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

2011

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

For calendar year 2011 or tax year beginning DEC 1, 2011, and ending NOV 30, 2012

Name of foundation THE C JEAN & MYLES MCDONOUGH CHARITABLE FOUNDATION		A Employer identification number 04-2947391
Number and street (or P O box number if mail is not delivered to street address) 8 WESTWOOD DRIVE	Room/suite	B Telephone number 508-791-0901
City or town, state, and ZIP code WORCESTER, MA 01609		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,178,914.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,007,134.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	19,419.	19,419.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,100.			STATEMENT 1
	b Gross sales price for all assets on line 6a	804,075.			
	7 Capital gain net income (from Part IV, line 2)		282,734.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	1,035,653.	302,153.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	544.	134.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	5,805.	5,805.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	6,349.	5,939.		0.
	25 Contributions, gifts, grants paid	729,850.			729,850.
26 Total expenses and disbursements. Add lines 24 and 25	736,199.	5,939.		729,850.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	299,454.				
b Net investment income (if negative, enter -0-)		296,214.			
c Adjusted net income (if negative, enter -0-)			N/A		

**THE C JEAN & MYLES MCDONOUGH CHARITABLE
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		43,744.	288,837.	288,837.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 5		202,655.	218,535.	228,990.
	b	Investments - corporate stock STMT 6		5,618,141.	5,777,960.	1,278,051.
	c	Investments - corporate bonds STMT 7		136,221.	138,605.	147,456.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 8		170,902.	50,070.	235,470.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ REFUND RECEIVABLE)		3,000.	110.	110.	
16	Total assets (to be completed by all filers)		6,174,663.	6,474,117.	2,178,914.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		6,174,663.	6,474,117.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	Total net assets or fund balances		6,174,663.	6,474,117.		
31	Total liabilities and net assets/fund balances		6,174,663.	6,474,117.		

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	6,174,663.
2	Enter amount from Part I, line 27a	2	299,454.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,474,117.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,474,117.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a MSSB SEE STATEMENT A FOR DETAILS	P		
b MSSB SEE STATEMENT A FOR DETAILS	D		
c MSSB SEE STATEMENT B FOR DETAILS	P		
d MSSB SEE STATEMENT C FOR DETAILS	P		
e CAPITAL GAINS DIVIDENDS			

(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 279,572.		268,212.	11,360.
b 509,114.		237,640.	271,474.
c 6,728.		7,118.	<390.>
d 7,768.		8,371.	<603.>
e 893.			893.

(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			11,360.
b			271,474.
c			<390.>
d			<603.>
e			893.

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	282,734.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	476,260.	797,714.	.597031
2009	321,382.	1,170,007.	.274684
2008	88,200.	981,837.	.089832
2007	372,615.	1,502,282.	.248033
2006	375,675.	9,317,211.	.040321

2 Total of line 1, column (d)	2	1.249901
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	.249980
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,083,550.
5 Multiply line 4 by line 3	5	520,846.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,962.
7 Add lines 5 and 6	7	523,808.
8 Enter qualifying distributions from Part XII, line 4	8	729,850.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,962.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,962.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,962.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	920.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	920.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	2,042.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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) <input type="checkbox"/> MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	13	X	
14	The books are in care of ► TRUSTEE Telephone no. ► 508-791-0901 Located at ► 306 MAIN ST., SUITE 400, WORCESTER, MA ZIP+4 ► 01615-0034			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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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)? ☐ 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)?

N/A
▶ ☐

5b

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?

N/A ☐ 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

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?

N/A

7b

X

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
C. JEAN MCDONOUGH	TRUSTEE			
8 WESTWOOD DRIVE				
WORCESTER, MA 01609	1.00	0.	0.	0.

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

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

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

▶ 0

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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. If none, enter "NONE."

[illegible]

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

0

Total number of others receiving over \$5,000 for professional services	
Part IX-A	Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
------------------	---

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

Amount

1	N/A	
2		

All other program-related investments. See instructions.

3	

Total. Add lines 1 through 3

0.

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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	808,507.
b	Average of monthly cash balances	1b	160,105.
c	Fair market value of all other assets	1c	1,146,667.
d	Total (add lines 1a, b, and c)	1d	2,115,279.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,115,279.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,729.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,083,550.
6	Minimum investment return. Enter 5% of line 5	6	104,178.

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	104,178.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,962.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,962.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	101,216.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	101,216.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	101,216.

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	729,850.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	729,850.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,962.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	726,888.

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.

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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				101,216.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	288,998.			
c From 2008	39,524.			
d From 2009	265,618.			
e From 2010	438,154.			
f Total of lines 3a through e	1,032,294.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	729,850.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				101,216.
e Remaining amount distributed out of corpus	628,634.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,660,928.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	1,660,928.			
10 Analysis of line 9:				
a Excess from 2007	288,998.			
b Excess from 2008	39,524.			
c Excess from 2009	265,618.			
d Excess from 2010	438,154.			
e Excess from 2011	628,634.			

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

N/A

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

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section
- ☐
- 4942(j)(3) or
- ☐
- 4942(j)(5)

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

- b 85% of line 2a**

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities.

- 3 Subtract line 2d from line 2c
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**

[illegible]

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).)

C. JEAN MCDONOUGH

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

NONE

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

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

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

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

- c Any submission deadlines:**

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

**THE C JEAN & MYLES MCDONOUGH CHARITABLE
FOUNDATION**

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ABBY'S HOUSE 1075 PLEASANT STREET WORCESTER, MA 01613	NONE	OTHER PUBLIC CHARITY	GENERAL	500.
ARTHRITIS FOUNDATION 47 ELM STREET WALPOLE, MA 02081	NONE	OTHER PUBLIC CHARITY	GENERAL	25,000.
BANCROFT SCHOOL, WORCESTER, MA 110 SHORE DRIVE WORCESTER, MA 01605	NONE	OTHER PUBLIC CHARITY	GENERAL	5,000.
ECOTARIUM, WORCESTER, MA 222 HARRINGTON WAY WORCESTER, MA 01604	NONE	OTHER PUBLIC CHARITY	GENERAL	100,000.
FIRST UNITARIAN CHURCH, WORCESTER, MA 90 MAIN STREET WORCESTER, MA 01608	NONE	OTHER PUBLIC CHARITY	GENERAL	7,500.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	729,850.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

THE C JEAN & MYLES MCDONOUGH CHARITABLE
FOUNDATION

04-2947391

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GREATER WORCESTER COMMUNITY FOUNDATION, WORCESTER, MA 370 MAIN ST #650 WORCESTER, MA 01608	NONE	OTHER PUBLIC CHARITY	GENERAL	1,000.
HUDSON HOAGLAND SOCIETY 333 SOUTH STREET SHREWSBURY, MA 01545	NONE	OTHER PUBLIC CHARITY	GENERAL	2,500.
MECHANICS HALL, WORCESTER, MA 321 MAIN ST #1 WORCESTER, MA 01608	NONE	OTHER PUBLIC CHARITY	GENERAL	250.
MUSIC WORCESTER 323 MAIN STREET WORCESTER, MA 01608	NONE	OTHER PUBLIC CHARITY	GENERAL	3,000.
NATIVITY SCHOOL OF WORCESTER 67 LINCOLN STREET WORCESTER, MA 01605	NONE	OTHER PUBLIC CHARITY	GENERAL	800.
SALVATION ARMY 640 MAIN STREET WORCESTER, MA 01608	NONE	OTHER PUBLIC CHARITY	GENERAL	100.
U MASS MEMORIAL RHEUMATOLOGY, WORCESTER, MA 365 PLANTATION STREET WORCESTER, MA 01605	NONE	OTHER PUBLIC CHARITY	GENERAL	20,000.
UNITED WAY 484 MAIN ST #300 WORCESTER, MA 01608	NONE	OTHER PUBLIC CHARITY	GENERAL	2,000.
VISITING NURSES ASSOCIATION 37 BIRCH ST MILFORD, MA 01757	NONE	OTHER PUBLIC CHARITY	GENERAL	250.
WGBH EDUCATIONAL FOUNDATION 125 WESTERN AVENUE BOSTON, MA 02134	NONE	OTHER PUBLIC CHARITY	GENERAL	2,500.
Total from continuation sheets				591,850.

THE C JEAN & MYLES MCDONOUGH CHARITABLE
FOUNDATION

04-2947391

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WORCESTER ART MUSEUM 55 SALISBURY ST WORCESTER, MA 01609	NONE	OTHER PUBLIC CHARITY	GENERAL	5,000.
WORCESTER COUNTY FOOD BANK 474 BOSTON TURNPIKE ROAD SHREWSBURY, MA 01545	NONE	OTHER PUBLIC CHARITY	GENERAL	250.
WORCESTER HISTORICAL SOCIETY 10 CEDAR STREET WORCESTER, MA 01609	NONE	OTHER PUBLIC CHARITY	GENERAL	302,500.
WPI 100 INSTITUTE ROAD WORCESTER, MA 016092280	NONE	OTHER PUBLIC CHARITY	GENERAL	250,000.
FRANKLIN SQUARE PO BOX 78037 BELMONT, MA 02478	NONE	OTHER PUBLIC CHARITY	GENERAL	1,000.
ROGERS KENNEDY MEMORIAL FUND PARK AVE WORCESTER, MA 01606	NONE	OTHER PUBLIC CHARITY	GENERAL	500.
WORCESTER CHAMBER MUSIC SOCIETY PO BOX 21001 WORCESTER, MA 01602	NONE	OTHER PUBLIC CHARITY	GENERAL	200.
Total from continuation sheets				

Part XVII

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

- | | | Yes | No |
|----------|--|-----|----|
| 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? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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
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.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	Signature of officer or trustee <u>Clean M. Thorough</u>		Date <u>3/29/13</u>	Title <u>TRUSTEE</u>				
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date <u>3/6/13</u>	Check <input type="checkbox"/> if self-employed	PTIN	
	ALLEN J. FALKE, CPA		<u>Allen J. Falke</u>				P00534549	
	Firm's name ▶ GREENBERG ROSENBLATT KULL & BITSOLI, PC					Firm's EIN ▶ 04-2687094		
	Firm's address ▶ 306 MAIN STREET SUITE 400 WORCESTER, MA 01615-0034					Phone no. (508) 791-0901		

Form **990-PF** (2011)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

THE C JEAN & MYLES MCDONOUGH CHARITABLE
FOUNDATION

Employer identification number

04-2947391

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

THE C JEAN & MYLES MCDONOUGH CHARITABLE
FOUNDATION

Employer identification number

04-2947391

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	C. JEAN MCDONOUGH 8 WESTWOOD DRIVE WORCESTER, MA 01609	\$ 507,134.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	C. JEAN MCDONOUGH 8 WESTWOOD DRIVE WORCESTER, MA 01609	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

THE C JEAN & MYLES MCDONOUGH CHARITABLE
FOUNDATION

Employer identification number

04-2947391

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>16545.981 SH AMERICAN INV CO OF AMER</u> _____ _____	\$ <u>507,134.</u>	<u>09/28/12</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____

Name of organization

THE C JEAN & MYLES MCDONOUGH CHARITABLE
FOUNDATION

Employer identification number

04-2947391

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
MSSB SEE STATEMENT A FOR DETAILS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
279,572.	268,212.	0.	0.	11,360.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
MSSB SEE STATEMENT A FOR DETAILS	DONATED			
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
509,114.	511,274.	0.	0.	<2,160.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
MSSB SEE STATEMENT B FOR DETAILS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,728.	7,118.	0.	0.	<390.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
MSSB SEE STATEMENT C FOR DETAILS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,768.	8,371.	0.	0.	<603.>

CAPITAL GAINS DIVIDENDS FROM PART IV

893.

TOTAL TO FORM 990-PF, PART I, LINE 6A

9,100.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MSSB INVESTMENTS	19,419.	0.	19,419.
MSSB INVESTMENTS	893.	893.	0.
TOTAL TO FM 990-PF, PART I, LN 4	20,312.	893.	19,419.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL	410.	0.		0.
FOREIGN	134.	134.		0.
TO FORM 990-PF, PG 1, LN 18	544.	134.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	5,745.	5,745.		0.
FILING FEES	35.	35.		0.
BANK CHARGES	25.	25.		0.
TO FORM 990-PF, PG 1, LN 23	5,805.	5,805.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 5
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOV'T OBLIGATIONS	X		218,535.	228,990.
TOTAL U.S. GOVERNMENT OBLIGATIONS			218,535.	228,990.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			218,535.	228,990.

FORM 990-PF	CORPORATE STOCK		STATEMENT 6
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE
CORPORATE STOCK	669,127.		673,051.
MADOFF INVESTMENTS	5,108,833.		605,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,777,960.		1,278,051.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	138,605.	147,456.
TOTAL TO FORM 990-PF, PART II, LINE 10C	138,605.	147,456.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	50,070.	235,470.
TOTAL TO FORM 990-PF, PART II, LINE 13		50,070.	235,470.

C JEAN & MYLES MCDONOUGH CHARITABLE FOUNDATION
EIN: 04-2947391
FORM 990-PF - RETURN OF PRIVATE FOUNDATION
NOVEMBER 30, 2012

Page 3, Part IV - Capital gains and losses for tax on investment income

Security	Shares	Bought	Sold	Gross Proceeds	Book Basis		Excise Tax Basis	
					Basis	Gain	Basis	Gain/(Loss)
Southern Pwr Sr Notes 8 25% 7/15/12	2,000	8/18/2010	12/19/2011	2,087	2,192	(125)	2,192	(125)
AT&T Wireless Svcs 8 125% 5/1/12	2,000	10/19/2009	12/28/2011	2,053	2,285	(232)	2,285	(232)
U S Treasury Note Ser E 2 125% 8/15/21	2,000	11/2/2011	1/10/2012	2,033	2,015	18	2,015	18
Telecom Italia Capital 6 175% 6/18/14	2,000	9/23/2009	2/7/2012	2,031	2,176	(145)	2,176	(145)
US Bancorp 2 2% 11/15/16	1,000	10/31/2011	2/28/2012	1,026	997	29	997	29
US Bancorp 2 2% 11/15/16	1,000	11/7/2011	2/28/2012	1,026	1,014	12	1,014	12
U S Treasury Note Ser X 2% 4/30/16	3,000	5/6/2011	5/10/2012	3,168	3,013	155	3,013	155
Xerox Corp 5 5% 5/15/12	1,000	9/19/2011	5/15/2012	1,000	1,029	(29)	1,029	(29)
U S Treasury Note Ser AN 825% 7/13/12	15,000	7/19/2011	5/17/2012	15,016	15,083	(47)	15,083	(47)
U S Treasury Note Ser AN 825% 7/13/12	3,000	2/27/2012	5/17/2012	3,003	3,008	(3)	3,008	(3)
U S Treasury Note Ser X 2% 4/30/16	15,000	5/6/2011	6/5/2012	15,843	15,063	780	15,063	780
U S Treasury Note Ser L 2 375% 5/31/18	13,000	6/10/2011	6/5/2012	14,125	13,104	1,021	13,104	1,021
U S Treasury Note Ser L 2 375% 5/31/18	1,000	7/19/2011	6/5/2012	1,087	1,014	73	1,014	73
U S Treasury Note Ser L 2 375% 5/31/18	2,000	8/17/2011	6/5/2012	2,173	2,123	50	2,123	50
U S Treasury Note Ser L 2 375% 5/31/18	1,000	9/29/2011	6/5/2012	1,087	1,061	26	1,061	26
U S Treasury Note Ser L 2 375% 5/31/18	4,000	3/14/2012	6/5/2012	4,346	4,216	130	4,216	130
U S Treasury Note Ser L 2 375% 5/31/18	6,000	3/29/2012	6/5/2012	6,519	6,370	149	6,370	149
U S Treasury Note Ser L 2 375% 5/31/18	2,000	4/30/2012	6/5/2012	2,173	2,152	21	2,152	21
U S Treasury Note Ser L 2 375% 5/31/18	2,000	5/10/2012	6/5/2012	2,173	2,157	16	2,157	16
Telefonica SA 5 877% 7/15/19	1,000	11/18/2010	7/23/2012	900	1,109	(209)	1,109	(209)
Telefonica SA 5 877% 7/15/19	1,000	1/13/2011	7/23/2012	900	1,055	(155)	1,055	(155)
U S Treasury Note Ser AF 1 125% 12/15/12	2,000	4/30/2012	8/9/2012	2,007	2,012	(5)	2,012	(5)
U S Treasury Note Ser E 2 125% 8/15/21	1,000	11/2/2011	8/9/2012	1,051	1,008	43	1,008	43
Burlington Northern Santa Fe 5 85% 5/1/17	2,000	8/28/2009	8/17/2012	2,366	2,124	242	2,124	242
US Treasury Bonds 4 375% 2/15/38	1,000	7/19/2011	8/28/2012	1,332	1,021	311	1,021	311
US Treasury Bonds 4 375% 2/15/38	1,000	8/10/2011	8/28/2012	1,332	1,155	177	1,155	177
Oracle Corp 6 5% 4/15/38	2,000	7/29/2010	8/29/2012	2,815	2,310	505	2,310	505
U S Treasury Note Ser E 2 125% 8/15/21	4,000	11/2/2011	9/17/2012	4,184	4,030	154	4,030	154
U S Treasury Note Ser AF 875% 12/31/16	1,000	2/9/2012	9/17/2012	1,012	1,004	8	1,004	8
Johnson Controls Inc 5 5% 1/15/16	1,000	3/10/2011	10/17/2012	1,141	1,114	27	1,114	27
Johnson Controls Inc 5 5% 1/15/16	1,000	3/10/2011	10/17/2012	1,141	1,115	26	1,115	26
US Treasury Bonds 4 375% 2/15/38	2,000	8/10/2011	10/26/2012	2,591	2,310	281	2,310	281
U S Treasury Note Ser AF 1 125% 12/15/12	2,000	4/30/2012	10/26/2012	2,003	2,012	(9)	2,012	(9)
U S Treasury Note Ser AF 875% 12/31/16	1,000	2/8/2012	11/7/2012	1,014	1,004	10	1,004	10
U S Treasury Note Ser AF 875% 12/31/16	20,000	4/9/2012	11/7/2012	20,287	20,020	267	20,020	267
U S Treasury Note Ser AF 875% 12/31/16	7,000	4/19/2012	11/7/2012	7,100	7,028	72	7,028	72
Virginia Electric Power 5 1% 11/30/12	3,000	3/9/2012	11/30/2012	3,000	3,102	(102)	3,102	(102)
National Australia Bank	500	3/13/1998	11/27/2012	12,161	8,254	3,907	8,254	3,907
Pfizer	500	10/19/2011	11/27/2012	11,956	9,619	2,337	9,619	2,337
Altra Group Inc	200	10/19/2011	11/27/2012	6,468	5,632	836	5,632	836
Blackrock Debt Strategies Fund	22	3/27/1998	11/27/2012	84	197	(113)	197	(113)
Blackrock Debt Strategies Fund	0	12/10/1999	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	1/7/2000	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	1	2/29/2000	11/27/2012	3	2	1	2	1
Blackrock Debt Strategies Fund	1	3/31/2000	11/27/2012	3	2	1	2	1
Blackrock Debt Strategies Fund	0	4/28/2000	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	5/10/2000	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	6/30/2000	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	7/12/2000	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	8/31/2000	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	9/13/2000	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	10/9/2000	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	11/8/2000	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	12/15/2000	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	1/5/2001	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	2/28/2001	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	3/30/2001	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	4/3/2001	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	5/31/2001	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	6/29/2001	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	7/31/2001	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	8/31/2001	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	9/28/2001	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	10/31/2001	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	11/30/2001	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	12/29/2001	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	1/14/2002	11/27/2012	1	3	(2)	3	(2)
Blackrock Debt Strategies Fund	0	2/28/2002	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	4/5/2002	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	4/30/2002	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	5/31/2002	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	6/28/2002	11/27/2012	1	2	(1)	2	(1)

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Security	Shares	Bought	Sold	Gross Proceeds	Book Basis Basis	Gain	Excise Tax Basis Basis	Gain/(Loss)
Blackrock Debt Strategies Fund	0	7/31/2002	11/27/2012	2	2	-	2	-
Blackrock Debt Strategies Fund	0	8/30/2002	11/27/2012	2	2	-	2	-
Blackrock Debt Strategies Fund	0	9/30/2002	11/27/2012	2	2	-	2	-
Blackrock Debt Strategies Fund	0	10/31/2002	11/27/2012	2	2	-	2	-
Blackrock Debt Strategies Fund	0	11/29/2002	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	12/28/2002	11/27/2012	2	2	-	2	-
Blackrock Debt Strategies Fund	1	1/14/2003	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	2/28/2003	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	3/31/2003	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	4/30/2003	11/27/2012	2	2	-	2	-
Blackrock Debt Strategies Fund	0	5/30/2003	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	6/30/2003	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	7/31/2003	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	8/29/2003	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	9/30/2003	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	10/31/2003	11/27/2012	1	3	(2)	3	(2)
Blackrock Debt Strategies Fund	0	11/28/2003	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	12/24/2003	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	1/13/2004	11/27/2012	1	3	(2)	3	(2)
Blackrock Debt Strategies Fund	0	2/27/2004	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	3/31/2004	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	4/30/2004	11/27/2012	2	3	(1)	2	(1)
Blackrock Debt Strategies Fund	0	5/28/2004	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	6/30/2004	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	7/30/2004	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	8/31/2004	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	9/30/2004	11/27/2012	1	3	(2)	2	(2)
Blackrock Debt Strategies Fund	0	10/29/2004	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	11/30/2004	11/27/2012	1	3	(2)	3	(2)
Blackrock Debt Strategies Fund	0	12/21/2004	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	1/20/2005	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	2/28/2005	11/27/2012	1	2	(1)	2	(1)
Blackrock Debt Strategies Fund	0	3/31/2005	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	4/11/2005	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	5/11/2005	11/27/2012	1	3	(2)	3	(2)
Blackrock Debt Strategies Fund	0	6/30/2005	11/27/2012	1	3	(2)	3	(2)
Blackrock Debt Strategies Fund	0	7/29/2005	11/27/2012	1	3	(2)	3	(2)
Blackrock Debt Strategies Fund	0	8/31/2005	11/27/2012	1	3	(2)	3	(2)
Blackrock Debt Strategies Fund	0	9/30/2005	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	10/31/2005	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	11/30/2005	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	12/21/2005	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	2/28/2006	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	3/31/2006	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	4/28/2006	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	5/31/2006	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	6/30/2006	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	7/31/2006	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	8/31/2006	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	9/29/2006	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	10/31/2006	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	11/30/2006	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	12/28/2006	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	1	1/19/2007	11/27/2012	2	4	(2)	4	(2)
Blackrock Debt Strategies Fund	0	2/28/2007	11/27/2012	2	3	(1)	3	(1)
Blackrock Debt Strategies Fund	0	3/30/2007	11/27/2012	2	3	(1)	3	(1)
Federal Home Ln Mtg Crp Global 5 125% 7/15/1	5,000	7/31/2009	2/27/2012	5,064	5,502	(438)	5,502	(438)
Federal Home Ln Mtg Crp Global 4 5% 7/15/13	5,000	7/31/2009	2/27/2012	5,258	5,436	(178)	5,436	(178)
Federal Natl Mtg Assoc 4 625% 10/15/14	6,000	7/31/2009	2/27/2012	6,608	6,523	85	6,523	85
U S Treasury Note Ser E 4% 11/15/12	6,000	7/31/2009	2/27/2012	6,135	6,443	(308)	6,443	(308)
U S Treasury Note Ser M 2 25% 5/31/14	8,000	7/31/2009	2/27/2012	8,303	7,923	380	7,923	380
U S Treasury Note Ser B 3 625% 2/15/20	4,000	10/14/2011	2/27/2012	4,610	4,523	87	4,523	87
U S Treasury Note Ser AK 1% 4/30/12	2,000	5/20/2010	2/27/2012	2,000	2,012	(12)	2,012	(12)
U S Treasury Note Ser Y 1 375% 5/15/13	2,000	8/4/2010	2/27/2012	2,019	2,033	(14)	2,033	(14)
U S Treasury Note Ser Y 1 375% 5/15/13	4,000	8/9/2011	2/27/2012	4,038	4,078	(40)	4,078	(40)
U S Treasury Note Ser F 2 625% 11/15/20	7,000	12/15/2010	2/27/2012	7,499	6,540	959	6,540	959
Abbott Laboratories 5 8% 11/30/17	5,000	8/5/2009	2/27/2012	6,024	5,450	574	5,450	574
BP Capital Markets 3 875% 3/10/15	3,000	8/5/2009	2/27/2012	3,218	3,129	89	3,129	89
Bank of New York Mellon 4 3% 5/15/14	4,000	9/15/2009	2/27/2012	4,288	4,223	65	4,223	65
Berkshire Hathaway Inc 4 625% 10/15/13	3,000	11/23/2009	2/27/2012	3,187	3,239	(52)	3,239	(52)
Costco Wholesale Corp 5 3% 3/15/12	10,000	10/2/2009	2/27/2012	10,000	10,842	(842)	10,842	(842)
General Electric Capital Corp 4 8% 5/1/13	5,000	8/5/2009	2/27/2012	5,181	5,175	6	5,175	6
Intel Corp 1 59% 10/1/16	5,000	12/8/2011	2/27/2012	5,148	5,083	65	5,083	65
3M Company 4 375% 8/15/13	6,000	9/10/2009	2/27/2012	6,273	6,524	(251)	6,524	(251)
US Bancorp 4 2% 5/15/14	4,000	8/5/2009	2/27/2012	4,251	4,163	88	4,163	88
Walgreen Co 5 25% 1/15/19	5,000	9/1/2009	2/27/2012	5,841	5,369	472	5,369	472
Western Union Corp Notes 5 93% 10/1/16	5,000	3/25/2010	2/27/2012	5,729	5,504	225	5,504	225
Total purchased securities				279,572	268,212	11,360	268,212	11,360

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Security	Shares	Bought	Sold	Gross Proceeds	Book Basis		Excise Tax Basis	
					Basis	Gain	Basis	Gain/(Loss)
American Inv Co of America - Donated	1,622	9/28/2012	10/2/2012	50,000	48,724	276	22,894	27,106
American Inv Co of America - Donated	4,867	9/28/2012	10/2/2012	150,000	149,173	827	68,684	81,316
American Inv Co of America - Donated	10,057	9/28/2012	11/27/2012	304,114	308,237	(4,123)	141,922	162,182
American New Perspective Fund Donated	162	2/19/2004	11/28/2012	5,000	4,140	860	4,140	860
				-	-	-	-	-
				-	-	-	-	-
				-	-	-	-	-
Total donated securities				509,114	511,274	(2,180)	237,640	271,474