GOODRICH B F CO	11/15/2010	06/07/2012	12,583.22	8,334.50	4,248.72
15. GOOGLE INC CL A	12/30/2008	06/07/2012	8,734.07	4,578.26	4,155.81
500. HEWLETT PACKARD CO COM	12/28/2005	06/07/2012	11,132.25	14,450.00	-3,317.75
800. HUNTINGTON BANCSHARES INCORPORATED	11/15/2010	06/07/2012	4,892.68	4,820.00	72.68
45. INTERCONTINENTALEXCHANGE	12/30/2008	06/07/2012	5,751.54	3,496.39	2,255.15
100. INTERNATIONAL BUSINESS MACHS	11/15/2010	06/07/2012	19,531.06	14,388.50	5,142.56
100. INTERNATIONAL BUSINESS MACHS	12/28/2005	06/07/2012	19,531.06	8,324.00	11,207.06
2410. ISHARES MSCI EMERGING MKTS INDEX FUND	12/06/2010	06/07/2012	92,734.24	113,161.55	-20,427.31
925. ISHARES RUSSELL MIDCAP INDEX FUND	07/26/2007	06/07/2012	95,281.00	97,707.07	-2,426.07
Totals					

THE IORIO CHARITABLE FOUNDATION
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
225. J P MORGAN CHASE & CO COM	10/31/2006	06/07/2012	7,475.72	10,785.49	-3,309.77
200. J P MORGAN CHASE & CO COM	07/26/2007	06/07/2012	6,645.09	8,791.50	-2,146.41
50. L-3 COMMUNICATIONS HLDGS INC COM	12/30/2008	06/07/2012	3,503.67	3,558.88	-55.21
100. LAS VEGAS SANDS CORP	11/15/2010	06/07/2012	4,642.39	4,950.50	-308.11
400. LIMITED BRANDS INC COM	11/15/2010	06/07/2012	16,889.62	12,758.00	4,131.62
200. LINCOLN NATL CORP IND	11/15/2010	06/07/2012	4,201.40	4,907.00	-705.60
400. LOWES COMPANIES INCORPORATED	11/15/2010	06/07/2012	11,106.15	8,850.00	2,256.15
200. LOWES COMPANIES INCORPORATED	12/30/2008	06/07/2012	5,553.07	4,271.50	1,281.57
100. MEAD JOHNSON NUTRITION CO	11/15/2010	06/07/2012	8,109.31	6,037.50	2,071.81
500. MERCK & CO INC NEW COM	11/15/2010	06/07/2012	19,212.56	17,412.50	1,800.06
100. METLIFE INC	07/26/2007	06/07/2012	2,977.43	6,145.75	-3,168.32
100. METLIFE INC	11/15/2010	06/07/2012	2,977.43	4,015.50	-1,038.07
140. METLIFE INC	12/30/2008	06/07/2012	4,168.41	4,810.89	-642.48
150. METLIFE INC	02/04/2009	06/07/2012	4,466.15	4,370.63	95.52
100. MICROSOFT CORPORATION	12/30/2008	06/07/2012	2,931.43	1,930.75	1,000.68
375. MICROSOFT CORPORATION	02/04/2009	06/07/2012	10,992.87	7,030.31	3,962.56
200. MONSANTO CO NEW COM	11/15/2010	06/07/2012	15,814.64	12,355.00	3,459.64
100. MORGAN STANLEY DEAN WITTER DISCOVER & CO	11/15/2010	06/07/2012	1,364.97	2,631.50	-1,266.53
120. MORGAN STANLEY DEAN WITTER DISCOVER & CO	12/30/2008	06/07/2012	1,637.96	1,769.70	-131.74
300. MYLAN LABS INC	11/15/2010	06/07/2012	6,418.86	5,803.50	615.36
100. NII HLDGS INC COM	11/15/2010	06/07/2012	1,099.48	4,138.50	-3,039.02
200. NORDSTROM INCORPORATED	11/15/2010	06/07/2012	9,597.78	8,365.00	1,232.78
200. NORTHERN TRUST CORPORATION OCCIDENTAL PETROLEUM CORPORATION	11/15/2010	06/07/2012	8,560.80	10,344.98	-1,784.18
125. OCCIDENTAL PETROLEUM CORPORATION	11/15/2010	06/07/2012	17,095.53	17,494.00	-398.47
100. OIL STS INTL INC COM	12/30/2008	06/07/2012	10,684.71	7,214.68	3,470.03
125. P G & E CORPORATION	11/15/2010	06/07/2012	6,773.34	5,739.50	1,033.84
100. PNC BK CORP	02/04/2009	06/07/2012	5,576.74	4,896.44	680.30
100. PNC BK CORP	12/28/2005	06/07/2012	5,902.04	6,301.00	-398.96
Totals					

THE IORIC -HARITABLE FOUNDATION
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
200. PNC BK CORP	11/15/2010	06/07/2012	11,804.07	11,372.00	432.07
200. PPL CORPORATION	11/15/2010	06/07/2012	5,540.87	5,249.00	291.87
400. PACKAGING CORP OF AMERICA	11/15/2010	06/07/2012	10,853.15	10,126.00	727.15
200. PEPSICO INCORPORATED	11/15/2010	06/07/2012	13,566.70	12,919.00	647.70
200. PEPSICO INCORPORATED	07/09/2003	06/07/2012	13,566.69	8,916.36	4,650.33
100. PHILIP MORRIS INTL INC COM	11/15/2010	06/07/2012	8,376.39	5,974.50	2,401.89
150. PHILIP MORRIS INTL INC COM	12/30/2008	06/07/2012	12,564.59	6,542.24	6,022.35
100. PHILIP MORRIS INTL INC COM	12/28/2005	06/07/2012	8,376.39	3,987.14	4,389.25
75. POTASH CORP SASK INC	02/04/2009	06/07/2012	2,919.30	1,986.94	932.36
260. PRICE T ROWE GROUP INC COM	12/30/2008	06/07/2012	15,174.58	8,454.55	6,720.03
225. PUBLIC SERVICE ENTERPRISE GROUP INC					
	02/04/2009	06/07/2012	7,122.21	6,976.69	145.52
100. RIO TINTO PLC SPONSORED	12/30/2008	06/07/2012	4,701.39	2,120.44	2,580.95
300. SCHLUMBERGER LIMITED	11/15/2010	06/07/2012	19,522.06	22,327.50	-2,805.44
200. SOUTHWESTERN ENERGY CO	11/15/2010	06/07/2012	5,526.21	7,595.00	-2,068.79
100. SOUTHWESTERN ENERGY CO	12/30/2008	06/07/2012	2,763.11	2,818.75	-55.64
400. TJX COMPANIES INCORPORATED NEW					
	11/15/2010	06/07/2012	16,713.62	9,153.00	7,560.62
100. TARGET CORP	11/15/2010	06/07/2012	5,755.37	5,432.50	322.87
100. TARGET CORP	02/04/2009	06/07/2012	5,755.37	3,145.55	2,609.82
100. THERMO ELECTRON CORP	11/15/2010	06/07/2012	5,084.38	5,195.50	-111.12
200. 3M CO COM	11/15/2010	06/07/2012	17,174.61	17,345.00	-170.39
232.667 TIME WARNER INC NEW COM	10/31/2006	06/07/2012	8,174.57	9,789.58	-1,615.01
33.333 TIME WARNER INC NEW COM	12/30/2008	06/07/2012	1,171.13	699.34	471.79
90. UNION PAC CORP COM	12/30/2008	06/07/2012	9,992.92	4,173.98	5,818.94
200. UNITED PARCEL SERVICE CL B	11/15/2010	06/07/2012	15,160.65	13,629.00	1,531.65
75. UNITED PARCEL SERVICE CL B	02/04/2009	06/07/2012	5,685.25	3,383.06	2,302.19
175. UNITED TECHNOLOGIES CORP	12/28/2005	06/07/2012	13,249.82	9,934.75	3,315.07
200. VIACOM INC CL B COM	11/15/2010	06/07/2012	9,494.78	7,789.00	1,705.78
100. VISA INC CL A COM	11/15/2010	06/07/2012	11,727.23	7,761.50	3,965.73
100. WAL-MART STORES INCORPORATED					
	12/30/2008	06/07/2012	6,603.35	5,446.55	1,156.80
50. WAL-MART STORES INCORPORATED					
	02/04/2009	06/07/2012	3,301.67	2,323.13	978.54
350. WELLS FARGO COMPANY	12/30/2008	06/07/2012	11,029.16	9,928.63	1,100.53
Totals					

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL ESTIMATES	900.	0.		0.	
FOREIGN TAXES WITHHELD	723.	0.		0.	
FEDERAL BALANCE DUE	1,340.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	2,963.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEE	35.	0.		35.	
FOUNDATION SOFTWARE EXPENSE	64.	0.		64.	
TO FORM 990-PF, PG 1, LN 23	99.	0.		99.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE STOCK	1,763,608.	1,892,521.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,763,608.	1,892,521.		