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Form **990-PF**

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

OMB No 1545-0052

**2012**

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

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

Name of foundation <b>ATTLEBORO FOUNDATION T/U/I</b>		<b>A</b> Employer identification number <b>04-6007842</b>
Number and street (or P O box number if mail is not delivered to street address) <b>P O BOX 1802</b>		<b>B</b> Telephone number (see instructions) <b>888- 866-3275</b>
Room/suite		
City or town, state, and ZIP code <b>PROVIDENCE, RI 02901-1802</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply:		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
<b>H</b> Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 674,362.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

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<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)					
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities	15,748.	15,483.			STMT 1
<b>5a</b> Gross rents					
<b>b</b> Net rental income or (loss)					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	49,173.				
<b>b</b> Gross sales price for all assets on line 6a <b>845,863.</b>					
<b>7</b> Capital gain net income (from Part IV, line 2)		49,173.			
<b>8</b> Net short-term capital gain					
<b>9</b> Income modifications					
<b>10 a</b> Gross sales less returns and allowances					
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	12.	24.			STMT 2
<b>12 Total. Add lines 1 through 11</b>	64,933.	64,680.			
<b>13</b> Compensation of officers, directors, trustees, etc.	7,324.	4,395.			2,930.
<b>14</b> Other employee salaries and wages					
<b>15</b> Pension plans, employee benefits					
<b>16a</b> Legal fees (attach schedule)					
<b>b</b> Accounting fees (attach schedule)	1,250.	NONE		NONE	1,250.
<b>c</b> Other professional fees (attach schedule)					
<b>17</b> Interest					
<b>18</b> Taxes (attach schedule) (see instructions)	1,561.	123.			
<b>19</b> Depreciation (attach schedule) and depletion					
<b>20</b> Occupancy					
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses (attach schedule) <b>STMT 5</b>	35.	117.			35.
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	10,170.	4,635.		NONE	4,215.
<b>25</b> Contributions, gifts, grants paid	27,247.				27,247.
<b>26 Total expenses and disbursements</b> Add lines 24 and 25	37,417.	4,635.		NONE	31,462.
<b>27 Subtract line 26 from line 12:</b>					
<b>a</b> Excess of revenue over expenses and disbursements	27,516.				
<b>b</b> Net investment income (if negative, enter -0-)		60,045.			
<b>c</b> Adjusted net income (if negative, enter -0-)					

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17



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 . . . . .	NONE			
	2	Savings and temporary cash investments . . . . .	24,111.	43,692.	43,692.	
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule), . . . . .	NONE			
	b	Investments - corporate stock (attach schedule) <b>STMT 6</b> . . . . .	611,706.	572,884.	584,639.	
	c	Investments - corporate bonds (attach schedule), . . . . .	NONE			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	NONE			
	12	Investments - mortgage loans . . . . .	NONE			
	13	Investments - other (attach schedule) <b>STMT 7</b> . . . . .	NONE	47,517.	46,031.	
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶) . . . . .	NONE				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	635,817.	664,093.	674,362.		
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶) . . . . .				
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/>					
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .	635,817.	664,093.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .					
29	Retained earnings, accumulated income, endowment, or other funds . . . . .	NONE				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	635,817.	664,093.			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	635,817.	664,093.			

**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	635,817.
2	Enter amount from Part I, line 27a . . . . .	2	27,516.
3	Other increases not included in line 2 (itemize) ▶ <b>PARTNERSHIP K-1 ADJ</b> . . . . .	3	874.
4	Add lines 1, 2, and 3 . . . . .	4	664,207.
5	Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 8</b> . . . . .	5	114.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	664,093.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>				
<b>b OTHER GAINS AND LOSSES</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 834,469.		785,840.	48,629.	
<b>b</b> 11,378.		10,850.	528.	
<b>c</b>				
<b>d</b>				
<b>e</b>				
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		
<b>a</b>			48,629.	
<b>b</b>			528.	
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2 Capital gain net income or (net capital loss)</b>		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	49,173.
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			<b>3</b>	

**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	29,818.	659,249.	0.045230
2010	28,320.	610,107.	0.046418
2009	31,462.	558,336.	0.056350
2008	35,573.	655,882.	0.054237
2007	34,480.	738,689.	0.046677
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.248912
<b>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</b>			<b>3</b> 0.049782
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			<b>4</b> 656,457.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 32,680.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 600.
<b>7 Add lines 5 and 6</b>			<b>7</b> 33,280.
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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.			<b>8</b> 31,462.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 49, refunded 49.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political activities, unrelated business income, and substantial contributors. Includes handwritten entry 'MA' for question 8a.



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 ▶ US TRUST FIDUCIARY TAX SERVICES Telephone no ▶ (888)866-3275 Located at ▶ PO BOX 1802, PROVIDENCE, RI ZIP+4 ▶ 02901-1802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			X
				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
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>			
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? <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)	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 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



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
BANK OF AMERICA 100 FEDERAL STREET, BOSTON, MA 02110	TRUSTEE 1	7,324.		- 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."**

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

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

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



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	616,214.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	50,240.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	666,454.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	666,454.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	9,997.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	656,457.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	32,823.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	32,823.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	1,201.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,201.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	31,622.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	31,622.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	31,622.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	31,462.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	31,462.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	31,462.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				31,622.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			26,661.	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . .		NONE		
<b>b</b> From 2008 . . . . .		NONE		
<b>c</b> From 2009 . . . . .		NONE		
<b>d</b> From 2010 . . . . .		NONE		
<b>e</b> From 2011 . . . . .		NONE		
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 31,462.				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			26,661.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2012 distributable amount . . . . .				4,801.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2012 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		- - -
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				26,821.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . . . .	NONE			
<b>b</b> Excess from 2009 . . . . .	NONE			
<b>c</b> Excess from 2010 . . . . .	NONE			
<b>d</b> Excess from 2011 . . . . .	NONE			
<b>e</b> Excess from 2012 . . . . .	NONE			



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

NOT APPLICABLE

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines.

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



**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
COMMUNITY VISITING NURSE AGENCY 10 EMORY ST ATTLEBORO MA 02703	NONE	PC	TO AQUIRE BLOOD TESTING DEVICES	5,400.
ATTELBORO AREA COUNCIL OF CHURCHES 95 PINE STREET ATTLEBORO MA 02703	NON	PC	FOOD N' FRIENDS SUMMER KIDS CAFE	3,000.
ATTELBORO MUSEM INC 86 PARK STREET ATTLEBORO MA 02703	NONE	PC	UNRESTRICTED GENERAL SUPPORT	9,964.
HEBRON FOOD PANTRY, INC 11 SANFORD STREET, PO BOX 92 ATTLEBORO MA 02	NONE	PC	REPLACE AGING AND WORN OUT EQUIPMENT	4,883.
ATTELBORO AREA INDUSTRIAL MUSEUM 42 UNION ST ATTLEBORO MA 02703	NONE	EXEMPT	UNRESTRICTED GENERAL SUPPORT	4,000.
<b>Total</b> . . . . .				<b>27,247.</b>
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .				<b>3b</b>





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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ARTIO GLOBAL HIGH INCOME FUND CL I	399.	389.
AGGREGATE BOND CTF	815.	815.
SMALL CAP GROWTH LEADERS CTF (FORMERLY S EATON VANCE LARGE-CAP VALUE FUND CL I	17.	17.
EMERGING MARKETS STOCK COMMON TRUST FUND	691.	691.
MID CAP VALUE CTF	113.	113.
SMALL CAP VALUE CTF	331.	331.
MID CAP GROWTH CTF	108.	108.
DIVIDEND INCOME COMMON TRUST FUND	70.	70.
ISHARES S&P MIDCAP 400 INDEX FUND	576.	576.
ISHARES RUSSELL 1000 GROWTH INDEX FUND	123.	123.
ISHARES TR RUSSELL 2000 INDEX FUND	577.	577.
IVY ASSET STRATEGY FUND CL I	174.	174.
METRO WEST T/R BD CL I	292.	292.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	1,986.	1,986.
PIMCO TOTAL RETURN FUND INSTL	14.	14.
PIMCO HIGH YIELD FUND	2,010.	2,010.
PERMANENT PORTFOLIO	2,331.	2,331.
PIMCO COMMODITY REALRETURN STRATEGY FUND	130.	130.
PIMCO ALL ASSET ALL AUTH FUND INSTL CL	578.	578.
PIMCO EMERGING MKT CURRENCY FUND INSTL	2,180.	2,180.
VANGUARD MSCI EAFE ETF FUND	5.	5.
VANGUARD FTSE EMERGING MKTS ETF	369.	369.
VANGUARD REIT ETF	634.	634.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	817.	562.
HIGH QUALITY CORE COMMON TRUST FUND	38.	38.
SMALL CAP GROWTH LEADERS COMMON TRUST FU	229.	229.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	8.	8.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	133.	133.
TOTAL	15,748.	15,483.

ATTLEBORO FOUNDATION T/U/I

04-6007842

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SMALL CAP GROWTH LEADERS CTF (FORMERLY S	18.	18.
EMERGING MARKETS STOCK COMMON TRUST FUND	-10.	-10.
SMALL CAP VALUE CTF	3.	3.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	1.	1.
POWERSHARES DB COMMODITY INDEX TRACKING		12.
TOTALS	12.	24.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

ATTLEBORO FOUNDATION T/U/I

04-6007842

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	34.	34.
EXCISE TAX - PRIOR YEAR	188.	
EXCISE TAX ESTIMATES	1,250.	
FOREIGN TAXES ON QUALIFIED FOR	61.	61.
FOREIGN TAXES ON NONQUALIFIED	28.	28.
TOTALS	1,561.	123.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	35.		35.
PARTNERSHIP EXPENSES		117.	
TOTALS	35.	117.	35.

ATTLEBORO FOUNDATION T/U/I

04-6007842

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
464287507 ISHARES CORE S&P MID	13,327.	13,933.
464287614 ISHARES RUSSELL 1000	56,550.	56,387.
464287655 ISHARES RUSSELL 2000	13,282.	13,828.
921943858 VANGUARD MSCI EAFE E	12,864.	13,740.
922042858 VANGUARD MSCI EMERGI	23,389.	25,961.
922908553 VANGUARD REIT ETF	40,934.	40,993.
466001864 IVY ASSET STRATEGY F	9,463.	9,919.
693390841 PIMCO HIGH YIELD FD	19,282.	20,095.
714199106 PERMANENT PORTFOLIO	23,188.	23,337.
72200Q182 PIMCO ALL ASSET ALL	42,070.	42,337.
202671913 AGGREGATE BOND CTF	113,149.	112,343.
207543877 SMALL CAP GROWTH LEA	13,285.	13,565.
29099J109 EMERGING MARKETS STO	23,314.	26,064.
302993993 MID CAP VALUE CTF	20,085.	20,579.
303995997 SMALL CAP VALUE CTF	13,417.	13,870.
323991307 MID CAP GROWTH CTF	20,096.	20,259.
45399C107 DIVIDEND INCOME COMM	56,450.	56,397.
99Z466163 HIGH QUALITY CORE CO	26,583.	26,902.
99Z466197 INTERNATIONAL FOCUSE	32,156.	34,130.
TOTALS	572,884.	584,639.

ATTLEBORO FOUNDATION T/U/I

04-6007842

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

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
73935S105 POWERSHARES DB COMMO	C	47,517.	46,031.
TOTALS		47,517.	46,031.



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

=====

DESCRIPTION -----	AMOUNT -----
CTF COST ADJ	88.
TYE INC ADJ	14.
SECURITIES ADJ	9.
ROUNDING	3.
	-----
TOTAL	114.
	=====



## GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

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

COMMON TRUST FUNDS	169.00	
	-----	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		169.00
		=====

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

COMMON TRUST FUNDS	1,271.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-874.00	
	-----	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		397.00
		=====

FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES

**EXPENDITURE REPORT**

**Attleboro Area Industrial Museum  
42 Union Street  
Attleboro, MA 02703**

NAME OF TRUST: Trust U/I the Attleboro Foundation

ACCOUNT #: \_\_\_\_\_

To Bank of America, N.A., in its capacity as Trustee:

The following constitutes the expenditure report for the Attleboro Area Industrial Museum for the period October 10, 2012 through December 31, 2012 for a grant award totaling \$4,000.00 ("grant funds") received by the Attleboro Foundation. We certify that the grant funds and the income earned on the grant funds (if any) have been used exclusively for the charitable purposes set forth in the grant agreement letter.

Attached is a report showing income earned on the grant funds, if any, and expenditures of the grant funds and income earned on the grant funds during the fiscal year by amount and purpose.

No part of the grant funds or interest earned on the grant funds were used for any of the following purposes:

- (i) carrying on propaganda or attempting to influence legislation,
- (ii) influencing the outcome of any election for public office or carrying on directly or indirectly any voter registration drive,
- (iii) making grants to individuals or organizations that do not comply with sections 4945(d)(3) or (d)(4) of the Internal Revenue Code, or
- (iv) for any non-charitable purpose, that is, any purpose not described in section 170(c)(2)(B) of the Internal Revenue Code.

I further certify that the Attleboro Area Industrial Museum has not diverted any portion of the grant funds (or the income on the grant funds) from the specified purpose of the grant and that this organization has complied with the terms of the grant. I am authorized to sign this report on behalf of the Grantee. I have examined the foregoing statements, including the attached Expenditure Responsibility Report, and they are true, correct and complete, to the best of my knowledge.

By: George SheltonIts DirectorTelephone Number: 508-222-3918Date 03/07/2013

**EXPENDITURE RESPONSIBILITY REPORT**

(Note that the final report must cover expenditures over the life of the grant.)

Date of report: 03/07/2013

Report Period:

Name and address of organization:  
 ATTLEBORO AREA INDUSTRIAL MUSEUM  
 42 UNION STREET  
 ATTLEBORO MA 02703

Amounts and dates of grants received during the period from \_\_\_\_\_ through \_\_\_\_\_:

<u>Date</u>	<u>Amount</u>
OCTOBER 10, 2012	\$ 4000.00

Describe the uses of grant funds and the progress made towards the goal of the grant(attach additional pages, if needed):

GRANT FUNDS WERE FOR AN ENVIRONMENT DATA RECORDING SYSTEM FOR THE MUSEUM TO MONITOR TEMPERATURE, HUMIDITY, AND LIGHT LEVELS.

Itemize all income earned on the grant funds: \$ 0

Itemize all amounts spent from the grant funds and income earned on the grant funds, including salaries, travel and supplies (attach additional pages, if needed):

<u>Date</u>	<u>Amount</u>	<u>Purpose</u>
01/11/2012	\$ 2000	DOWN PAYMENT ON DATA LOGGER SYSTEM
01/22/2012	\$ 1409	BALANCE ON DATA LOGGER SYSTEM
12/28/2012	\$ 309.93	DEDICATED COMPUTER FOR LOGGER SYSTEM

Amount of grant funds and income earned on the grant funds unspent as of the end of Grantee's most recent fiscal year: \$ 0

By: George Shelton

Its Director

Date: 03/07/2013