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

OMB No 1545-0052

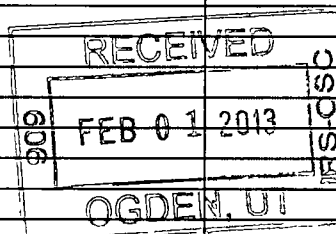
2011

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

For calendar year 2011 or tax year beginning 12/01, 2011, and ending 11/30, 2012

Name of foundation ALICE A PAXTON CHARITABLE TRUST		A Employer identification number 01-6180869						
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (716) 842-5506						
ONE M & T PLAZA, 8TH FLOOR								
City or town, state, and ZIP code BUFFALO, NY 14203								
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,053,289.		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	60,683.	61,266.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	41,736.			
b	Gross sales price for all assets on line 6a 1,017,282.				
7	Capital gain net income (from Part IV, line 2)		41,736.		
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	102,419.	103,002.		
13	Compensation of officers, directors, trustees, etc.	24,296.	24,296.		
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)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT. 2	7,379.	1,788.		
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. 3	2,540.	2,540.		
24	Total operating and administrative expenses. Add lines 13 through 23	34,215.	28,624.	NONE	
25	Contributions, gifts, grants paid	150,000.			150,000.
26	Total expenses and disbursements Add lines 24 and 25	184,215.	28,624.	NONE	150,000.
27	Subtract line 26 from line 12	-81,796.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		74,378.		
c	Adjusted net income (if negative, enter -0-)				



49NE

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		10,671.	-5,197.	-5,197.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule) . STMT 4 .		2,883,125.	2,817,196.	3,058,486.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		2,893,796.	2,811,999.	3,053,289.	
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	2,893,796.	2,811,999.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
	30	Total net assets or fund balances (see instructions)	2,893,796.	2,811,999.		
31	Total liabilities and net assets/fund balances (see instructions)	2,893,796.	2,811,999.			

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	2,893,796.
2	Enter amount from Part I, line 27a	2	-81,796.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,812,000.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,811,999.

Form 990-PF (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,003,768.		975,546.	28,222.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			28,222.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	41,736.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	144,000.	3,119,195.	0.046166
2009	120,500.	2,836,810.	0.042477
2008	148,899.	2,457,161.	0.060598
2007	193,711.	3,237,167.	0.059840
2006	150,000.	3,742,522.	0.040080
2 Total of line 1, column (d)			2 0.249161
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 0.049832
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 3,049,780.
5 Multiply line 4 by line 3			5 151,977.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 744.
7 Add lines 5 and 6			7 152,721.
8 Enter qualifying distributions from Part XII, line 4			8 150,000.

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	1,488.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	1,488.
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	1,488.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,064.	
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	3,064.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,576.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 744. Refunded ☐ 832.	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?		
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) ☐ MD		
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

Form 990-PF (2011)

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>M & T</u> Telephone no <u>(716) 842-5506</u> Located at <u>ONE M&T PLAZA 8TH FLOOR, BUFFALO, NY</u> ZIP + 4 <u>14203</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 X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? ☐ Yes ☒ No	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.) ☐ Yes ☒ No	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.) ☐ Yes ☒ No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ Yes ☒ No	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? ☐ Yes ☒ No	4b	X

Form 990-PF (2011)

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		24,296.	-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

Form 990-PF (2011)

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	

Form 990-PF (2011)

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	3,022,343.
b	Average of monthly cash balances	1b	73,880.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,096,223.
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	3,096,223.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,443.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,049,780.
6	Minimum investment return. Enter 5% of line 5	6	152,489.

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	152,489.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,488.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,488.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	151,001.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	151,001.
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	151,001.

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	150,000.
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	150,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	150,000.

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				151,001.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			149,903.	
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>150,000.</u>				
a Applied to 2010, but not more than line 2a			149,903.	
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				97.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				150,904.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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

NOT APPLICABLE

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

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

4942(j)(3) or 4942(j)(5)

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

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).)

N/A

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

N/A

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

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

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

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
a Paid during the year SEE STATEMENT 13				
Total			▶ 3a	150,000.
b Approved for future payment				
Total			▶ 3b	

Form 990-PF (2011)

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

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

[illegible]

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

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Diane M. Bimer

01/03/2013
Date

Asst. V.P.

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

M & T TRUST COMPANY

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

3	Check ☐ if self-employed	PTIN
---	---	------

MICHELE L DORE, EA

Firm's name ► THOMSON REUTERS (TAX & ACCOUNTING)

Firm's address ► 9711 FARRAR COURT, SUITE 110

RICHMOND, VA

23236

Phone no 804-727-3150

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS	60,683.	61,266.
	-----	-----
TOTAL	60,683.	61,266.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	8.	8.
FEDERAL TAXES PRIOR YEAR BALAN	2,527.	
FEDERAL ESTIMATES - PRINCIPAL	3,064.	
FOREIGN TAXES ON QUALIFIED FOR	1,694.	1,694.
FOREIGN TAXES ON NONQUALIFIED	86.	86.
	-----	-----
TOTALS	7,379.	1,788.
	=====	=====

ALICE A PAXTON CHARITABLE TRUST

01-6180869

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER ALLOCABLE EXPENSES - 2%	2,540.	2,540.
TOTALS	----- 2,540. =====	----- 2,540. =====

ALICE A PAXTON CHARITABLE TRUST

01-6180869

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
WALMART	6,909.	10,515.
COCA COLA	6,238.	11,224.
JOHNSON & JOHNSON		
CHEVRON CORP	6,744.	18,179.
VERIZON COMMUNICATIONS	11,672.	10,236.
WELLS FARGO	13,921.	16,439.
PFIZER	6,638.	9,483.
INTEL	13,196.	10,291.
IBM	5,481.	11,784.
MICROSOFT	13,445.	13,228.
HARBOR INTERNATIONAL	407,772.	383,065.
ALPINE INTL RE		
PHILLIPS 66	2,706.	5,446.
QUALCOMM	9,935.	16,668.
MTB SM CAP GRWTH		
ENERGIZER HLDGS	12,634.	13,719.
LAZARD EMERGING	118,276.	150,470.
EATON VANCE	12,558.	16,514.
RIDGEWORTH SEIX	60,239.	60,863.
FEDERATED ULTRA SHORT	153,050.	154,052.
AFFILIATED MANAGERS	10,153.	12,629.
DREYFUS INTL BOND FUND I		
MFS EMERGING MARKETS DEBT FUND	96,548.	108,143.
PIMCO TOTAL RETURN	256,833.	271,477.
ALBEMARLE CORP	13,442.	18,415.
FREEMPORT MCMORAN COPPER & GOLD		
MONSANTO	12,873.	15,387.
NEWMARKET CORP	10,603.	25,474.
POTASH CORP		

ALICE A PAXTON CHARITABLE TRUST

01-6180869

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
VULCAN MATERIAL		
ALEX & BALDWIN INC	3,026.	5,853.
ARTIO GLOBAL HIGH INCOME	82,061.	83,729.
EXPEDITORS INTL		
FEDEX	6,551.	7,162.
UNION PACIFIC	9,171.	17,435.
AMAZON COM	12,350.	21,676.
LOWES CO INC	4,430.	7,254.
SERVICE CORP		
TARGET CORP		
ALTRIA GROUP		
BROWN-FORMAN	7,554.	13,186.
PHILIP MORRIS INTL	2,366.	4,842.
CONOCOPHILLIPS	4,233.	7,550.
KINDER MORGAN LLC	3,824.	5,466.
SCHLUMBERGER	8,230.	15,408.
BERKSHIRE HATHAWAY	13,737.	15,183.
MATSON	10,531.	13,917.
SCHWAB CHARLES CORP NEW	2,992.	4,508.
WHITE MOUNTAINS INS		
ALLERGAN INC	8,961.	14,427.
ACCO BRANDS	10,896.	17,066.
BRISTOL-MYERS SQUIBB	3,135.	2,276.
CATERPILLAR	11,344.	13,835.
DOLLAR TREE	11,129.	10,740.
INTUITIVE SURGICAL	13,536.	11,019.
MEADWESTVACO		
ACTIVISION BLIZZARD	8,364.	9,397.
APPLE INC	10,204.	29,264.

ALICE A PAXTON CHARITABLE TRUST

01-6180869

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
COGNIZANT TECH SOLUTIONS		
DELL INC	11,999.	18,152.
EMC CORP	9,895.	6,709.
F5 NETWORKS	27,470.	30,876.
GOOGLE	9,297.	11,174.
JUNIPER NETWORKS		
LULULEMON	10,674.	10,480.
DUKE ENERGY	6,317.	8,105.
CARMAX	12,478.	16,099.
HATTERAS FINANCIAL	7,133.	6,292.
UDR INC	4,711.	7,409.
CRM MID CAP	35,274.	44,815.
GOLDMAN SACHS GROWTH OPP		
BAIDU	7,571.	6,164.
T ROWE PRICE LARGE CAP	23,060.	31,577.
GUINNESS ATKINSON GLOBAL	42,274.	32,743.
MEAD JOHNSON NUTRITION	6,688.	5,592.
DWS FLOATING RATE		
CHIPOTLE	6,501.	6,858.
JOHNSON CONTROLS		
PRICELINE	12,967.	18,569.
STARWOOD HOTELS	14,268.	13,274.
THE HERSHEY CO	3,220.	4,398.
CAMERON INTERNATIONAL	16,530.	14,890.
ALEXION PHARMACEUTICALS.	8,492.	16,323.
OCCIDENTAL PETE	12,498.	9,176.
PERRIGO CO	9,951.	13,455.
ARM HOLDINGS		
VISA	17,895.	32,936.

ALICE A PAXTON CHARITABLE TRUST

01-6180869

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
LSV VALUE EQUITY	48,904.	51,020.
MORGAN STANLEY FOCUS GROWTH	30,300.	31,578.
RS GLOBAL NAT RES	135,449.	127,097.
GUINNESS ATKINSON CHINA	64,796.	56,718.
LITMAN GREGORY MASTERS	183,786.	201,444.
MAINSTAY EPCOH GLOBAL	30,754.	32,366.
EXPRESS SCRIPTS	10,300.	10,124.
CITRIX SYSTEMS	15,378.	12,966.
STARBUCKS	8,559.	8,092.
TRACTOR SUPPLY	7,209.	7,170.
BIOGEN IDEC	13,312.	15,207.
VERTEX	9,917.	6,605.
BROADCOM	6,982.	6,994.
CISCO SYSTEMS	14,992.	17,284.
CORNING	12,532.	11,888.
TERADATA	6,278.	5,353.
DOMINION RESOURCES	8,381.	8,280.
TIAA-CREF MID CAP	29,718.	32,041.
WILMINGTON MID CAP GROWTH	205,057.	221,292.
WILMINGTON SMALL CAP GROWTH	140,861.	126,872.
ALPINE GLOBAL PREMIER	6,077.	7,135.
	-----	-----
TOTALS	2,817,196.	3,058,486.
	=====	=====

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

=====

DESCRIPTION

AMOUNT

ROUNDING

1.

TOTAL

1.

=====

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

=====

OFFICER NAME:

M & T

ADDRESS:

ONE M & T PLAZA 8TH FLOOR

BUFFALO, NY 14203

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 24,296.

TOTAL COMPENSATION: 24,296.

=====

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	3,010,672.	32,307.	
FEBRUARY	3,140,120.	32,033.	
MARCH	3,177,717.	32,837.	
APRIL	3,168,013.	30,317.	
MAY	2,940,906.	29,927.	
JUNE	2,922,270.	139,182.	
JULY	2,939,165.	139,895.	
AUGUST	2,987,775.	139,873.	
SEPTEMBER	3,058,294.	141,475.	
OCTOBER	3,015,969.	141,610.	
NOVEMBER	3,058,487.	-5,197.	
DECEMBER	2,848,731.	32,297.	
	-----	-----	-----
TOTAL	36,268,119.	886,556.	
	=====	=====	=====
AVERAGE FMV	3,022,343.	73,880.	
	=====	=====	=====

=====

RECIPIENT NAME:

PROMISE ANIMAL LEAGUE
STAR SILVA, DIRECTOR

ADDRESS:

PO BOX 268
FALLING WATERS, WV 25419

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

HUMANE

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

LITTLE WONDERS ANIMAL RESCUE

ADDRESS:

PO BOX 137
CLEAR SPRING, MD 21722

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING EXPENSES

FOUNDATION STATUS OF RECIPIENT:

HUMANE

AMOUNT OF GRANT PAID 28,500.

RECIPIENT NAME:

EAST COAST EXOTIC ANIMAL RESCUE INC
RESCUE INC

ADDRESS:

320 ZOO ROAD
FAIRFIELD, PA 17320

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING EXPENSES

FOUNDATION STATUS OF RECIPIENT:

HUMANE

AMOUNT OF GRANT PAID 28,500.

=====

RECIPIENT NAME:

CHESAPEAKE WILDLIFE HERITAGE

ADDRESS:

46 PENNSYLVANIA AVE

Easton, MD 21601

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATING EXPENSES

FOUNDATION STATUS OF RECIPIENT:

HUMANE

AMOUNT OF GRANT PAID 28,500.

RECIPIENT NAME:

HUMANE SOCIETY OF

WASHINGTON COUNTY

ADDRESS:

13011 MAUGHANSVILLE ROAD

HAGERSTOWN, MD 21740

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATING EXPENSES

FOUNDATION STATUS OF RECIPIENT:

HUMANE

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

FREDERICK COUNTY HUMANE

SOCIETY

ADDRESS:

217 WEST PATRICK STREET

FREDERICK, MD 21701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING EXPENSES

FOUNDATION STATUS OF RECIPIENT:

HUMANE

AMOUNT OF GRANT PAID 19,500.

RECIPIENT NAME:
SAFE HAVEN ANIMAL SANCTUARY OF
SUSSEX COUNTY
ADDRESS:
PO BOX 430
NASSAU, DE 19969
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
HUMANE
AMOUNT OF GRANT PAID 10,000.

TOTAL GRANTS PAID: 150,000.
=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2011

Name of estate or trust

ALICE A PAXTON CHARITABLE TRUST

Employer identification number

01-6180869

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					988.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b **1b** 1,937.

2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 **2**

3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts **3**

4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet **4** ()

5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back **5** 2,925.

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					12,526.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b **6b** 26,285.

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 **7**

8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts **8**

9 Capital gain distributions **9**

10 Gain from Form 4797, Part I **10**

11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet **11** ()

12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back **12** 38,811.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		2,925.
14	Net long-term gain or (loss):			
a	Total for year	14a		38,811.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		41,736.

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

Department of the Treasury
Internal Revenue Service

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

2011

Employer identification number

01-6180869

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	1,937.00
---	----------

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

ALICE A PAXTON CHARITABLE TRUST

01-6180869

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 .2253 KINDER MORGAN MANAGE	11/24/2009	02/21/2012	18.00	10.00	8.00
.5297 KINDER MORGAN MANAGE	11/24/2009	05/21/2012	38.00	22.00	16.00
1244. ACTIVISION BLIZZARD	03/08/2011	05/31/2012	14,775.00	14,246.00	529.00
8844.206 LSV VALUE EQUITY STRATEGY	03/08/2011	05/31/2012	117,982.00	128,772.00	-10,790.00
196. ALEXANDER & BALDWIN I	11/24/2009	05/31/2012	9,897.00	6,019.00	3,878.00
90. ALEXION PHARMACEUTICAL	03/08/2011	05/31/2012	8,238.00	4,496.00	3,742.00
46. ALLERGAN INCORPORATED	03/08/2011	05/31/2012	4,175.00	2,824.00	1,351.00
3677.048 ALPINE INTL REAL FD CL-I	12/29/2009	05/31/2012	68,136.00	133,994.00	-65,858.00
20. ALTRIA GROUP INC	11/24/2009	05/31/2012	640.00	387.00	253.00
36. APPLE COMPUTER INCORPO	11/24/2009	05/31/2012	20,914.00	7,347.00	13,567.00
360. ARM HOLDINGS PLC	03/08/2011	05/31/2012	8,520.00	10,357.00	-1,837.00
54. BERKSHIRE HATHAWAY INC	11/24/2009	05/31/2012	4,245.00	3,689.00	556.00
88. BROWN-FORMAN CORP CL B	11/24/2009	05/31/2012	7,687.00	4,525.00	3,162.00
4. CHEVRONTXACO CORPORATI	12/28/2009	05/31/2012	391.00	310.00	81.00
2. CHIPOTLE MEXICAN GRILL-	03/08/2011	05/31/2012	825.00	500.00	325.00
14. CITRIX SYSTEMS INCORPO	03/08/2011	05/31/2012	1,035.00	1,016.00	19.00
80. COCA COLA COMPANY	12/28/2009	05/31/2012	5,991.00	3,494.00	2,497.00
20. COGNIZANT TECHNOLOGY S CORP	11/24/2009	05/31/2012	1,178.00	889.00	289.00
76. CONOCOPHILLIPS	11/24/2009	05/31/2012	3,957.00	3,036.00	921.00
2881.313 DWS FLOATING RATE	03/08/2011	05/31/2012	26,566.00	27,459.00	-893.00
3186.562 DREYFUS INTERNATI I	03/08/2011	05/31/2012	52,738.00	52,459.00	279.00
490. DUKE ENERGY CORP	03/08/2011	05/31/2012	10,690.00	8,425.00	2,265.00
246. EXPEDITORS INTERNATIO WASHINGTON	11/24/2009	05/31/2012	9,298.00	7,982.00	1,316.00
92. EXPRESS SCRIPTS HOLDIN	03/08/2011	05/31/2012	4,817.00	5,041.00	-224.00
22. FEDEX CORPORATION	03/08/2011	05/31/2012	1,956.00	1,850.00	106.00

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

ALICE A PAXTON CHARITABLE TRUST

01-6180869

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 100. F5 NETWORKS INCORPORATED	11/24/2009	05/31/2012	10,366.00	4,767.00	5,599.00
202. FREEPORT-MCMORAN COPPER	03/08/2011	05/31/2012	6,522.00	8,844.00	-2,322.00
5055.794 GOLDMAN SACHS GROUP FD #1132	12/08/2010	05/31/2012	122,047.00	98,860.00	23,187.00
12. GOOGLE INC CLASS A	12/28/2009	05/31/2012	7,070.00	7,054.00	16.00
64. HATTERAS FINANCIAL CORP	03/08/2011	05/31/2012	1,819.00	1,940.00	-121.00
136. HERSHEY FOODS CORPORATION	03/08/2011	05/31/2012	9,175.00	7,298.00	1,877.00
3531.556 T ROWE PRICE LARGE FD INST	11/24/2009	05/31/2012	61,696.00	48,382.00	13,314.00
114. INTEL CORPORATION	05/27/2004	05/31/2012	2,935.00	3,244.00	-309.00
50. INTERNATIONAL BUSINESS CORP	05/27/2004	05/31/2012	9,705.00	4,420.00	5,285.00
36. INTUITIVE SURGICAL INC	11/24/2009	05/31/2012	19,085.00	10,032.00	9,053.00
226. JOHNSON & JOHNSON	11/14/2000	05/31/2012	14,063.00	10,537.00	3,526.00
336. JOHNSON CONTROLS INCORP	03/08/2011	05/31/2012	10,233.00	13,843.00	-3,610.00
424. JUNIPER NETWORKS INCORP	12/28/2009	05/31/2012	7,304.00	11,005.00	-3,701.00
26. KINDER MORGAN MANAGEMENT	11/24/2009	05/31/2012	1,864.00	1,088.00	776.00
494. LOWES COMPANIES INCORP	11/24/2009	05/31/2012	13,327.00	10,887.00	2,440.00
4112.237 MAINSTAY EPOCH GL FD CL-I	03/08/2011	05/31/2012	61,560.00	63,575.00	-2,015.00
206. MICROSOFT CORPORATION	10/24/2003	05/31/2012	6,027.00	5,573.00	454.00
1533.615 MORGAN STANLEY FUND FD CL-I	03/08/2011	05/31/2012	57,281.00	58,538.00	-1,257.00
44. NEWMARKET CORPORATION	11/24/2009	05/31/2012	9,476.00	4,860.00	4,616.00
34. OCCIDENTAL PETROLEUM CORP	03/08/2011	05/31/2012	2,723.00	3,483.00	-760.00
2915.737 PIMCO TOTAL RETURN	11/24/2009	05/31/2012	32,890.00	32,131.00	759.00
76. PERRIGO COMPANY	03/08/2011	05/31/2012	7,877.00	5,818.00	2,059.00
314. PFIZER INCORPORATED	03/08/2011	05/31/2012	6,932.00	6,068.00	864.00
60. PHILIP MORRIS INTL INC	11/24/2009	05/31/2012	5,081.00	3,031.00	2,050.00
262. POTASH CORPORATION SA INCORPORATED	11/24/2009	05/31/2012	10,327.00	9,823.00	504.00

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

Schedule D-1 (Form 1041) 2011

