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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

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 CITIZENS COMMUNITY FOUNDATION		A Employer identification number 05-6035997	
Number and street (or P O box number if mail is not delivered to street address) 10 TRIPPS LANE		Room/suite	B Telephone number (see instructions) (401) 282-3836
City or town, state, and ZIP code RIVERSIDE, RI 02915-7995		C If exemption application is pending, check here ☐	
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,487,933.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		152,471.	165,158.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		79,999.			
b Gross sales price for all assets on line 6a 2,746,499.					
7 Capital gain net income (from Part IV, line 2)			645,971.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		232,470.	811,129.		
13 Compensation of officers, directors, trustees, etc.		36,170.	18,085.		18,085.
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT. 2		575.	501.	NONE	575.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT. 3		1,504.	993.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule) STMT. 4		50.			50.
24 Total operating and administrative expenses. Add lines 13 through 23		38,299.	19,579.	NONE	18,710.
25 Contributions, gifts, grants paid		405,000.			405,000.
26 Total expenses and disbursements. Add lines 24 and 25		443,299.	19,579.	NONE	423,710.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-210,829.			
b Net investment income (if negative, enter -0-)			791,550.		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	187,360.	162,949.	162,949.
	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)			
	c	Investments - corporate bonds (attach schedule).			
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 5.	5,281,221.	5,095,124.	5,324,984.
	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)	5,468,581.	5,258,073.	5,487,933.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ 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. ▶ ☒			
	27	Capital stock, trust principal, or current funds	5,468,581.	5,257,555.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .		518.	
	30	Total net assets or fund balances (see instructions)	5,468,581.	5,258,073.	
	31	Total liabilities and net assets/fund balances (see instructions)	5,468,581.	5,258,073.	

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	5,468,581.
2	Enter amount from Part I, line 27a	2	-210,829.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	321.
4	Add lines 1, 2, and 3	4	5,258,073.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,258,073.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 2,127,595.		2,100,528.	27,067.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			27,067.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	645,971.	
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	322,031.	5,670,245.	0.056793
2009	205,531.	5,116,810.	0.040168
2008	88,039.	4,608,451.	0.019104
2007	317,758.	5,832,456.	0.054481
2006	384,995.	6,386,778.	0.060280
2 Total of line 1, column (d)			2 0.230826
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.046165
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 5,520,311.
5 Multiply line 4 by line 3			5 254,845.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,916.
7 Add lines 5 and 6			7 262,761.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 423,710.

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	7,916.
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	7,916.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	7,916.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,752.	
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	2,752.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	5,164.	
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 ☐ Refunded ☒	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (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? 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?	N/A	
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) ▶ RI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>RBS CITIZENS, N.A.</u> Telephone no <u>(401) 282-1156</u> Located at <u>10 TRIPPS LANE, RIVERSIDE, RI</u> ZIP + 4 <u>02915-7995</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. <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>				

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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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).	☐ Yes ☒ 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 ☐		
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?	☐ Yes ☒ No	
If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		36,170.	-0-	-0-

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	5,439,462.
b	Average of monthly cash balances	1b	164,915.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,604,377.
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	5,604,377.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	84,066.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,520,311.
6	Minimum investment return. Enter 5% of line 5	6	276,016.

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	276,016.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,916.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,916.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	268,100.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	268,100.
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	268,100.

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	423,710.
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	423,710.
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	7,916.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	415,794.

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				268,100.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			138,310.	
b Total for prior years: 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				NONE
b From 2007				NONE
c From 2008				NONE
d From 2009				NONE
e From 2010				NONE
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>423,710.</u>				
a Applied to 2010, but not more than line 2a			138,310.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				268,100.
e Remaining amount distributed out of corpus	17,300.			
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	17,300.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	17,300.			
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	17,300.			

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

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

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

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

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

NONE

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

NONE

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

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

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

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 12				
Total			3a	405,000.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

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.)
▼	

NOT APPLICABLE

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
	N/A	

**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.

► Harry M. Hedetzl

02/14/2013
Date

TAX OFFICER
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

JEFFREY E. KUHLIN

Preparer's signature

Julius E. Kuhlman

Date

02/14/2011

Check		if	PTIN
-------	--	----	------

3 self-employed

P00353001

Firm's name ► KPMG LLP

Firm's EIN ► 13-5565207

Firm's address ► 100 WESTMINSTER ST, 6TH FLOOR STE A

PROVIDENCE, RI

02903-2321

Phone no 855-549-6955

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					8,935.	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					52,138.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					44,260.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					513,518.	
1,713.00		59.537 COLUMBIA ACORN FUND CL Z #492 PROPERTY TYPE: SECURITIES 1,486.00					12/24/2009	11/30/2011
14,458.00		463.999 COLUMBIA ACORN FUND CL Z #492 PROPERTY TYPE: SECURITIES 11,581.00					12/24/2009	02/29/2012
24,787.00		843.386 COLUMBIA ACORN FUND CL Z #492 PROPERTY TYPE: SECURITIES 20,799.00					02/26/2010	05/31/2012
9,000.00		295.664 COLUMBIA ACORN FUND CL Z #492 PROPERTY TYPE: SECURITIES 7,320.00					03/31/2010	08/20/2012
6,472.00		212.342 COLUMBIA ACORN FUND CL Z #492 PROPERTY TYPE: SECURITIES 5,941.00					12/07/2011	08/31/2012
2,088.00		68.499 COLUMBIA ACORN FUND CL Z #492 PROPERTY TYPE: SECURITIES 1,993.00					06/06/2012	08/31/2012
154,700.00		5075.455 COLUMBIA ACORN FUND CL Z #492 PROPERTY TYPE: SECURITIES 131,849.00					07/30/2010	08/31/2012
15,657.00		1713.066 DWS ALT ASSET ALLC PLUS INSTL PROPERTY TYPE: SECURITIES 16,419.00					11/30/2011	02/29/2012
							-762.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
92,568.00		10127.819 DWS ALT ASSET ALLC PLUS INSTL PROPERTY TYPE: SECURITIES 93,760.00					12/23/2010 -1,192.00	02/29/2012
2,141.00		232.241 DWS FLOATING RATE PLUS IN PROPERTY TYPE: SECURITIES 2,213.00					04/29/2011 -72.00	05/31/2012
4,500.00		482.833 DWS FLOATING RATE PLUS IN PROPERTY TYPE: SECURITIES 4,601.00					04/29/2011 -101.00	08/20/2012
25,940.00		2786.264 DWS FLOATING RATE PLUS IN PROPERTY TYPE: SECURITIES 26,553.00					04/29/2011 -613.00	08/31/2012
34,463.00		2920.606 DELAWARE EMERGING MARKETS INST' PROPERTY TYPE: SECURITIES 42,714.00					10/29/2010 -8,251.00	05/31/2012
6,000.00		462.25 DELAWARE EMERGING MARKETS INST'L PROPERTY TYPE: SECURITIES 7,105.00					10/29/2010 -1,105.00	08/20/2012
3,791.00		298.95 DELAWARE EMERGING MARKETS INST'L PROPERTY TYPE: SECURITIES 4,595.00					10/29/2010 -804.00	08/31/2012
7,200.00		633.245 FIDELITY REAL ESTATE INCOME PROPERTY TYPE: SECURITIES 6,820.00					02/29/2012 380.00	08/20/2012
72,495.00		6359.182 JPMORGAN MORTGAGE BACKED SEC FD PROPERTY TYPE: SECURITIES 72,113.00					11/30/2010 382.00	11/30/2011
8,301.00		719.296 JPMORGAN MORTGAGE BACKED SEC FD PROPERTY TYPE: SECURITIES 8,157.00					11/30/2010 144.00	05/31/2012
14,700.00		1270.527 JPMORGAN MORTGAGE BACKED SEC FD PROPERTY TYPE: SECURITIES 14,408.00					11/30/2010 292.00	08/20/2012

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
12,952.00		723.151 LEGG MASON CLEARBRIDGE SMCAP GR PROPERTY TYPE: SECURITIES 12,200.00					11/30/2010 752.00	11/30/2011
11,935.00		584.208 LEGG MASON CLEARBRIDGE SMCAP GR PROPERTY TYPE: SECURITIES 9,856.00					11/30/2010 2,079.00	02/29/2012
33,371.00		1708.706 LEGG MASON CLEARBRIDGE SMCAP GR PROPERTY TYPE: SECURITIES 28,826.00					11/30/2010 4,545.00	05/31/2012
4,200.00		203.785 LEGG MASON CLEARBRIDGE SMCAP GR PROPERTY TYPE: SECURITIES 3,438.00					11/30/2010 762.00	08/20/2012
232.00		11.193 LEGG MASON CLEARBRIDGE SMCAP GR Y PROPERTY TYPE: SECURITIES 189.00					11/30/2010 43.00	08/31/2012
2,314.00		234.001 METROPOLITAN WEST HIGH YD BD I # PROPERTY TYPE: SECURITIES 2,396.00					02/26/2010 -82.00	05/31/2012
10,200.00		998.043 METROPOLITAN WEST HIGH YD BD I # PROPERTY TYPE: SECURITIES 10,220.00					02/26/2010 -20.00	08/20/2012
72,135.00		7044.403 METROPOLITAN WEST HIGH YD BD I PROPERTY TYPE: SECURITIES 72,925.00					05/28/2010 -790.00	08/31/2012
6,000.00		185.989 OPPENHEIMER DEVELOPING MKTS CL Y PROPERTY TYPE: SECURITIES 6,210.00					02/29/2012 -210.00	08/20/2012
4,575.00		143.249 OPPENHEIMER DEVELOPING MKTS CL Y PROPERTY TYPE: SECURITIES 4,783.00					02/29/2012 -208.00	08/31/2012
2,804.00		102.439 DREYFUS MIDCAP INDEX FUND#113 PROPERTY TYPE: SECURITIES 2,380.00					12/24/2009 424.00	11/30/2011

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
11,536.00		400.007 DREYFUS MIDCAP INDEX FUND#113 PROPERTY TYPE: SECURITIES 9,221.00				02/26/2010 2,315.00	02/29/2012
26,336.00		961.882 DREYFUS MIDCAP INDEX FUND#113 PROPERTY TYPE: SECURITIES 22,395.00				03/31/2010 3,941.00	05/31/2012
9,000.00		311.85 DREYFUS MIDCAP INDEX FUND#113 PROPERTY TYPE: SECURITIES 7,678.00				03/31/2010 1,322.00	08/20/2012
741.00		25.752 DREYFUS MIDCAP INDEX FUND#113 PROPERTY TYPE: SECURITIES 634.00				03/31/2010 107.00	08/31/2012
46,439.00		5938.45785 PIMCO INST'L COMMODITY REALRE PROPERTY TYPE: SECURITIES 48,755.00				02/26/2010 -2,316.00	11/30/2011
3,212.00		410.71315 PIMCO INST'L COMMODITY REALRET PROPERTY TYPE: SECURITIES 3,454.00				12/24/2009 -242.00	11/30/2011
59,805.00		9692.864 PIMCO INST'L COMMODITY REALRETU PROPERTY TYPE: SECURITIES 77,100.00				04/30/2010 -17,295.00	05/31/2012
3,600.00		527.086 PIMCO INST'L COMMODITY REALRETUR PROPERTY TYPE: SECURITIES 4,269.00				04/30/2010 -669.00	08/20/2012
52,457.00		7472.523 PIMCO INST'L COMMODITY REALRETU PROPERTY TYPE: SECURITIES 56,970.00				06/25/2010 -4,513.00	08/31/2012
18,346.00		2613.456 PIMCO INST'L COMMODITY REALRETU PROPERTY TYPE: SECURITIES 18,451.00				02/29/2012 -105.00	08/31/2012
40,800.00		2085.89 PRINCIPAL EQUITY INCOME INSTL PROPERTY TYPE: SECURITIES 35,856.00				08/31/2011 4,944.00	08/20/2012

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
28,932.00		1490.584 PRINCIPAL EQUITY INCOME INSTL PROPERTY TYPE: SECURITIES 25,623.00				08/31/2011 3,309.00	08/31/2012
11,356.00		330.201 T ROWE PRICE SMALL-CAP STOCK FUN PROPERTY TYPE: SECURITIES 9,553.00				05/28/2010 1,803.00	11/30/2011
3,861.00		111.378 T ROWE PRICE SMALL-CAP STOCK FUN PROPERTY TYPE: SECURITIES 3,222.00				05/28/2010 639.00	02/29/2012
38,627.00		1157.536 T ROWE PRICE SMALL-CAP STOCK FU PROPERTY TYPE: SECURITIES 33,160.00				07/30/2010 5,467.00	05/31/2012
4,200.00		118.044 T ROWE PRICE SMALL-CAP STOCK FUN PROPERTY TYPE: SECURITIES 3,419.00				07/30/2010 781.00	08/20/2012
1,238.00		34.936 T ROWE PRICE SMALL-CAP STOCK FUND PROPERTY TYPE: SECURITIES 1,012.00				07/30/2010 226.00	08/31/2012
3,719.00		349.85 STEELPATH MLP SELECT 40 CL I PROPERTY TYPE: SECURITIES 3,799.00				05/31/2011 -80.00	11/30/2011
7,200.00		666.05 STEELPATH MLP SELECT 40 CL I PROPERTY TYPE: SECURITIES 7,233.00				05/31/2011 -33.00	08/20/2012
61,243.00		5665.368 STEELPATH MLP SELECT 40 CL I PROPERTY TYPE: SECURITIES 61,526.00				05/31/2011 -283.00	08/31/2012
3,149.00		256.41 TEMPLETON GLOBAL BOND ADVISOR #61 PROPERTY TYPE: SECURITIES 3,449.00				12/23/2010 -300.00	05/31/2012
1,141.00		86.73334 TEMPLETON GLOBAL BOND ADVISOR # PROPERTY TYPE: SECURITIES 1,194.00				04/29/2011 -53.00	08/20/2012

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,359.00		255.21166 TEMPLETON GLOBAL BOND ADVISOR PROPERTY TYPE: SECURITIES 3,433.00					12/23/2010 -74.00	08/20/2012
29,417.00		1816.962 TEMPLETON FOREIGN EQUITIES SER PROPERTY TYPE: SECURITIES 34,393.00					04/30/2010 -4,976.00	05/31/2012
96.00		5.26417 TEMPLETON FOREIGN EQUITIES SER PROPERTY TYPE: SECURITIES 100.00					04/30/2010 -4.00	08/20/2012
6,204.00		340.69983 TEMPLETON FOREIGN EQUITIES SER PROPERTY TYPE: SECURITIES 6,501.00					04/30/2010 -297.00	08/20/2012
2,635.00		145.091 TEMPLETON FOREIGN EQUITIES SER PROPERTY TYPE: SECURITIES 2,768.00					04/30/2010 -133.00	08/31/2012
34,694.00		1418.39 THORNBURG INTERNATIONAL VALUE I PROPERTY TYPE: SECURITIES 35,001.00					07/30/2010 -307.00	05/31/2012
6,600.00		249.245 THORNBURG INTERNATIONAL VALUE I PROPERTY TYPE: SECURITIES 6,241.00					07/30/2010 359.00	08/20/2012
1,010.00		38.89 THORNBURG INTERNATIONAL VALUE I PROPERTY TYPE: SECURITIES 1,066.00					02/29/2012 -56.00	08/31/2012
113,367.00		4363.622 THORNBURG INTERNATIONAL VALUE I PROPERTY TYPE: SECURITIES 126,754.00					04/29/2011 -13,387.00	08/31/2012
6,920.00		266.356 THORNBURG INTERNATIONAL VALUE I PROPERTY TYPE: SECURITIES 6,720.00					11/30/2011 200.00	08/31/2012
4,644.00		260.038 VANGUARD MORGAN GROWTH FD#26 PROPERTY TYPE: SECURITIES 5,055.00					05/31/2011 -411.00	11/30/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
34,506.00		1747.135 VANGUARD MORGAN GROWTH FD#26 PROPERTY TYPE: SECURITIES 33,964.00					05/31/2011 542.00	02/29/2012
39,000.00		628.931 VANGUARD MORGAN GROWTH ADMIRAL # PROPERTY TYPE: SECURITIES 37,923.00					05/31/2011 1,077.00	08/20/2012
9,325.00		775.819 VANGUARD INTER TERM BD IDX SS #1 PROPERTY TYPE: SECURITIES 8,875.00					05/31/2011 450.00	05/31/2012
42,000.00		3500. VANGUARD INTER TERM BD IDX SS #135 PROPERTY TYPE: SECURITIES 40,040.00					05/31/2011 1,960.00	08/20/2012
53,107.00		5000.688 VANGUARD FIXED INC SECURITIES PROPERTY TYPE: SECURITIES 53,631.00					05/28/2010 -524.00	11/30/2011
763.00		70.994 VANGUARD FIXED INC SECURITIES PROPERTY TYPE: SECURITIES 763.00					03/22/2011	02/29/2012
57,428.00		5342.132 VANGUARD FIXED INC SECURITIES PROPERTY TYPE: SECURITIES 57,357.00					02/01/2011 71.00	02/29/2012
10,500.00		367.647 VANGUARD INFL-PROTD SEC ADMIN #5 PROPERTY TYPE: SECURITIES 10,367.00					02/29/2012 133.00	08/20/2012
73,620.00		6596.814 VANGUARD ADMIRAL GNMA FD #536 PROPERTY TYPE: SECURITIES 70,810.00					05/28/2010 2,810.00	11/30/2011
119,137.00		10781.666 VANGUARD ADMIRAL GNMA FD #536 PROPERTY TYPE: SECURITIES 117,305.00					05/28/2010 1,832.00	02/29/2012
7,800.00		707.804 VANGUARD ADMIRAL GNMA FD #536 PROPERTY TYPE: SECURITIES 7,759.00					06/25/2010 41.00	08/20/2012

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,300.00		904.669 VANGUARD ADMIRAL INTER TERM FD#5 PROPERTY TYPE: SECURITIES 9,146.00					08/31/2011 154.00	08/20/2012
112,129.00		10781.631 VANGUARD ADMIRAL INTER TERM FD PROPERTY TYPE: SECURITIES 108,040.00					12/29/2011 4,089.00	08/31/2012
56,976.00		5478.453 VANGUARD ADMIRAL INTER TERM FD# PROPERTY TYPE: SECURITIES 55,922.00					05/31/2012 1,054.00	08/31/2012
132,469.00		1270.684 VANGUARD 500 INDEX SIGNAL SHS # PROPERTY TYPE: SECURITIES 130,487.00					05/31/2011 1,982.00	02/29/2012
39,900.00		368.387 VANGUARD 500 INDEX SIGNAL SHS #1 PROPERTY TYPE: SECURITIES 37,830.00					05/31/2011 2,070.00	08/20/2012
28,726.00		267.221 VANGUARD 500 INDEX SIGNAL SHS #1 PROPERTY TYPE: SECURITIES 27,441.00					05/31/2011 1,285.00	08/31/2012
TOTAL GAIN(LOSS)							----- 645,971. =====	

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	152,471.	165,158.
	-----	-----
TOTAL	152,471.	165,158.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
AUDIT & ACCOUNTING FEES	575.	501.		575.
TAX PREP FEE				
TOTALS	575.	501.	NONE	575.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
10/31/2012 990PF ESTIMATES FOREIGN TAXES	1,504.	993.
TOTALS	1,504.	993.

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

RI AG FILING FEE

50.

50.

TOTALS

50.

50.

CITIZENS COMMUNITY FOUNDATION

05-6035997

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED STATEMENT	C	5,281,221.	5,095,124.	5,324,984.
		-----	-----	-----
TOTALS		5,281,221.	5,095,124.	5,324,984.
		=====	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

TAX COST ADJ. DUE TO WASH SALES ADJUSTMENT

321.

TOTAL

321.
=====

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

=====

OFFICER NAME:

RBS CITIZENS, N.A.

ADDRESS:

10 TRIPPS LANE

RIVERSIDE, RI 02915-7995

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 36,170.

TOTAL COMPENSATION:

36,170.

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RECIPIENT NAME:

MS. JEAN PARRILLO, RBS CITIZENS, N.A.

ADDRESS:

10 TRIPPS LANE

RIVERSIDE, RI 02915

RECIPIENT'S PHONE NUMBER: 401-282-3836

FORM, INFORMATION AND MATERIALS:

LETTER

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

RECIPIENT NAME:
PROVIDENCE JOURNAL SUMMERTIME FUND
ADDRESS:
75 FOUNTAIN STREET
PROVIDENCE, RI 02903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
AMOS HOUSE
ADDRESS:
413 FRIENDSHIP STREET
PROVIDENCE, RI 02907
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
TRINITY REPERTORY COMPANY
ADDRESS:
201 WASHINGTON STREET
PROVIDENCE, RI 02903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
NEW URBAN ARTS
ADDRESS:
705 WESTMINSTER STREET
PROVIDENCE, RI 02903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 40,000.

RECIPIENT NAME:
URBAN COLLABORATIVE ACCELERATED
PROGRAM
ADDRESS:
75 CARPENTER STREET
PROVIDENCE, RI 02903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
PROVIDENCE COMMUNITY HEALTH CENTER
ADDRESS:
375 ALLENS AVE.
PROVIDENCE, RI 02905
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
UNITED WAY OF RHODE ISLAND
ADDRESS:
50 VALLEY STREET
PROVIDENCE, RI 02909
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EARNED INCOME TAX CREDIT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 60,000.

RECIPIENT NAME:
SAN MIGUEL SCHOOL
ADDRESS:
525 BRANCH AVENUE
PROVIDENCE, RI 02904
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
JEWISH ALLIANCE OF GREATER RI
ADDRESS:
40 ELMGROVE AVENUE
PROVIDENCE, RI 02906
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 10,000.

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RECIPIENT NAME:

DAY ONE

ADDRESS:

100 MEDWAY STREET

PROVIDENCE, RI 02906

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED GIFT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 45,000.

RECIPIENT NAME:

PAWTUCKET BOYS & GIRLS CLUB

ADDRESS:

ONE MOELLER PLACE

PAWTUCKET, RI 02860

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED GIFT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 35,000.

TOTAL GRANTS PAID:

405,000.

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SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust

CITIZENS COMMUNITY FOUNDATION

Employer identification number

05-6035997

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 SHORT-TERM CAPITAL GAIN DIVIDENDS					8,935.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	17,165.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	52,138.
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	78,238.

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					44,260.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	9,902.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	513,518.
9 Capital gain distributions	9	53.
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	567,733.

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

Schedule D (Form 1041) 2011

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

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		78,238.
14	Net long-term gain or (loss):			
a	Total for year	14a		567,733.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst.)	14b		53.
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		645,971.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

▶ See instructions for Schedule D (Form 1041).

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

Name of estate or trust

Employer identification number

CITIZENS COMMUNITY FOUNDATION

05-6035997

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 212.342 COLUMBIA ACORN FUN	12/07/2011	08/31/2012	6,472.00	5,941.00	531.00
68.499 COLUMBIA ACORN FUND	06/06/2012	08/31/2012	2,088.00	1,993.00	95.00
1713.066 DWS ALT ASSET ALL	11/30/2011	02/29/2012	15,657.00	16,419.00	-762.00
633.245 FIDELITY REAL ESTA	02/29/2012	08/20/2012	7,200.00	6,820.00	380.00
6359.182 JPMORGAN MORTGAGE FD	11/30/2010	11/30/2011	72,495.00	72,113.00	382.00
723.151 LEGG MASON CLEARBR GR Y	11/30/2010	11/30/2011	12,952.00	12,200.00	752.00
185.989 OPPENHEIMER DEVELO Y	02/29/2012	08/20/2012	6,000.00	6,210.00	-210.00
143.249 OPPENHEIMER DEVELO Y	02/29/2012	08/31/2012	4,575.00	4,783.00	-208.00
2613.456 PIMCO INST'L COMM REALRETURN 45	02/29/2012	08/31/2012	18,346.00	18,451.00	-105.00
2085.89 PRINCIPAL EQUITY I	08/31/2011	08/20/2012	40,800.00	35,856.00	4,944.00
1490.584 PRINCIPAL EQUITY	08/31/2011	08/31/2012	28,932.00	25,623.00	3,309.00
349.85 STEELPATH MLP SELEC	05/31/2011	11/30/2011	3,719.00	3,799.00	-80.00
38.89 THORNBURG INTERNATIO	02/29/2012	08/31/2012	1,010.00	1,066.00	-56.00
266.356 THORNBURG INTERNAT I	11/30/2011	08/31/2012	6,920.00	6,720.00	200.00
260.038 VANGUARD MORGAN GR	05/31/2011	11/30/2011	4,644.00	5,055.00	-411.00
1747.135 VANGUARD MORGAN G	05/31/2011	02/29/2012	34,506.00	33,964.00	542.00
775.819 VANGUARD INTER TER #1350	05/31/2011	05/31/2012	9,325.00	8,875.00	450.00
70.994 VANGUARD FIXED INC	03/22/2011	02/29/2012	763.00	763.00	
367.647 VANGUARD INFL-PROT #5119	02/29/2012	08/20/2012	10,500.00	10,367.00	133.00
904.669 VANGUARD ADMIRAL I FD#571	08/31/2011	08/20/2012	9,300.00	9,146.00	154.00
10781.631 VANGUARD ADMIRAL FD#571	12/29/2011	08/31/2012	112,129.00	108,040.00	4,089.00
5478.453 VANGUARD ADMIRAL FD#571	05/31/2012	08/31/2012	56,976.00	55,922.00	1,054.00
1270.684 VANGUARD 500 INDE #1340	05/31/2011	02/29/2012	132,469.00	130,487.00	1,982.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b **17,165.00**

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

Schedule D-1 (Form 1041) 2011

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

Employer identification number

CITIZENS COMMUNITY FOUNDATION

05-6035997

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 59.537 COLUMBIA ACORN FUND	12/24/2009	11/30/2011	1,713.00	1,486.00	227.00
463.999 COLUMBIA ACORN FUN	12/24/2009	02/29/2012	14,458.00	11,581.00	2,877.00
843.386 COLUMBIA ACORN FUN	02/26/2010	05/31/2012	24,787.00	20,799.00	3,988.00
295.664 COLUMBIA ACORN FUN	03/31/2010	08/20/2012	9,000.00	7,320.00	1,680.00
5075.455 COLUMBIA ACORN FU	07/30/2010	08/31/2012	154,700.00	131,849.00	22,851.00
10127.819 DWS ALT ASSET AL INSTL	12/23/2010	02/29/2012	92,568.00	93,760.00	-1,192.00
232.241 DWS FLOATING RATE	04/29/2011	05/31/2012	2,141.00	2,213.00	-72.00
482.833 DWS FLOATING RATE	04/29/2011	08/20/2012	4,500.00	4,601.00	-101.00
2786.264 DWS FLOATING RATE	04/29/2011	08/31/2012	25,940.00	26,553.00	-613.00
2920.606 DELAWARE EMERGING INST'L	10/29/2010	05/31/2012	34,463.00	42,714.00	-8,251.00
462.25 DELAWARE EMERGING M INST'L	10/29/2010	08/20/2012	6,000.00	7,105.00	-1,105.00
298.95 DELAWARE EMERGING M INST'L	10/29/2010	08/31/2012	3,791.00	4,595.00	-804.00
719.296 JPMORGAN MORTGAGE FD	11/30/2010	05/31/2012	8,301.00	8,157.00	144.00
1270.527 JPMORGAN MORTGAGE FD	11/30/2010	08/20/2012	14,700.00	14,408.00	292.00
584.208 LEGG MASON CLEARBR GR Y	11/30/2010	02/29/2012	11,935.00	9,856.00	2,079.00
1708.706 LEGG MASON CLEARB GR Y	11/30/2010	05/31/2012	33,371.00	28,826.00	4,545.00
203.785 LEGG MASON CLEARBR GR Y	11/30/2010	08/20/2012	4,200.00	3,438.00	762.00
11.193 LEGG MASON CLEARBRI Y	11/30/2010	08/31/2012	232.00	189.00	43.00
234.001 METROPOLITAN WEST #514	02/26/2010	05/31/2012	2,314.00	2,396.00	-82.00
998.043 METROPOLITAN WEST #514	02/26/2010	08/20/2012	10,200.00	10,220.00	-20.00
7044.403 METROPOLITAN WEST I #514	05/28/2010	08/31/2012	72,135.00	72,925.00	-790.00
102.439 DREYFUS MIDCAP IND	12/24/2009	11/30/2011	2,804.00	2,380.00	424.00
400.007 DREYFUS MIDCAP IND	02/26/2010	02/29/2012	11,536.00	9,221.00	2,315.00
961.882 DREYFUS MIDCAP IND	03/31/2010	05/31/2012	26,336.00	22,395.00	3,941.00
311.85 DREYFUS MIDCAP INDE	03/31/2010	08/20/2012	9,000.00	7,678.00	1,322.00

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

Schedule D-1 (Form 1041) 2011

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

Employer identification number

CITIZENS COMMUNITY FOUNDATION

05-6035997

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 25.752 DREYFUS MIDCAP INDE	03/31/2010	08/31/2012	741.00	634.00	107.00
5938.45785 PIMCO INST'L CO REALRETURN 45	02/26/2010	11/30/2011	46,439.00	48,755.00	-2,316.00
410.71315 PIMCO INST'L COM REALRETURN 45	12/24/2009	11/30/2011	3,212.00	3,454.00	-242.00 *
9692.864 PIMCO INST'L COMM REALRETURN 45	04/30/2010	05/31/2012	59,805.00	77,100.00	-17,295.00
527.086 PIMCO INST'L COMMO REALRETURN 45	04/30/2010	08/20/2012	3,600.00	4,269.00	-669.00
7472.523 PIMCO INST'L COMM REALRETURN 45	06/25/2010	08/31/2012	52,457.00	56,970.00	-4,513.00
330.201 T ROWE PRICE SMALL FUND	05/28/2010	11/30/2011	11,356.00	9,553.00	1,803.00
111.378 T ROWE PRICE SMALL FUND	05/28/2010	02/29/2012	3,861.00	3,222.00	639.00
1157.536 T ROWE PRICE SMAL FUND	07/30/2010	05/31/2012	38,627.00	33,160.00	5,467.00
118.044 T ROWE PRICE SMALL FUND	07/30/2010	08/20/2012	4,200.00	3,419.00	781.00
34.936 T ROWE PRICE SMALL- FUND	07/30/2010	08/31/2012	1,238.00	1,012.00	226.00
666.05 STEELPATH MLP SELEC	05/31/2011	08/20/2012	7,200.00	7,233.00	-33.00
5665.368 STEELPATH MLP SEL	05/31/2011	08/31/2012	61,243.00	61,526.00	-283.00
256.41 TEMPLETON GLOBAL BO #616	12/23/2010	05/31/2012	3,149.00	3,449.00	-300.00
86.73334 TEMPLETON GLOBAL #616	04/29/2011	08/20/2012	1,141.00	1,194.00	-53.00
255.21166 TEMPLETON GLOBAL ADVISOR #616	12/23/2010	08/20/2012	3,359.00	3,433.00	-74.00 *
1816.962 TEMPLETON FOREIGN SER	04/30/2010	05/31/2012	29,417.00	34,393.00	-4,976.00
5.26417 TEMPLETON FOREIGN	04/30/2010	08/20/2012	96.00	100.00	-4.00 *
340.69983 TEMPLETON FOREIG SER	04/30/2010	08/20/2012	6,204.00	6,501.00	-297.00
145.091 TEMPLETON FOREIGN	04/30/2010	08/31/2012	2,635.00	2,768.00	-133.00
1418.39 THORNBURG INTERNAT I	07/30/2010	05/31/2012	34,694.00	35,001.00	-307.00
249.245 THORNBURG INTERNAT I	07/30/2010	08/20/2012	6,600.00	6,241.00	359.00
4363.622 THORNBURG INTERNA I	04/29/2011	08/31/2012	113,367.00	126,754.00	-13,387.00
628.931 VANGUARD MORGAN GR #526	05/31/2011	08/20/2012	39,000.00	37,923.00	1,077.00
3500. VANGUARD INTER TERM #1350	05/31/2011	08/20/2012	42,000.00	40,040.00	1,960.00

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

Schedule D-1 (Form 1041) 2011

Employer identification number

05-6035997

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 5000.688 VANGUARD FIXED IN	05/28/2010	11/30/2011	53,107.00	53,631.00	-524.00
5342.132 VANGUARD FIXED IN	02/01/2011	02/29/2012	57,428.00	57,357.00	71.00
6596.814 VANGUARD ADMIRAL	05/28/2010	11/30/2011	73,620.00	70,810.00	2,810.00
10781.666 VANGUARD ADMIRAL #536	05/28/2010	02/29/2012	119,137.00	117,305.00	1,832.00
707.804 VANGUARD ADMIRAL G	06/25/2010	08/20/2012	7,800.00	7,759.00	41.00
368.387 VANGUARD 500 INDEX #1340	05/31/2011	08/20/2012	39,900.00	37,830.00	2,070.00
267.221 VANGUARD 500 INDEX #1340	05/31/2011	08/31/2012	28,726.00	27,441.00	1,285.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					9,902.00

* INDICATES WASH SALE

Schedule D-1 (Form 1041) 2011

FEDERAL CAPITAL GAIN DIVIDENDS

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SHORT-TERM CAPITAL GAIN DIVIDENDS

DELAWARE EMERGING MARKETS INST'L	57.00
DELAWARE EMERGING MARKETS INST'L	243.00
FIDELITY REAL ESTATE INCOME	439.00
METROPOLITAN WEST HIGH YD BD I #514	1.00
METROPOLITAN WEST HIGH YD BD I #514	823.00
DREYFUS MIDCAP INDEX FUND#113	136.00
PIMCO INST'L COMMODITY REALRETURN 45	2,518.00
T ROWE PRICE SMALL-CAP STOCK FUND	744.00
TEMPLETON FOREIGN EQUITIES SER	23.00
VANGUARD INTER TERM BD IDX SS #1350	835.00
VANGUARD ADMIRAL GNMA FD #536	2,751.00
VANGUARD INTERMEDIATE TERM CORP#71	365.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

8,935.00

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

	35.00
COLUMBIA ACORN FUND CL Z #492	7,934.00
DELAWARE EMERGING MARKETS INST'L	1,367.00
FIDELITY REAL ESTATE INCOME	1,208.00
METROPOLITAN WEST HIGH YD BD I #514	1,199.00
DREYFUS MIDCAP INDEX FUND#113	7,917.00
PIMCO INST'L COMMODITY REALRETURN 45	599.00
T ROWE PRICE SMALL-CAP STOCK FUND	8,986.00
TEMPLETON GLOBAL BOND ADVISOR #616	530.00
TEMPLETON FOREIGN EQUITIES SER	2,425.00
VANGUARD INTER TERM BD IDX SS #1350	9,532.00
VANGUARD ADMIRAL GNMA FD #536	549.00
VANGUARD INTERMEDIATE TERM CORP#71	1,978.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

44,260.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

44,260.00

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GAINS AND LOSSES FROM PASS-THRU ENTITIES

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NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS

52,138.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

52,138.00

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NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS

513,518.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

513,518.00

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990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.

Citizens Bank

Investment Detail

1030064688 | CITIZENS COMM FD

21-Jan-2013 2:04 PM ET

Asset Types: Balanced Funds, Cash & Cash Equivalents, Equities, Fixed Income -Non Taxable,
Fixed Income -Taxable, Other, Real Estate

Data Current as of. 31-Oct-2012

SUMMARY

Asset Type	Current Allocation	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Cash Equivalents	2.969%	\$162,949.39	\$162,949.39	\$0.00
Equities	59.858%	\$3,284,940.56	\$3,112,835.71	\$172,104.85
Fixed Income -Taxable	37.173%	\$2,040,043.80	\$1,982,288.16	\$57,755.64
Totals		\$5,487,933.75	\$5,258,073.26	\$229,860.49

DETAIL

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Cash Equivalents: 2.969%								
CASH - INCOME	-	0.009%	518.1500	1.0000		\$518.15	\$518.15	\$0.00
CASH - INVESTED INCOME	-	(0.009)%	(518.1500)	1.0000		(\$518.15)	(\$518.15)	\$0.00
RBS CITIZENS N A CASH SWEEP ACCOUNT Ticker PP510QQGQ0 Asset ID 990110702	990110702 - - PP510QQGQ0	2.960%	162,431.2400	100.0000%	31-Oct-2012	\$162,431.24	\$162,431.24	\$0.00
RBS CITIZENS N A CASH SWEEP ACCOUNT Ticker PP510QQGQ0 Asset ID 990110702	990110702 - - PP510QQGQ0	0.009%	518.1500	100.0000%	31-Oct-2012	\$518.15	\$518.15	\$0.00
Subtotal		2.969%				\$162,949.39	\$162,949.39	\$0.00
Equities: 59.858%								
CALAMOS INTERNATIONAL GROWTH I Ticker CIGIX Asset ID 128119542	128119542 US1281195420 - CIGIX	2.245%	7,052.0880	17.4700	31-Oct-2012	\$123,199.98	\$119,744.47	\$3,455.51
DELAWARE EMERGING MARKETS INST'L Ticker DEMIX Asset ID 245914817	245914817 - - DEMIX	2.088%	8,488.0470	13.5000	31-Oct-2012	\$114,588.63	\$127,006.10	(\$12,417.47)
DREYFUS MIDCAP INDEX FUND#113 Ticker PESPX Asset ID 712223106	712223106 - - PESPX	2.999%	5,655.9010	29.1000	31-Oct-2012	\$164,586.72	\$137,732.66	\$26,854.06
ING MID CAP OPPORTUNITIES Ticker NMCIX Asset ID 44978A806	44978A806 US44978A8062 - NMCIX	2.931%	7,545.6530	21.3200	31-Oct-2012	\$160,873.32	\$163,287.91	(\$2,414.59)

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
LEGG MASON CLEARBRIDGE SMCAP GR Y Ticker SBPYX Asset ID 52470H765	52470H765 US52470H7659 - SBPYX	1 391%	3,674 0930	20 7800	31-Oct- 2012	\$76,347 65	\$61,981 94	\$14,365.71
OPPENHEIMER DEVELOPING MKTS CL Y Ticker ODVYX Asset ID 683974505	683974505 US6839745055 - ODVYX	2 105%	3,409 3330	33 8800	31-Oct- 2012	\$115,508 20	\$109,572 75	\$5,935 45
PRINCIPAL EQUITY INCOME INSTL Ticker PEIIX Asset ID 74254U499	74254U499 US74254U4994 - PEIIX	13 537%	38,116 5610	19 4900	31-Oct- 2012	\$742,891 77	\$657,893 15	\$84,998 62
STEELPATH MLP SELECT 40 CL I Ticker MLPTX Asset ID 858268204	858268204 US8582682048 - MLPTX	1 308%	6,579 5980	10 9100	31-Oct- 2012	\$71,783 41	\$69,987 63	\$1,795 78
T ROWE PRICE SMALL-CAP STOCKFD#65 Ticker OTCFX Asset ID 779572106	779572106 - - OTCFX	1 381%	2,137 2610	35 4600	31-Oct- 2012	\$75,787 28	\$63,831 79	\$11,955 49
TEMPLETON INSTITUTIONAL FOREIGN Ticker TFEQX Asset ID 880210505	880210505 - - TFEQX	2 282%	6,602 8330	18 9700	31-Oct- 2012	\$125,255 74	\$136,037 68	(\$10,781 94)
TOCQUEVILLE GOLD Ticker TGLDX Asset ID 888894862	888894862 US8888948622 2848479 TGLDX	1 394%	1,050 9150	72 8200	31-Oct- 2012	\$76,527 63	\$70,758 10	\$5,769 53
VANGUARD 500 INDEX SIGNAL SHS #1340 Ticker VIFSX Asset ID 922908496	922908496 - - VIFSX	13 177%	6,715 2070	107 6900	31-Oct- 2012	\$723,160 64	\$686,043 74	\$37,116 90
VANGUARD MORGAN GROWTH ADMIRAL #526 Ticker VMRAX Asset ID 921928206	921928206 - - VMRAX	13 018%	11,769 8450	60 7000	31-Oct- 2012	\$714,429 59	\$708,957 79	\$5,471 80
Subtotal		59.858%				\$3,284,940.56	\$3,112,835.71	\$172,104.85
Fixed Income -Taxable: 37.173%								
DWS FLOATING RATE PLUS IN Ticker DFRTX Asset ID 23337F870	23337F870 US23337F8703 - DFRTX	1 000%	5,846 3270	9 3900	31-Oct- 2012	\$54,897 01	\$55,243 32	(\$346 31)
FIDELITY REAL ESTATE INCOME Ticker FRIFX Asset ID 316389865	316389865 US3163898659 - FRIFX	2 520%	12,024 1660	11 5000	31-Oct- 2012	\$138,277 91	\$129,963 11	\$8,314 80
JPMORGAN MORTGAGE BACKED SEC FD Ticker OMBIX Asset ID 4812C1215	4812C1215 US4812C12150 - OMBIX	6 254%	29,484 4910	11 6400	31-Oct- 2012	\$343,199 48	\$336,297 01	\$6,902 47
METROPOLITAN WEST HIGH YD BD I #514 Ticker MWHIX Asset ID 592905848	592905848 US5929058486 - MWHIX	2 115%	11,162 2590	10 4000	31-Oct- 2012	\$116,087 49	\$114,616 93	\$1,470 56

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Pnced	Market Value	Total Cost	Unrealized Gain/Loss
TEMPLETON GLOBAL BOND ADVISOR #616 Ticker TGBAX Asset ID 880208400	880208400 - 2068404 TGBAX	1.634%	6,667.8250	13.4500	31-Oct-2012	\$89,682.25	\$92,225.70	(\$2,543.45)
VANGUARD ADMIRAL GNMA FD #536 Ticker VFIJX Asset ID 922031794	922031794 - - VFIJX	3.358%	16,705.7950	11.0300	31-Oct-2012	\$184,264.92	\$184,599.50	(\$334.58)
VANGUARD INFL- PROTD SEC ADMIN #5119 Ticker VAIPX Asset ID 922031737	922031737 US9220317377 - VAIPX	3.710%	6,935.3240	29.3600	31-Oct-2012	\$203,621.11	\$197,936.78	\$5,684.33
VANGUARD INTER TERM BD IDX SS #1350 Ticker VIBSX Asset ID 921937843	921937843 - - VIBSX	16.582%	74,591.2810	12.2000	31-Oct-2012	\$910,013.63	\$871,405.81	\$38,607.82
Subtotal		37.173%				\$2,040,043.80	\$1,982,288.16	\$57,755.64