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

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

OMB No 1545-0052

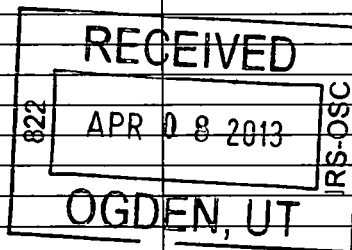
2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation SALEM FIVE CHARITABLE FOUNDATION, INC.		A Employer identification number 04-3342405						
Number and street (or P O box number if mail is not delivered to street address) 210 ESSEX STREET		B Telephone number (see instructions) (978) 740-5772						
City or town, state, and ZIP code SALEM, MA 01970		C If exemption application is pending, check here ☐						
G Check all that apply. <table border="1"> <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	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ 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		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,416,878.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule). Check ☐ if the foundation is not required to attach Sch B		1,019,837.			
3 Interest on savings and temporary cash investments		8.	8.		ATCH 1
4 Dividends and interest from securities		12,605.	12,605.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		39,751.			
b Gross sales price for all assets on line 6a		1,214,092.			
7 Capital gain net income (from Part IV, line 2)			508,608.		
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		1,072,201.	521,221.	0	
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 3		2,000.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 4		2,994.			2,994.
24 Total operating and administrative expenses. Add lines 13 through 23		4,994.			2,994.
25 Contributions, gifts, grants paid		345,835.			345,835.
26 Total expenses and disbursements Add lines 24 and 25		350,829.	0	0	348,829.
27 Subtract line 26 from line 12		721,372.			
a Excess of revenue over expenses and disbursements			521,221.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				0	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	13,117.	11,249.	11,249.	
	2	Savings and temporary cash investments	4,184.	167,001.	167,001.	
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 5	704,970.	1,265,393.	1,238,628.	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	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)	722,271.	1,443,643.	1,416,878.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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)	0	0			
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				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	722,271.	1,443,643.		
	30	Total net assets or fund balances (see instructions)	722,271.	1,443,643.		
31	Total liabilities and net assets/fund balances (see instructions)	722,271.	1,443,643.			

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	722,271.
2	Enter amount from Part I, line 27a	2	721,372.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,443,643.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,443,643.

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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 SEE PART IV SCHEDULE					
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					
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	508,608.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	0	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
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))
2011	282,741.	707,988.	0.399358
2010	266,693.	547,318.	0.487272
2009	165,549.	601,988.	0.275004
2008	321,203.	901,866.	0.356154
2007	291,102.	1,005,174.	0.289604
2 Total of line 1, column (d)		2	1.807392
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	0.361478
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	615,810.
5 Multiply line 4 by line 3		5	222,602.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	5,212.
7 Add lines 5 and 6		7	227,814.
8 Enter qualifying distributions from Part XII, line 4		8	348,829.
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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	5,212.
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	5,212.
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	5,212.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,183.	
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	2,183.	
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	3,029.	
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 2013 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the 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
4 a 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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 2012 or the taxable year beginning in 2012 (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?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ WILLIAM SMITH Telephone no ☐ 978-720-5308			
Located at ☐ 210 ESSEX STREET SALEM, MA ZIP+4 ☐ 01970				
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				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	1b	
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ☐	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No		
If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 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 2012) ☐	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 2012? ☐	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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
ATCH 6		0	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				

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

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."

[illegible]

Total number of others receiving over \$50,000 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.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE _____ _____ _____	
2 _____ _____ _____	
All other program-related investments See instructions 3 NONE _____ _____ _____	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	598,253.
b	Average of monthly cash balances	1b	26,935.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	625,188.
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	
3	Subtract line 2 from line 1d	3	625,188.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,378.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	615,810.
6	Minimum investment return. Enter 5% of line 5	6	30,791.

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	30,791.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,212.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,212.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	25,579.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	25,579.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	25,579.

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	348,829.
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	
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	348,829.
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	5,212.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	343,617.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				25,579.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 247,835.				
b From 2008 278,684.				
c From 2009 135,917.				
d From 2010 240,359.				
e From 2011 250,770.				
f Total of lines 3a through e	1,153,565.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 348,829.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				25,579.
e Remaining amount distributed out of corpus	323,250.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,476,815.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	247,835.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,228,980.			
10 Analysis of line 9				
a Excess from 2008 278,684.				
b Excess from 2009 135,917.				
c Excess from 2010 240,359.				
d Excess from 2011 250,770.				
e Excess from 2012 323,250.				

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

NOT APPLICABLE

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 2012, 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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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).)

NOT APPLICABLE

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

NOT APPLICABLE

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 or e-mail of the person to whom applications should be addressed:

ATCH 7

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

APPLICATIONS AVAILABLE AT ABOVE ADDRESS

c Any submission deadlines.

SEE APPLICATIONS FOR VARIOUS DEADLINES

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

ATCH 8

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					
ATCH 9					
Total				3a	345,835.
b Approved for future payment					
Total				3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue.					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	8.	
4	Dividends and interest from securities			14	12,605.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	39,751.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				52,364.	
13	Total. Add line 12, columns (b), (d), and (e)					52,364.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization

SALEM FIVE CHARITABLE FOUNDATION, INC.

Employer identification number

04-3342405

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 foundation

Check 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).

Name of organization SALEM FIVE CHARITABLE FOUNDATION, INC.

Employer identification number
04-3342405**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	SALEM FIVE CENTS SAVINGS BANK 210 ESSEX STREET SALEM, MA 01970	\$ 13,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	SALEM FIVE CENTS SAVINGS BANK 210 ESSEX STREET SALEM, MA 01970	\$ 1,005,882.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number	04-3342405
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Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	10,000 SHS ORACLE CORP; 2,000 SHS DIAGEO PLC; 400 SHS APPLE; 1,400 SHS THERMO FISHER SCIENTIFIC INC; 500 SHS BHP BILLITON LTD; 1,000 SHS NIKE	\$ 1,005,882.	12/11/2012
(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 SALEM FIVE CHARITABLE FOUNDATION, INC.

Employer identification number

04-3342405

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. See instructions.) ► \$ _____

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
	----- ----- -----		----- ----- -----
(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
	----- ----- -----		----- ----- -----
(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
	----- ----- -----		----- ----- -----
(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
	----- ----- -----		----- ----- -----

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					2,512.	
952.		AOL PROPERTY TYPE: SECURITIES 921.				P	12/11/2012	12/24/2012
							31.	
171,734.		APPLE INC PROPERTY TYPE: SECURITIES 85,662.				D	09/15/2010	12/24/2012
							86,072.	
19,414.		BHP BILLITON LIMITED PROPERTY TYPE: SECURITIES 9,463.				D	01/28/2009	12/24/2012
							9,951.	
222,271.		DIAGEO PROPERTY TYPE: SECURITIES 98,475.				D	VARIOUS	12/24/2012
							123,796.	
40,149.		ISHARES S&P NORTH AMERICAN NATURAL RESOU PROPERTY TYPE: SECURITIES 39,934.				P	08/04/2011	03/02/2012
							215.	
7,749.		ISHARES TR RUSSELL MID CAP PROPERTY TYPE: SECURITIES 7,174.				P	08/04/2011	03/12/2012
							575.	
86,612.		NIKE INC CLASS B PROPERTY TYPE: SECURITIES 44,351.				D	07/01/2009	12/24/2012
							42,261.	
322,633.		ORACLE CORPORATION PROPERTY TYPE: SECURITIES 132,785.				D	VARIOUS	12/24/2012
							189,848.	
13,754.		POWERSHARES QQQ TRUST PROPERTY TYPE: SECURITIES 11,140.				P	08/04/2011	09/10/2012
							2,614.	
35,833.		SPDR SERIES SMALL CAP PROPERTY TYPE: SECURITIES 30,329.				P	07/27/2007	07/20/2102
							5,504.	
50,759.		SPDR SERIES BARCLAYS CAP HIGH YIELD PROPERTY TYPE: SECURITIES 51,024.				P	08/04/2011	05/09/2012
							-265.	
		SPDR SERIES BARCLAYS CAP HIGH YIELD				P	08/04/2011	11/09/2012

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
34,486.		PROPERTY TYPE: SECURITIES 34,148.				338.	
		SECTOR SPDR TR SBI INDUSTRIAL PROPERTY TYPE: SECURITIES				P 08/04/2011	01/20/2012
43,966.		40,271.				3,695.	
		THERMO FISHER SCIENTIFIC INC PROPERTY TYPE: SECURITIES				D 11/10/2006	12/24/2012
63,475.		33,020.				30,455.	
		VANGUARD MID CAP GROWTH PROPERTY TYPE: SECURITIES				P 08/04/2011	05/01/2012
16,093.		14,590.				1,503.	
		VANGUARD MID CAP GROWTH PROPERTY TYPE: SECURITIES				P 08/04/2011	09/10/2012
33,161.		30,427.				2,734.	
		GROWTH FUND AMERICA PROPERTY TYPE: SECURITIES				P 12/14/2004	03/12/2012
205.		170.				35.	
		GROWTH FUND AMERICA PROPERTY TYPE: SECURITIES				P 12/21/2005	03/12/2012
817.		785.				32.	
		GROWTH FUND AMERICA PROPERTY TYPE: SECURITIES				P 12/20/2006	03/12/2012
2,557.		2,634.				-77.	
		GROWTH FUND AMERICA PROPERTY TYPE: SECURITIES				P 12/20/2007	03/12/2012
4,632.		4,826.				-194.	
		GROWTH FUND AMERICA PROPERTY TYPE: SECURITIES				P 01/15/2004	03/12/2012
40,328.		33,355.				6,973.	
TOTAL GAIN (LOSS)						<u>508,608.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INTEREST ON SAVINGS	8.	8.	
TOTAL	<u>8.</u>	<u>8.</u>	

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS	12,605.	12,605.	
TOTAL	<u>12,605.</u>	<u>12,605.</u>	

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAX PAYMENT	2,000.			
TOTALS	<u>2,000.</u>			

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OTHER EXPENSES	2,869.			2,869.
MA FILING FEES	125.			125.
TOTALS	<u>2,994.</u>			<u>2,994.</u>

ATTACHMENT 5FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
STOCKS & ETFS	454,843.	1,057,035.	1,052,038.
MUTUAL FUNDS	250,127.	208,358.	186,590.
TOTALS	<u>704,970.</u>	<u>1,265,393.</u>	<u>1,238,628.</u>

SALEM FIVE CHARITABLE FOUNDATION, INC.

04-3342405

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 6

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
WILLIAM H MITCHELSON 210 ESSEX STREET SALEM, MA 01970	DIRECTOR 1.00	0	0	0
JOSEPH M GIBBONS 210 ESSEX STREET SALEM, MA 01970	PRESIDENT 1.00	0	0	0
PING YIN CHAI 210 ESSEX STREET SALEM, MA 01970	TREASURER 1.00	0	0	0
RICHARD GOURDEAU 210 ESSEX STREET SALEM, MA 01970	DIRECTOR 1.00	0	0	0
WILLIAM J LUNDGREN III 210 ESSEX STREET SALEM, MA 01970	DIRECTOR 1.00	0	0	0
NICHOLAS A CAPORALE 210 ESSEX STREET SALEM, MA 01970	CLERK 1.00	0	0	0
GRAND TOTALS		0	0	0

SALEM FIVE CHARITABLE FOUNDATION, INC.

04-3342405

ATTACHMENT 7

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

NICHOLAS A CAPORALE
210 ESSEX STREET
SALEM, MA 01970
978-740-5772

ATTACHMENT 8

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GRANTS WILL BE GIVEN TO SOCIAL SERVICE AGENCIES, CULTURAL, EDUCATIONAL
ART, COMMUNITY ECONOMIC DEVELOPMENT AND OTHER PROGRAMS THAT IMPACT THE
NEEDS OF THE SALEM FIVE COMMUNITIES.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENTRECIPIENT NAME AND ADDRESSPURPOSE OF GRANT OR CONTRIBUTIONAMOUNT

PLEASE REFER TO ATTACHMENT

NOT RELATED

501 (C) (3)

CHARITY EXEMPT PURPOSE

345,835.

TOTAL CONTRIBUTIONS PAID

345,835.

SALEM FIVE CHARITABLE FOUNDATION INC.
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2012

<u>RECIPIENT NAME</u>	<u>RECIPIENT ADDRESS</u>	<u>RELATIONSHIP & FOUNDATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Lynn Economic Opportunity, Inc (Return of 2011 Contribution)	ON FILE - AVAILABLE UPON REQUEST	STATUS OF RECIPIENT	CHARITY EXEMPT PURPOSE	(2,500)
"e" inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Acord Food Pantry	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Acord Food Pantry	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
All Care Hospice	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	900
All Care Visiting Nurses & Hospice	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	7,500
American Cancer Association	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
American Red Cross of Eastern Massachusetts	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
American Red Cross of Eastern Massachusetts	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	600
American Red Cross of Eastern Massachusetts	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	5,000
American Red Cross of Massachusetts	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Anchor to Windward	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Andover Committee for a Better Chance, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Angel Flight NE	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	300
Bay State Baseball Tournament of Champions -community youth program	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	650
Beverly Bootstraps Community Services	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	960
Beverly Bootstraps Community Services	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Beverly Bootstraps Community Services	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Beverly Chamber of Commerce -community service projects	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	740
Beverly Chamber of Commerce -community fund raiser	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Beverly Chamber of Commerce -community fundraiser	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	750
Beverly Council on Aging	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Beverly Council on Aging	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Beverly Farms -community fundraiser	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	5,000
Beverly High School	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Beverly Historical Society	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	850
Beverly Holiday Parade -community fundraiser	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,500
Beverly Homecoming Committee	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Beverly Main Streets	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	10,000
Beverly Main Streets	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Beverly Rotary Club Foundation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Beverly Rotary Club Foundation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,100
Beverly Youth Hockey Association	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Big Sister Association of Greater Boston	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	820
Big Sister Association of Greater Boston	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	400
Big Sister Association of Greater Boston	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000*
Bishop Fenwick High School	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Bishop Fenwick High School	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Boston Dance Company	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Boston Globe Foundation, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	196
Boston Main Streets Foundation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,000
Boston Marathon Jimmy Fund Walk	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Boston Marathon Jimmy Fund Walk	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	200

SALEM FIVE CHARITABLE FOUNDATION INC.
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2012

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP & FOUNDATION	PURPOSE	AMOUNT
Boston Rotary Charities Foundation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	160
Boy Scouts of America	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,500
Boys & Girls Club of Greater Salem	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	10,000
Boys & Girls Club of Greater Salem	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Boys & Girls Club of Lynn	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Boys & Girls Clubs of Boston	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,500
Bread of Life	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	750
Bridgewell	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,700
Britney Gengels Poorest of the Poor Fund, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	5,000
Brockton Area Multi Services, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	575
Building Bridges Through Music, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	600
Burbank YMCA	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,500
Catholic Charities North	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	4,600
Cerebral Palsy of Eastern Massachusetts, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Cerebral Palsy of Massachusetts	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,280
Children's Center for Communication	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	10,000
Children's Center for Communication/ Beverly School for the Deaf	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Children's Law Center of Massachusetts, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Chinese Culture Connection	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Christ Church Parish Day	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	400
Citizens for Adequate Housing, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	700
Citizen's Housing & Planning Association, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	750
Community Action Programs Inter-City, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Community Service of Hamilton Wenham, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	150
Community Service of Hamilton Wenham, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	750
Compassionate Care ALS	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Consumer Credit Counseling Service of Southern New England	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,250
Dana Farber Cancer Institute, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Danvers American Little League	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	225
Danvers Babe Ruth League	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	300
Danvers Community Council	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Danvers Community YMCA	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Danvers Community YMCA	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Danvers Educational Enrichment Partnership	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Danvers National Little League	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Danvers People to People Food Pantry	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Danvers Rotary Club -community service	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	450
David K Johnson Foundation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	800
DEEP -Danvers High School Project Graduation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	150
DEEP -Danvers High School Project Graduation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	200
Dream Big	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
East Coast International Church	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
East Lynn Pop Warner	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500

SALEM FIVE CHARITABLE FOUNDATION INC.
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2012

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP & FOUNDATION STATUS OF RECIPIENT	PURPOSE	AMOUNT
Employment Resource, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Essex County Trail Association	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	400
Essex National Heritage Commission	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	14,000
Essex National Heritage Commission	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Essex North Shore Agricultural Technical Foundation, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,500
Evergreen Community Services	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Family and Children's Service of Greater Lynn, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Family and Children's Service of Greater Lynn, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
For Kids Only Afterschool	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Friends of Buker Elementary School	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Friends of Danvers Recreation, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,500
Friends of Danvers Recreation, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Friends of Northshore Education Consortium	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	350
Friends of the Dystonia Medical Research Foundation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Friends of the Lynn Council on Aging	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Friends of the Malden Teen Enrichment Center Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Friends of The Medford Family Network	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Gathering Change, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,000
Girl Scouts of Eastern Massachusetts	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,000
Girls Incorporated of Lynn	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	4,780
Girls Incorporated of Lynn	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Global Deeds Foundation, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Golden Tornado Club	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Greater Medford Visiting Nurse Association	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Hamilton Hall, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Hamilton Hall, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Hamilton-Wenham Garden Club	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	200
Hamilton-Wenham GREEN	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Hamilton-Wenham Little League	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	750
Harborlight Community Partners	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	350
Haven from Hunger	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Healing Abuse Working for Change	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,500 *
Healing Abuse Working for Change	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Healing Abuse Working for Change	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Health Quarters	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Historic Salem, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,500 *
Horace Mann Laboratory School	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	200
Hospice of the North Shore	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Hospice of the North Shore	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Housing Families, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Huntington's Disease Society	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Independent Living Center of the North Shore and Cape Ann, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Independent Living Center of the North Shore and Cape Ann, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100

SALEM FIVE CHARITABLE FOUNDATION INC.
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2012

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP & FOUNDATION STATUS OF RECIPIENT	PURPOSE	AMOUNT
It Starts With ME!	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Jewish Family Services of the Metrowest	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	675
Journeys of Hope	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Junior Achievement of Northern New England, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,500
Juvenile Diabetes Research Foundation	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	750
Kiwanis Club of Danvers -community fundraiser	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	150
Lawrence Rotary Club	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	300
Lifefridge	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,500
Lincoln Sudbury High School	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	365
Lovelane Special Needs Horseback Riding Program, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Lowell Wish Project, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Lynch Park Advisory Committee -community fundraiser	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Lynn Business Education Foundation	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Lynn Economic Opportunity, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,500
Lynn Hispanic Scholarship Fund, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Lynn Museum and Historical Society	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
LynnArts, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	850
Lynnfield Little League	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	200
Make A Wish Foundation	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Malden YMCA	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Marblehead Arts Association	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Marblehead Community Access and Media, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	4,100
Marblehead Museum & Historical Society	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Marian Court College	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	400
Marine Corps League	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Masconomet Football Booster	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	150
Mass Poetry	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	300
Massachusetts Bankers Association Charitable Foundation, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	3,000
Massachusetts Coalition for the Homeless	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,300
Massachusetts Coalition for the Homeless	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Massachusetts Taxpayers Foundation	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Melmark New England	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	7,000
Merrimack River Feline Rescue Society	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Merrimack River Feline Rescue Society	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Mike Clifford Hockey Scholarship	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Miss Pink Pageant -cancer research fundraiser	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	300
Mission of Deeds, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
My Brother's Table	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
My Brother's Table	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	4,720
My Brother's Table	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Nahant Little League	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	175
National Alliance on Mental Illness Greater North Shore, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500

SALEM FIVE CHARITABLE FOUNDATION INC.
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2012

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP & FOUNDATION STATUS OF RECIPIENT	PURPOSE	AMOUNT
National Brain Tumor Society	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
New England Disabled Sports	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
New England Disabled Sports	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
North Shore Community College Foundation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	5,000
North Shore Community Development Coalition	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	600
North Shore Medical Foundation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	5,000
North Shore Workforce Investment Board	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,250
North Shore YMCA	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	10,000
Northeast Arc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,500
Northeast Arc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Northeast Health Systems	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,840
Northeast Massachusetts Youth Orchestra, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
NuPath Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
One Mission, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
PALS Animal Life Savers	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Parents United of Salem	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Peabody Access Television -scholarships	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Peabody Essex Museum	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	15,000
Peabody Essex Museum	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	15,000
Peabody Farmers Market	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,125
Pine Street Inn, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	600
Pingree School	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Plymouth Taskforce for the Homeless	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Raising a Reader MA	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,800
Raw Art Works	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	880
Raw Art Works	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Reading Rotary Club -community service projects	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	700
Reid Sacco Memorial Cancer Research Fund	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Renewed Hope Project, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	200
River House Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Rotary Club of Woburn -community service projects	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Rotary Foundation DAF	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Sailing Heals, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Saint Mary School	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Salem Arts Association	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Salem Arts Center, Inc	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Salem CyberSpace	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	750
Salem Education Foundation	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Salem High School	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	180
Salem Jazz and Soul Festival	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	4,000
Salem Little League	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	550
Salem Main Streets -Farmers Market	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,100
Salem Main Streets Fundraiser	ON FILE - AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	600

SALEM FIVE CHARITABLE FOUNDATION INC.
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2012

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP & FOUNDATION STATUS OF RECIPIENT	PURPOSE	AMOUNT
Salem Martime Festival	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,500
Salem Philharmonic Orchestra, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,000
Salem Rotary Club Scholarship	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Salem Sound Coastwatch	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Salem State University Foundation	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	800
Salem State University Foundation	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,080
Salem Youth Football and Cheering, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Salem/Swampscott Youth Hockey Association	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Senior Care	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
South Shore Savings Charitable Foundation, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,500
Spaulding North Shore	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
St John the Evangelist School	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	454
St John's Preparatory School	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,500
St John's Preparatory School	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
St Joseph's Food Pantry	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
St Mary of the Annunciation School	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
St Peter's Kitchen	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Stephen M O'Grady Scholarship Foundation	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Sudbury Valley Trustees	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
Swampscott Rotary Club -scholarships	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	125
Tailored For Success, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
The Bethany House Ministries	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
The Caleb Group	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	450
The Carroll School	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
The Children's Center for Communication	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	940
The Mastocytosis Society	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
The Open Road Theatre	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
The Pan-Massachusetts Challenge	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
The Pan-Massachusetts Challenge	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
The Plummer Home for Boys	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
The Salem Athenaeum	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
The Salem Award Foundation	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
The Salem Partnership	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	9,250
The Samaritan Society of Salem	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
The Thomas E. Smith Fight to Cure Paralysis Foundation	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	4,000
Thomas Carroll School PTA	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100*
Triangle	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
Up With People	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,500
Viking Pride Foundation	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
VNA of Middlesex-East & Visiting Nurse Hospice	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,500
Wakefield Lacrosse Boosters, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Wenham Museum	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	4,000
Wenham Museum	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500

SALEM FIVE CHARITABLE FOUNDATION INC.
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2012

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP & FOUNDATION STATUS OF RECIPIENT	PURPOSE	AMOUNT
West Lynn Pop Warner, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Wicked Running Club, Inc	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	250
Woburn Friends of VNA Hospice Care	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Woburn High School Scholarship Fund	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	500
Woman's Friend Society	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,000
World Series Park Committee	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	350
World Series Park Committee	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	150
Wounded Warrior Project	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	100
YMCA of Metro North	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,000
YMCA of the North Shore	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	2,740
YWCA Boston	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	1,350
YWCA of Greater Lawrence	ON FILE -AVAILABLE UPON REQUEST	NOT RELATED - 501 (C) (3)	CHARITY EXEMPT PURPOSE	350
				<u>345,835</u>

**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.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

SALEM FIVE CHARITABLE FOUNDATION, INC.

Employer identification number

04-3342405

Note: Form 5227 filers need to complete *only* Parts I and II.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b **1b** 5,754.

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 2011 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** 5,754.

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					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b **6b** 500,342.

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** 2,512.

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

11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 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** 502,854.

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

Schedule D (Form 1041) 2012

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		5,754.
14	Net long-term gain or (loss):			
a	Total for year	14a		502,854.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		508,608.

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: a The loss on line 15, column (3) or b \$3,000	16	()
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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 \$2,400	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 2012 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 2012 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) 2012

Department of the Treasury
Internal Revenue Service

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

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

OMB No. 1545-0092

2012

Name of estate or trust

SALEM FIVE CHARITABLE FOUNDATION, INC.

Employer identification number

04-3342405

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

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	5,754.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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Employer identification number

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Schedule D-1 (Form 1041) 2012