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: EDWARD J & VIRGINIA M ROUTHIER FOUNDATION 1011000633

A Employer identification number: 05-0485198

Number and street (or P O box number if mail is not delivered to street address): 10 TRIPPS LANE

Room/suite:

B Telephone number (see instructions): 401- 454-2323

City or town, state, and ZIP code: RIVERSIDE, RI 02915-7995

C If exemption application is pending, check here ▶ ☐

G Check all that apply:
- ☐ Initial return
- ☐ 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 ▶ ☐

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)* ▶ $ 16,796,065.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

ENVELOPE POSTMARK DATE MAY 15 2013

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	474,877.	483,611.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	598,636.			
	b Gross sales price for all assets on line 6a 4,687,962.				
	7 Capital gain net income (from Part IV, line 2)		602,547.		
	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	1,073,513.	1,086,158.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	106,819.	53,410.		53,409.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	950.	NONE	NONE	950.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	30,588.	993.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 4	50.			50.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	138,407.	54,403.	NONE	54,409.
	25 Contributions, gifts, grants paid	782,500.			782,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	920,907.	54,403.	NONE	836,909.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	152,606.			
	b **Net investment income** (if negative, enter -0-)		1,031,755.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED
793 MAY 20 2013 IRS-OSC
OGDEN, UT

SCANNED MAY 22 2013

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	333,898.	112,917.	112,917.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less: allowance for doubtful accounts ▶ NONE			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule)			
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STMT 5	14,274,419.	14,651,424.	16,683,148.
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)	14,608,317.	14,764,341.	16,796,065.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)		NONE	
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	14,608,317.	14,764,341.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see instructions)	14,608,317.	14,764,341.	
31 **Total liabilities and net assets/fund balances** (see instructions)	14,608,317.	14,764,341.	

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	14,608,317.
2 Enter amount from Part I, line 27a	2	152,606.
3 Other increases not included in line 2 (itemize) ▶ WASH SALE ADJUSTMENT	3	3,916.
4 Add lines 1, 2, and 3	4	14,764,839.
5 Decreases not included in line 2 (itemize) ▶ PURCHASE ACCRUED INTEREST	5	498.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,764,341.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,687,962.		4,085,415.	602,547.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				602,547.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 602,547.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	777,988.	16,582,076.	0.046917
2010	759,528.	15,456,183.	0.049141
2009	717,145.	14,000,112.	0.051224
2008	893,108.	16,089,085.	0.055510
2007	889,330.	17,819,384.	0.049908

2	**Total** of line 1, column (d)	2	0.252700
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	0.050540
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,901,869.
5	Multiply line 4 by line 3	5	854,220.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,318.
7	Add lines 5 and 6	7	864,538.
8	Enter qualifying distributions from Part XII, line 4	8	836,909.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	20,635.
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	20,635.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	20,635.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 14,700.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	14,700.
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** pd by EFTPS. ▶	9	5,935.
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
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ RI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ RBS CITIZENS, N.A. Telephone no ▶ (401)454-2323

Located at ▶ ONE CAPITAL PLAZA, PROVIDENCE, RI ZIP+4 ▶ 02903

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

			Yes	No
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		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? ☐ 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

			Yes	No
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ ____, ____, ____, ____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.

▶ ____, ____, ____, ____

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

			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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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 [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	[ ] Yes [ ] No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (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 [X] No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		106,819.	-0-	-0-

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

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

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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

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

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

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

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	16,920,945.
b	Average of monthly cash balances	1b	238,313.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	17,159,258.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	17,159,258.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	257,389.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,901,869.
6	**Minimum investment return.** Enter 5% of line 5	6	845,093.

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	845,093.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	20,635.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	20,635.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	824,458.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	824,458.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	824,458.

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	836,909.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	836,909.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	836,909.

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					824,458.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				582,732.	
b Total for prior years: 20 10 ,20 ,20			NONE		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	NONE				
b From 2008	NONE				
c From 2009	NONE				
d From 2010	NONE				
e From 2011	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 836,909.					
a Applied to 2011, but not more than line 2a				582,732.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2012 distributable amount					254,177.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b Prior years' undistributed income Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					570,281.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2008	NONE				
b Excess from 2009	NONE				
c Excess from 2010	NONE				
d Excess from 2011	NONE				
e 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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 ▶ [X] 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
a *Paid during the year*				
SEE STATEMENT 15				782,500.
Total . . . . . . ▶ **3a**				782,500.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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					
4 Dividends and interest from securities			14	474,877.	
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	598,636.	
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)				1,073,513.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 1,073,513.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee	Date	Title
[signature]	05/06/2013	TAX OFFICER

GARY M. GOLDITCH

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	[signature]	05/06/2013		P00353001

Firm's name ▶ KPMG LLP — Firm's EIN ▶ 13-5565207

Firm's address ▶ 100 WESTMINSTER ST, 6TH FLOOR STE A PROVIDENCE, RI 02903-2321 — Phone no 855-549-6955

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	Employer identification number
EDWARD J & VIRGINIA M ROUTHIER FOUNDATION	05-0485198

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					6,808.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	40,592.
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	47,400.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					10,345.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	543,827.
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	975.
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	555,147.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			47,400.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			555,147.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			975.
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			602,547.

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 ( )

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-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ 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: EDWARD J & VIRGINIA M ROUTHIER FOUNDATION

Employer identification number: 05-0485198

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1325. ABBOTT LABORATORIES	09/28/2011	08/09/2012	87,028.00	68,097.00	18,931.00
225. ACTUANT CORP	03/21/2012	11/27/2012	6,176.00	6,626.00	-450.00
300. ACTUANT CORP	03/21/2012	12/05/2012	8,625.00	8,834.00	-209.00
2200. AETNA INC NEW	09/28/2011	04/30/2012	94,853.00	84,031.00	10,822.00
325. AMETEK INC NEW	12/02/2011	11/27/2012	12,038.00	9,358.00	2,680.00
75. AMGEN INC.	04/30/2012	11/27/2012	6,550.00	5,363.00	1,187.00
250. BUCKEYE TECHNOLOGIES	05/27/2011	05/11/2012	7,440.00	6,265.00	1,175.00
650. BUCKEYE TECHNOLOGIES	06/16/2011	05/30/2012	18,083.00	15,402.00	2,681.00
800. CELGENE CORP	01/10/2012	06/26/2012	50,289.00	55,413.00	-5,124.00
100. CINTAS CORPORATION	09/28/2012	11/27/2012	4,065.00	4,162.00	-97.00
150. CINTAS CORPORATION	09/28/2012	12/05/2012	6,271.00	6,243.00	28.00
300. CLOROX CO.	09/28/2011	03/21/2012	20,473.00	20,112.00	361.00
250. EBAY INC	04/30/2012	11/27/2012	12,740.00	10,347.00	2,393.00
150. EBAY INC	04/30/2012	12/05/2012	7,830.00	6,208.00	1,622.00
2300. EXELON CORP	09/28/2011	01/31/2012	91,372.00	98,990.00	-7,618.00
225. HANESBRANDS INC	11/09/2012	11/27/2012	7,807.00	7,577.00	230.00
150. HANESBRANDS INC	11/09/2012	12/05/2012	5,350.00	5,051.00	299.00
25. ISHARES TR NASDQ BIO I	06/26/2012	11/27/2012	3,442.00	3,211.00	231.00
150. ISHARES TR NASDQ BIO	06/26/2012	12/05/2012	20,745.00	19,264.00	1,481.00
3900. JABIL CIRCUIT INC	09/28/2011	09/28/2012	73,748.00	73,391.00	357.00
500. JOHNSON & JOHNSON	09/28/2011	09/19/2012	34,354.00	31,839.00	2,515.00
1500. KOHL'S CORP (WISC)	09/28/2011	01/09/2012	68,913.00	72,629.00	-3,716.00
100.00638 MARRIOTT INTL' I CLASS A	02/07/2012	12/05/2012	3,552.00	3,604.00	-52.00
49.99362 MARRIOTT INTL' IN A	02/07/2012	12/05/2012	1,776.00	1,802.00	-26.00 *

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ 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: EDWARD J & VIRGINIA M ROUTHIER FOUNDATION

Employer identification number: 05-0485198

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 150. MCGRAW-HILL, INC.	01/10/2012	12/05/2012	7,987.00	7,032.00	955.00
325. MOTOROLA SOLUTIONS IN	10/26/2012	11/27/2012	17,611.00	16,477.00	1,134.00
1560. ORACLE SYSTEMS CORP.	09/28/2011	01/10/2012	41,949.00	46,816.00	-4,867.00
145. PANERA BREAD CO CL A	09/28/2011	02/07/2012	22,750.00	16,082.00	6,668.00
900. PHILLIPS 66	09/28/2011	05/03/2012	28,100.00	27,782.00	318.00
390. PROCTER & GAMBLE CO	09/28/2011	09/19/2012	27,046.00	24,658.00	2,388.00
150. QUALCOMM CORP	01/10/2012	11/27/2012	9,381.00	8,398.00	983.00
50. QUANTA SVCS INC	11/09/2012	11/27/2012	1,275.00	1,324.00	-49.00
150. QUANTA SVCS INC	11/09/2012	12/05/2012	3,886.00	3,971.00	-85.00
1400. STARBUCKS CORP	09/28/2011	04/30/2012	79,853.00	56,111.00	23,742.00
200. SUNTRUST BANKS INC.	09/19/2012	11/27/2012	5,374.00	5,803.00	-429.00
1020. UNITED TECHNOLOGIES	09/28/2011	03/21/2012	84,571.00	74,237.00	10,334.00
2800. UNUMPROVIDENT CORP	09/28/2011	06/26/2012	52,464.00	59,126.00	-6,662.00
2050. VERISIGN INC	11/27/2012	12/07/2012	73,992.00	97,557.00	-23,565.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 40,592.00

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

Schedule D-1 (Form 1041) 2012

JSA 2F1221 2 000

* INDICATES WASH SALE

DKA132 L767 05/06/2013 09:13:46

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
EDWARD J & VIRGINIA M ROUTHIER FOUNDATION	05-0485198

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 329. ACCO BRANDS CORP	02/19/2010	05/11/2012	3,399.00	2,559.00	840.00
.8655 ACCO BRANDS CORP	02/19/2010	05/18/2012	8.00	7.00	1.00
2110. AT&T INC	07/31/2006	02/07/2012	62,745.00	75,259.00	-12,514.00
600. AT&T INC	04/09/2007	11/27/2012	20,310.00	19,882.00	428.00
150. AT&T INC	04/09/2007	12/05/2012	5,124.00	5,928.00	-804.00
75. ABBOTT LABORATORIES	09/28/2011	11/27/2012	4,803.00	3,855.00	948.00
500. AMERICAN TOWER CORP	09/23/2008	08/10/2012	35,220.00	18,400.00	16,820.00
150. AMETEK INC NEW	12/02/2011	12/05/2012	5,655.00	4,319.00	1,336.00
25. ANADARKO PET CORP.	09/28/2011	11/27/2012	1,842.00	1,743.00	99.00
150. APARTMENT INVT & MGMT	09/28/2011	12/05/2012	3,760.00	3,486.00	274.00
50. APPLE COMPUTER INC.	01/30/2008	11/27/2012	29,476.00	6,589.00	22,887.00
125. BB&T CORP	10/25/2011	11/27/2012	3,551.00	2,906.00	645.00
100000. BNP PARIBAS 1/15/21	01/20/2011	03/28/2012	101,928.00	99,549.00	2,379.00
1700. BAKER HUGHES INC	10/08/2008	03/21/2012	76,425.00	59,358.00	17,067.00
566. BECTON DICKINSON & CO	04/09/2007	01/09/2012	41,474.00	44,425.00	-2,951.00
500. BERKSHIRE HATHAWAY IN NEW	11/21/2008	11/27/2012	44,104.00	27,112.00	16,992.00
250. BERKSHIRE HATHAWAY IN NEW	11/21/2008	12/05/2012	21,917.00	13,367.00	8,550.00
250000. BOTTLING GROUP LLC 11/15/12	02/20/2004	11/15/2012	250,000.00	253,438.00	-3,438.00
100. BUCKEYE TECHNOLOGIES	05/27/2011	05/30/2012	2,782.00	2,506.00	276.00
200. CIGNA	09/28/2011	11/27/2012	10,424.00	8,599.00	1,825.00
150. CIGNA	09/28/2011	12/05/2012	7,792.00	6,449.00	1,343.00
150. CVS CORP	09/28/2011	12/05/2012	6,915.00	5,155.00	1,760.00
50. CAPITAL ONE FINL CORP	05/25/2010	11/27/2012	2,882.00	2,228.00	654.00
25. CHEVRONTEXACO CORP	09/28/2011	11/27/2012	2,622.00	2,337.00	285.00
150. CHEVRONTEXACO CORP	09/28/2011	12/05/2012	15,826.00	14,019.00	1,807.00

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

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

EDWARD J & VIRGINIA M ROUTHIER FOUNDATION

Employer identification number 05-0485198

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 200. CHIPOTLE MEXICAN GRIL	07/02/2008	05/11/2012	81,990.00	16,503.00	65,487.00
300. CHIPOTLE MEXICAN GRIL	10/15/2008	11/27/2012	80,809.00	13,271.00	67,538.00
3200. CISCO SYSTEMS	04/09/2007	06/26/2012	53,802.00	65,991.00	-12,189.00
600. CLOROX CO.	08/06/2009	03/21/2012	40,945.00	34,145.00	6,800.00
100. COCA-COLA CO.	07/02/2008	11/27/2012	3,737.00	2,578.00	1,159.00
150. COCA-COLA CO.	07/02/2008	12/05/2012	5,590.00	3,867.00	1,723.00
175. COLGATE-PALMOLIVE CO.	09/28/2011	11/27/2012	18,861.00	15,710.00	3,151.00
225. CONOCOPHILLIPS	09/28/2011	11/27/2012	12,739.00	11,013.00	1,726.00
150. CONOCOPHILLIPS	09/28/2011	12/05/2012	8,613.00	7,342.00	1,271.00
2000. THE WALT DISNEY CO.	09/28/2011	11/09/2012	93,386.00	62,189.00	31,197.00
250. DOLLAR TREE INC	10/22/2009	05/11/2012	25,740.00	8,013.00	17,727.00
500. DOLLAR TREE INC	10/22/2009	12/05/2012	20,445.00	8,013.00	12,432.00
300. E M C CORP MASS	09/28/2011	12/05/2012	7,476.00	6,524.00	952.00
500. ECOLAB, INC.	06/08/2004	11/27/2012	34,879.00	15,556.00	19,323.00
150. EDISON INTERNATIONAL	09/28/2011	12/05/2012	6,748.00	5,697.00	1,051.00
125. EXXON MOBIL CORP	08/31/2000	11/27/2012	11,030.00	5,081.00	5,949.00
150. EXXON MOBIL CORP	08/31/2000	12/05/2012	13,203.00	6,136.00	7,067.00
250000. FED HOME LN MTG CO 7/13/18	06/26/2009	07/13/2012	250,000.00	250,000.00	
100000. FED FARM CR BKS 5/11/18	05/05/2011	05/11/2012	100,000.00	100,000.00	
250000. FED HOME LN MTG CO 7/15/12	06/23/2004	07/15/2012	250,000.00	251,960.00	-1,960.00
250000. FED NATL MTG ASSN 3/28/16	03/15/2010	09/28/2012	250,000.00	250,000.00	
500. FRANKLIN RESOURCES IN	07/02/2008	11/27/2012	65,749.00	46,035.00	19,714.00
325. GENERAL ELECTRIC CO.	06/09/2004	11/27/2012	6,828.00	10,160.00	-3,332.00
300. GENERAL ELECTRIC CO.	06/09/2004	12/05/2012	6,339.00	9,379.00	-3,040.00
250000. GENERAL ELEC CC 6/15/12	06/02/2005	06/15/2012	250,000.00	249,163.00	837.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
EDWARD J & VIRGINIA M ROUTHIER FOUNDATION	05-0485198

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)	
6a 500. HANESBRANDS INC	07/02/2008	05/11/2012	13,383.00	14,123.00	-740.00	
500. HANESBRANDS INC	07/02/2008	08/31/2012	16,146.00	14,123.00	2,023.00	
175. HERSHEY FOODS CORP.	09/28/2011	11/27/2012	12,694.00	10,355.00	2,339.00	
300. INTEL CORP	01/15/2008	12/05/2012	5,967.00	6,957.00	-990.00	*
1510.00087 INTEL CORP	01/15/2008	12/07/2012	30,220.00	35,056.00	-4,836.00	
849.99913 INTEL CORP	01/15/2008	12/07/2012	17,011.00	19,711.00	-2,700.00	*
1685. ISHARES DJ US OIL EQ	02/12/2009	11/09/2012	81,413.00	45,044.00	36,369.00	
150. ISHARES DJ US OIL EQU	02/12/2009	11/27/2012	7,401.00	4,010.00	3,391.00	
150. ISHARES DJ US OIL EQU	02/12/2009	12/05/2012	7,626.00	4,010.00	3,616.00	
150. JP MORGAN CHASE & CO	11/27/2001	12/05/2012	6,184.00	5,970.00	214.00	
75. JOHNSON & JOHNSON	09/28/2011	11/27/2012	5,174.00	4,776.00	398.00	
50. LOWE'S COMPANIES INC	09/28/2011	11/27/2012	1,748.00	1,009.00	739.00	
150. LOWE'S COMPANIES INC	09/28/2011	12/05/2012	5,316.00	3,027.00	2,289.00	
200. MCDONALDS CORP.	04/09/2007	08/10/2012	17,570.00	9,204.00	8,366.00	
800. MCDONALDS CORP.	04/09/2007	11/27/2012	68,934.00	36,816.00	32,118.00	
500. MEADWESTVACO CORP	02/10/2010	11/27/2012	14,690.00	10,186.00	4,504.00	
150. MERCK & CO INC NEW	09/28/2011	12/05/2012	6,681.00	4,873.00	1,808.00	
350. MICROSOFT CORP	06/09/2004	11/27/2012	9,534.00	9,289.00	245.00	
2535. MICROSOFT CORP	06/09/2004	12/07/2012	66,720.00	67,279.00	-559.00	
175. MONSANTO CO NEW	09/23/2008	11/27/2012	15,970.00	20,012.00	-4,042.00	
75. NEXTERA ENERGY INC COM	02/13/2009	11/27/2012	5,096.00	3,821.00	1,275.00	
1050. NORFOLK SOUTHERN COR	04/03/2009	09/28/2012	66,790.00	65,901.00	889.00	
250. ORACLE SYSTEMS CORP.	09/28/2011	11/27/2012	7,790.00	7,503.00	287.00	
150. ORACLE SYSTEMS CORP.	09/28/2011	12/05/2012	4,758.00	4,502.00	256.00	
25. PNC BANK CORP	09/28/2011	11/27/2012	1,385.00	1,224.00	161.00	

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
EDWARD J & VIRGINIA M ROUTHIER FOUNDATION	05-0485198

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 150. PEPSICO INC	09/28/2011	12/05/2012	10,456.00	9,406.00	1,050.00
1150. PFIZER INC	09/28/2011	11/27/2012	27,875.00	20,482.00	7,393.00
300. PFIZER INC	09/28/2011	12/05/2012	7,686.00	5,343.00	2,343.00
150. PROCTER & GAMBLE CO	09/28/2011	11/27/2012	10,369.00	9,484.00	885.00
150. SCHLUMBERGER LTD	02/13/2009	12/05/2012	10,711.00	6,266.00	4,445.00
475. SELECT SEC SPDR MATLS	09/28/2011	11/27/2012	17,271.00	14,699.00	2,572.00
150. SELECT SEC SPDR MATLS	09/28/2011	12/05/2012	5,355.00	4,642.00	713.00
430. STARBUCKS CORP	08/05/2010	02/07/2012	20,755.00	10,832.00	9,923.00
570. STARBUCKS CORP	08/05/2010	04/30/2012	32,512.00	14,358.00	18,154.00
250. STERICYCLE INC	02/14/2008	05/11/2012	20,822.00	13,633.00	7,189.00
250. STERICYCLE INC	02/14/2008	11/27/2012	23,077.00	13,633.00	9,444.00
1000. STRYKER CORP.	04/09/2007	10/26/2012	52,110.00	68,930.00	-16,820.00
800. STRYKER CORP.	09/28/2011	10/26/2012	41,688.00	39,344.00	2,344.00
250. TJX COMPANIES	04/03/2009	11/27/2012	10,827.00	3,257.00	7,570.00
150. TJX COMPANIES	04/03/2009	12/05/2012	6,507.00	1,954.00	4,553.00
250. THERMO ELECTRON	10/15/2008	05/11/2012	13,360.00	13,113.00	247.00
100. THERMO ELECTRON	10/15/2008	11/27/2012	6,216.00	4,129.00	2,087.00
150. THERMO ELECTRON	10/15/2008	12/05/2012	9,535.00	6,194.00	3,341.00
1300. 3M CO	09/28/2011	10/26/2012	114,217.00	97,060.00	17,157.00
100. UNITED TECHNOLOGIES C	10/26/2011	11/27/2012	7,845.00	7,341.00	504.00
150. UNITED TECHNOLOGIES C	10/26/2011	12/05/2012	12,058.00	11,390.00	668.00
2161.636 VANGUARD FIXED IN	11/26/2008	03/12/2012	22,481.00	16,601.00	5,880.00
8053.045 VANGUARD FIXED IN	11/26/2008	06/06/2012	84,396.00	61,847.00	22,549.00
1039.907 VANGUARD ADMIRAL #539	09/23/2008	03/12/2012	11,179.00	10,565.00	614.00
150. VERIZON COMMUNICATION	02/13/2009	12/05/2012	6,615.00	4,172.00	2,443.00

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

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

EDWARD J & VIRGINIA M ROUTHIER FOUNDATION

Employer identification number 05-0485198

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)	
6a 150. VISA INC	09/28/2011	12/05/2012	22,191.00	13,382.00	8,809.00	
150. WAL-MART STORES	07/02/2008	12/05/2012	10,756.00	8,547.00	2,209.00	
150. WASTE MGMT INC	04/09/2007	12/05/2012	5,017.00	5,217.00	-200.00	*
150. WELLS FARGO & CO NEW	09/28/2011	11/27/2012	4,911.00	3,753.00	1,158.00	
150. WELLS FARGO & CO NEW	09/28/2011	12/05/2012	4,954.00	3,753.00	1,201.00	

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 543,827.00

* INDICATES WASH SALE

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

ISHARES CORE TOTAL US BD MKT ETF	890.00	
METROPOLITAN WEST HIGH YD BD I #514	931.00	
PIMCO INST'L COMMODITY REALRETURN 45	1,391.00	
TEMPLETON GLOBAL BOND ADVISOR #616	4.00	
TEMPLETON GLOBAL BOND ADVISOR #616	8.00	
VANGUARD INFL-PROTD SEC ADMIN #5119	408.00	
VANGUARD LONG-TERM INVESTMENT-GRADE	100.00	
VANGUARD ADMIRAL GNMA FD #536	2,796.00	
VANGUARD ADMIRAL FIXED STCORP #539	280.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		6,808.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

APARTMENT INVT & MGMT CO	849.00	
ISHARES CORE TOTAL US BD MKT ETF	88.00	
METROPOLITAN WEST HIGH YD BD I #514	93.00	
PIMCO INST'L COMMODITY REALRETURN 45	565.00	
RAYONIER INC COM	1,512.00	
TEMPLETON GLOBAL BOND ADVISOR #616	1,190.00	
VANGUARD FIXED INC SECURITIES	555.00	
VANGUARD INFL-PROTD SEC ADMIN #5119	2,215.00	
VANGUARD LONG-TERM INVESTMENT-GRADE	760.00	
VANGUARD ADMIRAL GNMA FD #536	1,879.00	
VANGUARD ADMIRAL FIXED STCORP #539	640.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		10,345.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		10,345.00

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

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

Citizens Bank

Investment Detail

1011000633 | ROUTHIER FOUNDATION

16-Apr-2013 11.45 AM ET

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

Data Current as of: 31-Dec-2012

SUMMARY

Asset Type	Current Allocation	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Cash Equivalents	0 672%	$112,916 57	$112,916 57	$0 00
Equities	56 827%	$9,544,631.18	$7,872,405 43	$1,672,225 75
Fixed Income -Taxable	42 501%	$7,138,516.64	$6,779,018 82	$359,497 82
Totals		**$16,796,064 39**	**$14,764,340.82**	**$2,031,723.57**

DETAIL

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Cash Equivalents: 0.672%								
RBS CITIZENS N A CASH SWEEP ACCOUNT Ticker PP510QGQ0 | Asset ID 990110702	990110702 - - PP510QGQ0	0 672%	112,916 5700	100 0000%	31-Dec-2012	$112,916 57	$112,916 57	$0 00
Subtotal		**0.672%**				**$112,916.57**	**$112,916.57**	**$0.00**
Equities: 56.827%								
ABBOTT LABORATORIES Ticker ABT | Asset ID 002824100	002824100 US0028241000 - ABT	0 482%	1,235 0000	65 5000	31-Dec-2012	$80,892 50	$65,012 01	$15,880 49
ACTUANT CORP Ticker ATU | Asset ID 00508X203	00508X203 US00508X2036 2716792 ATU	0 409%	2,460 0000	27 9100	31-Dec-2012	$68,658 60	$72,176 97	($3,518 37)
AFFILIATED MANAGERS GROUP INC Ticker AMG | Asset ID 008252108	008252108 US0082521081 - AMG	0 891%	1,150 0000	130 1500	31-Dec-2012	$149,672 50	$96,637 00	$53,035 50
AMERICAN TOWER CORP Ticker AMT | Asset ID 03027X100	03027X100 US03027X1000 B7FBFL2 AMT	0 230%	500 0000	77 2700	31-Dec-2012	$38,635 00	$18,400 00	$20,235 00
AMETEK INC Ticker:AME | Asset ID 031100100	031100100 US0311001004 - AME	0 598%	2,675 0000	37 5700	31-Dec-2012	$100,499 75	$77,022 70	$23,477 05
AMGEN INC Ticker AMGN | Asset ID 031162100	031162100 US0311621009 - AMGN	0 731%	1,425 0000	86 2000	31-Dec-2012	$122,835 00	$101,893 48	$20,941 52
ANADARKO PETE CORP. Ticker APC | Asset ID 032511107	032511107 US0325111070 -	0 343%	775 0000	74 3100	31-Dec-2012	$57,590 25	$54,030 83	$3,559 42

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Pnced	Market Value	Total Cost	Unrealized Gain/Loss
	APC							
APARTMENT INVT & MGMT CO Ticker AIV | Asset ID 03748R101	03748R101 US03748R1014 2057059 AIV	0 383%	2,375 0000	27 0600	31-Dec-2012	$64,267 50	$55,390 65	$8,876 85
APPLE COMPUTER INC Ticker AAPL | Asset ID 037833100	037833100 US0378331005 - AAPL	1 584%	500 0000	532 1730	31-Dec-2012	$266,086 50	$63,761 54	$202,324 96
AT & T INC Ticker T | Asset ID 00206R102	00206R102 US00206R1023 - T	0 536%	2,669 0000	33 7100	31-Dec-2012	$89,971 99	$86,959 39	$3,012 60
BANK OF AMERICA CORPORATION Ticker BAC | Asset ID 060505104	060505104 US0605051046 - BAC	0 510%	7,380 0000	11 6100	31-Dec-2012	$85,681 80	$78,777 81	$6,903 99
BB&T CORP Ticker BBT | Asset ID 054937107	054937107 US0549371070 - BBT	0 681%	3,930 0000	29 1100	31-Dec-2012	$114,402 30	$91,360 71	$23,041 59
BERKSHIRE HATHAWAY INC DEL CL B NEW Ticker BRKB | Asset ID 084670702	084670702 US0846707026 2073390 BRKB	0 134%	250 0000	89 7000	31-Dec-2012	$22,425 00	$13,366 73	$9,058 27
BOEING CO Ticker BA | Asset ID 097023105	097023105 US0970231058 - BA	0 920%	2,050 0000	75 3600	31-Dec-2012	$154,488 00	$129,551 10	$24,936 90
CAPITAL ONE FINL CORP Ticker COF | Asset ID 14040H105	14040H105 US14040H1059 - COF	0 698%	2,025 0000	57 9300	31-Dec-2012	$117,308 25	$86,628 62	$30,679 63
CHEVRON CORP Ticker CVX | Asset ID 166764100	166764100 US1667641005 - CVX	1 590%	2,470 0000	108 1400	31-Dec-2012	$267,105 80	$232,845 25	$34,260 55
CHUBB CORP Ticker CB | Asset ID 171232101	171232101 US1712321017 - CB	0 830%	1,850 0000	75 3200	31-Dec-2012	$139,342 00	$111,291 28	$28,050 72
CIGNA Ticker CI | Asset ID 125509109	125509109 US1255091092 - CI	0 555%	1,745 0000	53 4600	31-Dec-2012	$93,287 70	$75,024 70	$18,263 00
CINTAS CORPORATION Ticker CTAS | Asset ID 172908105	172908105 US1729081059 - CTAS	0 465%	1,910 0000	40 9000	31-Dec-2012	$78,119 00	$79,495 15	($1,376 15)
CITIGROUP INC Ticker C | Asset ID 172967424	172967424 US1729674242 2297907 C	1 171%	4,970 0000	39 5600	31-Dec-2012	$196,613 20	$141,660 31	$54,952 89
COCA-COLA CO Ticker KO | Asset ID 191216100	191216100 US1912161007 - KO	1 169%	5,416 0000	36 2500	31-Dec-2012	$196,330 00	$156,586 84	$39,743 16

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
COLGATE-PALMOLIVE CO Ticker CL | Asset ID 194162103	194162103 US1941621039 - CL	0 485%	780 0000	104 5400	31-Dec-2012	$81,541 20	$70,020 44	$11,520 76
CONOCOPHILLIPS Ticker COP | Asset ID 20825C104	20825C104 US20825C1045 - COP	0 723%	2,095 0000	57 9900	31-Dec-2012	$121,489 05	$106,127 88	$15,361 17
CVS/CAREMARK CORPORATION Ticker CVS | Asset ID 126650100	126650100 US1266501006 - CVS	0 590%	2,050 0000	48 3500	31-Dec-2012	$99,117 50	$71,556 38	$27,561 12
E M C CORP MASS Ticker EMC | Asset ID 268648102	268648102 US2686481027 - EMC	0 908%	6,025 0000	25 3000	31-Dec-2012	$152,432 50	$132,308 77	$20,123 73
EBAY INC Ticker EBAY | Asset ID 278642103	278642103 US2786421030 - EBAY	0 670%	2,205 0000	50 9977	31-Dec-2012	$112,449 93	$91,256 79	$21,193 14
ECOLAB, INC Ticker ECL | Asset ID 278865100	278865100 US2788651006 - ECL	0 214%	500 0000	71 9000	31-Dec-2012	$35,950 00	$15,555 70	$20,394 30
EDISON INTERNATIONAL Ticker EIX | Asset ID 281020107	281020107 US2810201077 - EIX	0 531%	1,975 0000	45 1900	31-Dec-2012	$89,250 25	$76,505 00	$12,745 25
EXXON MOBIL CORP Ticker XOM | Asset ID 30231G102	30231G102 US30231G1022 - XOM	1 610%	3,125 0000	86 5500	31-Dec-2012	$270,468 75	$199,308 20	$71,160 55
GENERAL ELECTRIC CO Ticker GE | Asset ID 369604103	369604103 US3696041033 - GE	1 212%	9,699 0000	20 9900	31-Dec-2012	$203,582 01	$199,396 38	$4,185 63
GOOGLE INC Ticker GOOG | Asset ID 38259P508	38259P508 US38259P5089 - GOOG	1 053%	250 0000	707 3800	31-Dec-2012	$176,845 00	$130,805 81	$46,039 19
HANESBRANDS INC Ticker HBI | Asset ID 410345102	410345102 US4103451021 - HBI	0 604%	2,830 0000	35 8200	31-Dec-2012	$101,370 60	$95,295 72	$6,074 88
HERSHEY COMPANY Ticker HSY | Asset ID 427866108	427866108 US4278661081 - HSY	0 505%	1,175 0000	72 2200	31-Dec-2012	$84,858 50	$69,528 62	$15,329 88
INTEL CORP Ticker INTC | Asset ID 458140100	458140100 US4581401001 - INTC	0 527%	4,290 0000	20 6200	31-Dec-2012	$88,459 80	$80,475 02	$7,984 78
INTERNATIONAL BUSINESS MACHINES Ticker IBM | Asset ID 459200101	459200101 US4592001014 - IBM	1 254%	1,100 0000	191 5500	31-Dec-2012	$210,705 00	$118,390 48	$92,314 52
ISHARES CORE S&P SMALL-CAP	464287804 US4642878049	1 161%	2,496 0000	78 1000	31-Dec-2012	$194,937 60	$123,655 35	$71,282 25

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
ETF Ticker IJR | Asset ID 464287804	2678869 IJR							
ISHARES DJ US OIL EQUIP & SVCS Ticker IEZ | Asset ID 464288844	464288844 US4642888444 B14MFQ9 IEZ	0 757%	2,493 0000	51 0100	31-Dec-2012	$127,167 93	$127,885 12	($717 19)
ISHARES RUSSELL 2000 VALUE Ticker IWN | Asset ID 464287630	464287630 US4642876308 - IWN	0 899%	2,000 0000	75 5100	31-Dec-2012	$151,020 00	$118,241 13	$32,778 87
ISHARES TR NASDQ BIO INDX Ticker IBB | Asset ID 464287556	464287556 US4642875565 2724892 IBB	0 502%	615 0000	137 2200	31-Dec-2012	$84,390 30	$78,982 11	$5,408 19
ISHARES TR RUSSELL MIDCAP INDEX FD Ticker IWR | Asset ID 464287499	464287499 US4642874998 B4ZD2Y9 IWR	0 673%	1,000 0000	113 1000	31-Dec-2012	$113,100 00	$79,187 87	$33,912 13
JOHNSON & JOHNSON Ticker JNJ | Asset ID 478160104	478160104 US4781601046 - JNJ	0 553%	1,325 0000	70 1000	31-Dec-2012	$92,882 50	$84,372 02	$8,510 48
JPMORGAN ALERIAN MLP INDEX Ticker AMJ | Asset ID 46625H365	46625H365 US46625H3654 B3SRKZ8 AMJ	0 286%	1,250 0000	38 4600	31-Dec-2012	$48,075.00	$45,909 49	$2,165 51
JPMORGAN CHASE & CO Ticker JPM | Asset ID 46625H100	46625H100 US46625H1005 - JPM	0 644%	2,461 0000	43 9691	31-Dec-2012	$108,207 96	$96,978 17	$11,229 79
LOWES COMPANIES INC Ticker LOW | Asset ID 548661107	548661107 US5486611073 - LOW	0 804%	3,800 0000	35 5200	31-Dec-2012	$134,976 00	$76,674 88	$58,301 12
MARRIOTT INTL' INC NEW CLASS A Ticker MAR | Asset ID 571903202	571903202 US5719032022 - MAR	0 484%	2,180 0000	37 2700	31-Dec-2012	$81,248 60	$78,525 57	$2,723 03
MCGRAW-HILL, INC Ticker MHP | Asset ID 580645109	580645109 US5806451093 - MHP	0 588%	1,805 0000	54 6700	31-Dec-2012	$98,679 35	$84,998 30	$13,681 05
MEADWESTVACO CORP Ticker MWV | Asset ID 583334107	583334107 US5833341077 2840044 MWV	0 095%	500 0000	31 8700	31-Dec-2012	$15,935 00	$10,435 33	$5,499 67
MERCK & CO INC NEW Ticker MRK | Asset ID 58933Y105	58933Y105 US58933Y1055 2778844 MRK	0 871%	3,575 0000	40 9400	31-Dec-2012	$146,360 50	$121,084.42	$25,276 08
MICROSOFT CORP Ticker MSFT | Asset ID 594918104	594918104 US5949181045 - MSFT	0 902%	5,675 0000	26 7097	31-Dec-2012	$151,577 55	$156,586 54	($5,008.99)
MONSANTO CO NEW Ticker MON | Asset ID 61166W101	61166W101 US61166W1018	0 854%	1,515 0000	94 6500	31-Dec-2012	$143,394 75	$111,670 44	$31,724 31

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
	4658524 MON							
MOTOROLA SOLUTIONS INC Ticker MSI | Asset ID 620076307	620076307 US6200763075 B5BKPQ4 MSI	0 688%	2,075 0000	55 6800	31-Dec-2012	$115,536 00	$105,197 52	$10,338 48
NEXTERA ENERGY INC COM Ticker NEE | Asset ID 65339F101	65339F101 US65339F1012 2328915 NEE	0.655%	1,590 0000	69 1900	31-Dec-2012	$110,012 10	$91,291 41	$18,720 69
NORDSTROM INC Ticker JWN | Asset ID 655664100	655664100 US6556641008 - JWN	0 685%	2,150 0000	53 5000	31-Dec-2012	$115,025 00	$103,150 10	$11,874 90
ORACLE SYSTEMS CORP Ticker ORCL | Asset ID 68389X105	68389X105 US68389X1054 - ORCL	0 764%	3,850 0000	33 3200	31-Dec-2012	$128,282 00	$118,162 16	$10,119 84
PANERA BREAD CO CL A Ticker PNRA | Asset ID 69840W108	69840W108 US69840W1080 2063034 PNRA	0 619%	655 0000	158 8300	31-Dec-2012	$104,033 65	$72,645 26	$31,388 39
PEPSICO INC Ticker PEP | Asset ID 713448108	713448108 US7134481081 - PEP	0 499%	1,225 0000	68 4300	31-Dec-2012	$83,826 75	$77,358 27	$6,468 48
PFIZER INC Ticker PFE | Asset ID 717081103	717081103 US7170811035 - PFE	0 784%	5,250 0000	25 0793	31-Dec-2012	$131,666 33	$93,502 50	$38,163 83
PIMCO INST'L COMMODITY REALRETURN 45 Ticker PCRIX | Asset ID 722005667	722005667 - 2645067 PCRIX	1 126%	28,485 4390	6 6400	31-Dec-2012	$189,143 31	$380,917 78	($191,774 47)
PNC FINANCIAL SERVICES GROUP Ticker PNC | Asset ID 693475105	693475105 US6934751057 - PNC	0 809%	2,330 0000	58 3100	31-Dec-2012	$135,862 30	$119,055 39	$16,806 91
PROCTER & GAMBLE CO Ticker PG | Asset ID 742718109	742718109 US7427181091 - PG	0 590%	1,460 0000	67 8900	31-Dec-2012	$99,119 40	$92,307 92	$6,811 48
QUALCOMM CORP Ticker QCOM | Asset ID 747525103	747525103 US7475251036 - QCOM	0 645%	1,750 0000	61 8596	31-Dec-2012	$108,254 30	$103,088 83	$5,165 47
QUANTA SVCS INC Ticker PWR | Asset ID 74762E102	74762E102 US74762E1029 2150204 PWR	0 499%	3,070 0000	27 2900	31-Dec-2012	$83,780 30	$81,263 82	$2,516 48
RAYONIER INC COM Ticker RYN | Asset ID 754907103	754907103 US7549071030 2473138 RYN	0 278%	900 0000	51 8300	31-Dec-2012	$46,647 00	$24,146 57	$22,500 43
SCHLUMBERGER LTD Ticker SLB | Asset ID 806857108	806857108 AN8068571086 -	0 351%	850 0000	69 2986	31-Dec-2012	$58,903 81	$35,509 94	$23,393 87

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
	SLB							
SELECT SEC SPDR MATLS Ticker XLB | Asset ID 81369Y100	81369Y100 US81369Y1001 B1HKVC8 XLB	1 354%	6,060 0000	37 5400	31-Dec-2012	$227,492.40	$195,449 44	$32,042 96
SOUTHERN CO Ticker SO | Asset ID 842587107	842587107 US8425871071 - SO	0.255%	1,000 0000	42 8100	31-Dec-2012	$42,810 00	$31,707 82	$11,102 18
SPDR INDEX SHS FDS MSCI ACWI EXUS Ticker CWI | Asset ID 78463X848	78463X848 US78463X8487 - CWI	2 396%	12,500 0000	32 1900	31-Dec-2012	$402,375 00	$386,557 47	$15,817 53
SPDR S&P MIDCAP 400 ETF TR Ticker MDY | Asset ID 78467Y107	78467Y107 US78467Y1073 2550688 MDY	1 714%	1,550 0000	185 7100	31-Dec-2012	$287,850 50	$169,833 50	$118,017 00
SUNTRUST BANKS INC Ticker STI | Asset ID 867914103	867914103 US8679141031 - STI	0 500%	2,964 0000	28 3500	31-Dec-2012	$84,029 40	$85,996 01	($1,966.61)
THERMO FISHER SCIENTIFIC INC Ticker TMO | Asset ID 883556102	883556102 US8835561023 - TMO	0 543%	1,430 0000	63 7800	31-Dec-2012	$91,205 40	$87,454 37	$3,751 03
TJX COMPANIES NEW Ticker TJX | Asset ID 872540109	872540109 US8725401090 - TJX	0 574%	2,270 0000	42 4500	31-Dec-2012	$96,361 50	$40,190 71	$56,170 79
UNITED TECHNOLOGIES CORP Ticker.UTX | Asset ID 913017109	913017109 US9130171096 - UTX	0 564%	1,155 0000	82 0100	31-Dec-2012	$94,721 55	$87,704 00	$7,017 55
VERIZON COMMUNICATIONS Ticker.VZ | Asset ID 92343V104	92343V104 US92343V1044 - VZ	0 441%	1,712 0000	43 2700	31-Dec-2012	$74,078 24	$49,695 99	$24,382 25
VISA INC Ticker:V | Asset ID 92826C839	92826C839 US92826C8394 - V	0 790%	875 0000	151 5800	31-Dec-2012	$132,632 50	$79,513 35	$53,119 15
WAL-MART STORES Ticker WMT | Asset ID 931142103	931142103 US9311421039 - WMT	0 888%	2,187 0000	68 2300	31-Dec-2012	$149,219 01	$127,487 55	$21,731 46
WASTE MGMT INC DEL Ticker WM | Asset ID 94106L109	94106L109 US94106L1098 - WM	0 438%	2,179 0000	33 7400	31-Dec-2012	$73,519 46	$75,443 16	($1,923 70)
WELLS FARGO & CO NEW Ticker WFC | Asset ID 949746101	949746101 US9497461015 - WFC	1 015%	4,990 0000	34 1800	31-Dec-2012	$170,558 20	$148,485 13	$22,073 07
YUM BRANDS INC Ticker YUM | Asset ID 988498101	988498101 US9884981013 - YUM	0 494%	1,250 0000	66 4000	31-Dec-2012	$83,000 00	$69,698 46	$13,301 54

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
Subtotal		**56.827%**				**$9,544,631.18**	**$7,872,405.43**	**$1,672,225.75**
Fixed Income -Taxable: 42.501%								
BANK OF AMERICA CORP 4 875% 1/15/13 Ticker BAC4813 | Asset ID 060505AX2	060505AX2 US060505AX21 7632473 BAC4813	1 490%	250,000 0000	100 1340%	31-Dec-2012	$250,335 00	$246,861 00	$3,474 00
BECTON DICKINSON 3 250% 11/12/20 Asset ID 075887AW9	075887AW9 US075887AW93 B57GNH3 -	0 639%	100,000 0000	107 3430%	31-Dec-2012	$107,343 00	$99,949 00	$7,394.00
CONOCO INC 6 950% 4/15/29 Asset ID 208251AE8	208251AE8 - - -	0 830%	100,000 0000	139 4170%	31-Dec-2012	$139,417 00	$109,193 00	$30,224 00
CONOCOPHILLIPS 4 600% 1/15/15 Asset ID 20825CAT1	20825CAT1 US20825CAT18 B4X2Q80 -	0 643%	100,000 0000	108 0700%	31-Dec-2012	$108,070 00	$99,911 00	$8,159 00
CREDIT SUISSE NY 5 500% 5/01/14 Asset ID 22546QAA5	22546QAA5 US22546QAA58 B41KC66 -	0.633%	100,000 0000	106 3990%	31-Dec-2012	$106,399 00	$100,700 00	$5,699 00
DEUTHSCHE BANK 3 250% 1/11/16 Asset ID 2515A14E8	2515A14E8 US2515A14E85 B3N2JR3 -	0 630%	100,000 0000	105 8200%	31-Dec-2012	$105,820 00	$99,908 00	$5,912 00
DUNKIRK NY GO 4 000% 6/15/21 Asset ID 265561HB9	265561HB9 - - -	0 609%	100,000 0000	102 2730%	31-Dec-2012	$102,273 00	$101,516 00	$757 00
DWS FLOATING RATE PLUS IN Ticker DFRTX | Asset ID 23337F870	23337F870 US23337F8703 - DFRTX	0 672%	12,000 0000	9 4100	31-Dec-2012	$112,920 00	$112,665 85	$254 15
FARMER MAC GTD TR 5 125% 4/19/17 Asset ID 30769QAA8	30769QAA8 US30769QAA85 - -	1 749%	250,000 0000	117 4800%	31-Dec-2012	$293,700 00	$256,475 00	$37,225 00
FED FARM CR BK 1 625% 1/17/19 Asset ID 31331K6L9	31331K6L9 - - -	0 622%	100,000 0000	104 4100%	31-Dec-2012	$104,410 00	$100,000 00	$4,410 00
FED FARM CR BKS 1 400% 8/01/19 Asset ID 3133EAD70	3133EAD70 - - -	1 194%	200,000 0000	100 2460%	31-Dec-2012	$200,492 00	$200,000 00	$492 00
FED FARM CR BKS CONS 5 300% 2/18/14 Asset ID 31331VX68	31331VX68 - - -	1 574%	250,000 0000	105 7440%	31-Dec-2012	$264,360 00	$249,875 00	$14,485 00
FED HOME LN BK 5 250% 6/18/14 Asset ID 3133X7FK5	3133X7FK5 - - -	1 598%	250,000 0000	107 3570%	31-Dec-2012	$268,392 50	$250,000 00	$18,392 50
GOLDMAN SACHS GROUP 4 750% 7/15/13 Asset ID 38141GDK7	38141GDK7 - - -	1 520%	250,000 0000	102 0970%	31-Dec-2012	$255,242 50	$234,725 00	$20,517 50

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
IBM CORP 1 875% 8/01/22 Ticker IC11822 | Asset ID 459200HG9	459200HG9 - B8F5C09 IC11822	0 573%	100,000 0000	96 2310%	31-Dec-2012	$96,231 00	$98,398 00	($2,167 00)
ILLINOIS TOOL WKS 6 250% 4/01/19 Asset ID 452308AJ8	452308AJ8 US452308AJ84 B4Q27J5 -	0 741%	100,000 0000	124 5230%	31-Dec-2012	$124,523 00	$99,984 00	$24,539 00
INTEL CORP 1 950% 10/01/16 Asset ID 458140AH3	458140AH3 US458140AH36 B5ND958 -	1 230%	200,000 0000	103 3100%	31-Dec-2012	$206,620 00	$199,694 00	$6,926 00
INTL BUSN MACHS CORP 6 500% 1/15/28 Asset ID 459200AS0	459200AS0 US459200AS04 2572392 -	0 807%	100,000 0000	135 6260%	31-Dec-2012	$135,626 00	$103,897 00	$31,729 00
ISHARES CORE TOTAL US BD MKT ETF Ticker AGG | Asset ID 464287226	464287226 US4642872265 2897404 AGG	1 455%	2,200.0000	111 0800	31-Dec-2012	$244,376 00	$223,747 03	$20,628 97
JPMORGAN MORTGAGE BACKED SEC FD Ticker OMBIX | Asset ID 4812C1215	4812C1215 US4812C12150 - OMBIX	2 559%	36,991 4330	11 6200	31-Dec-2012	$429,840 45	$428,459 08	$1,381 37
KIMBERLY CLARK 2 400% 3/01/22 Asset ID 494368BH5	494368BH5 US494368BH50 B6TC2V3 -	0 603%	100,000 0000	101.2670%	31-Dec-2012	$101,267 00	$98,474 00	$2,793 00
LOWE'S CO 2 125% 4/15/16 Asset ID 548661CS4	548661CS4 US548661CS46 B460F95 -	0 618%	100,000 0000	103 7360%	31-Dec-2012	$103,736 00	$99,950 00	$3,786 00
MADISON WI TAXABLE 1 650% 10/01/17 Asset ID 55844RFF6	55844RFF6 - - -	0 617%	100,000 0000	103 6970%	31-Dec-2012	$103,697 00	$100,000 00	$3,697 00
MET LIE GLOB FNDG 3 125% 1/11/16 Asset ID 59217GAD1	59217GAD1 US59217GAD16 B66NDB6 -	0 631%	100,000 0000	106 0000%	31-Dec-2012	$106,000 00	$99,858 00	$6,142 00
METROPOLITAN WEST HIGH YD BD I #514 Ticker MWHIX | Asset ID 592905848	592905848 US5929058486 - MWHIX	1 247%	20,096 1110	10 4200	31-Dec-2012	$209,401 48	$209,906 13	($504 65)
NATL AUSTRALIA BK 1 600% 8/07/15 Ticker NAB1615 | Asset ID 63254AAC2	63254AAC2 US63254AAC27 B8KF2H1 NAB1615	0 604%	100,000 0000	101 5020%	31-Dec-2012	$101,502 00	$101,586 00	($84 00)
NEW YORK NY GO 3 480% 10/01/18 Asset ID 64966H4F4	64966H4F4 - - -	0 655%	100,000 0000	109 9990%	31-Dec-2012	$109,999 00	$100,000 00	$9,999 00
NYSE EURONEXT 2 000% 10/05/17 Ticker NE22017 | Asset ID 629491AB7	629491AB7 US629491AB74 B88FHQ7 NE22017	0 605%	100,000 0000	101 6580%	31-Dec-2012	$101,658 00	$99,669 00	$1,989 00
PEPSI INC 4 650% 2/15/13	713448BG2 -	1 796%	300,000 0000	100 5470%	31-Dec-2012	$301,641 00	$299,763 00	$1,878 00

Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
Asset ID 713448BG2	- -							
PRIVATE EXPORT FDG 2 250% 12/15/17 Asset ID 742651DK5	742651DK5 US742651DK51 B4TJ920 -	1 588%	250,000 0000	106 7130%	31-Dec-2012	$266,782 50	$249,377 50	$17,405 00
PRIVATE EXPORT FUNDI 1 450% 8/15/19 Ticker PEF1419 | Asset ID 742651DQ2	742651DQ2 - B8Q8QB6 PEF1419	0 600%	100,000 0000	100 8280%	31-Dec-2012	$100,828 00	$99,801 00	$1,027 00
SHELL INTERNATIONAL 3 250% 9/22/15 Asset ID 822582AH5	822582AH5 US822582AH53 B4JNH40 -	1 272%	200,000 0000	106 8120%	31-Dec-2012	$213,624 00	$199,590 00	$14,034 00
SIMON PPTY GROUP 2 150% 9/15/17 Asset ID 828807CJ4	828807CJ4 US828807CJ48 B7RL628 -	0 618%	100,000 0000	103 7250%	31-Dec-2012	$103,725 00	$99,814 00	$3,911 00
SMALL BUSINESS ADMIN 2 245% 9/10/22 Asset ID 831641EX9	831641EX9 - - -	0 605%	100,000 0000	101 6310%	31-Dec-2012	$101,631 00	$100,000 00	$1,631 00
TEMPLETON GLOBAL BOND ADVISOR #616 Ticker TGBAX | Asset ID 880208400	880208400 - 2068404 TGBAX	0 563%	7,092 4740	13 3400	31-Dec-2012	$94,613 60	$96,075 65	($1,462 05)
VANGUARD ADMIRAL FIXED STCORP #539 Ticker VFSUX | Asset ID 922031836	922031836 - - VFSUX	1 295%	20,084 9490	10.8300	31-Dec-2012	$217,520 00	$211,243 54	$6,276 46
VANGUARD ADMIRAL GNMA FD #536 Ticker VFIJX | Asset ID 922031794	922031794 - - VFIJX	2 620%	40,340 9720	10 9100	31-Dec-2012	$440,120 00	$431,998 70	$8,121 30
VANGUARD INFL- PROTD SEC ADMIN #5119 Ticker VAIPX | Asset ID 922031737	922031737 US9220317377 - VAIPX	1 374%	8,087 8500	28 5400	31-Dec-2012	$230,827 24	$234,513 09	($3,685 85)
VANGUARD LONG- TERM INVESTMENT- GRADE Ticker VWETX | Asset ID 922031778	922031778 - - VWETX	0 651%	10,078 4670	10 8500	31-Dec-2012	$109,351 37	$78,211 25	$31,140 12
VIRGINIA ST TAX 1 754% 7/01/17 Asset ID 928075FM7	928075FM7 - - -	0 616%	100,000 0000	103 5170%	31-Dec-2012	$103,517 00	$100,000 00	$3,517 00
VODAFONE GROUP PLC 5 000% 12/16/13 Asset ID 92857WAF7	92857WAF7 - 3358450 -	1 552%	250,000 0000	104 2740%	31-Dec-2012	$260,685 00	$253,230 00	$7,455 00
Subtotal		**42.501%**				**$7,138,516.64**	**$6,779,018.82**	**$359,497.82**

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST		474,877.	483,611.
	TOTAL	474,877.	483,611.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE	950.			950.
TOTALS	950.	NONE	NONE	950.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
2012 990PF ESTIMATES	14,700.	
2011 990PF BALANCE DUE	15,888.	
FOREIGN TAXES		993.
TOTALS	30,588.	993.

EDWARD J & VIRGINIA M ROUTHIER FOUNDATION 05-0485198

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
2011 RI AG FILING FEE	50.	50.
TOTALS	50.	50.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	14,274,419.	14,651,424.	16,683,148.
TOTALS		14,274,419.	14,651,424.	16,683,148.

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

OFFICER NAME:
RBS CITIZENS, N.A.
ADDRESS:
ONE CAPITAL PLAZA
PROVIDENCE, RI 02903
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 51,819.

OFFICER NAME:
JAMES E. MURPHY
ADDRESS:
2210 ONION CREEK PARKWAY, UNIT 1001
AUSTIN, TX 78747
TITLE:
DISTRIBUTION COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 3,000.

OFFICER NAME:
PETER ARDEN
ADDRESS:
60 TAYLOR DRIVE
EAST PROVIDENCE, RI 02916
TITLE:
DISTRIBUTION COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 3,000.

OFFICER NAME:
PHYLLIS NIGRIS
ADDRESS:
38 ROTARY DRIVE
JOHNSTON, RI 02919
TITLE:
DISTRIBUTION COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION .... 23,000.

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

OFFICER NAME:
DENNIS DIBENEDETTO
ADDRESS:
1130 TEN ROD RD., SUITE F201
NORTH KINGSTOWN, RI 02852
TITLE:
DISTRIBUTION COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION .... 23,000.

OFFICER NAME:
DAVID F RAMPONE
ADDRESS:
PO BOX C 954
SMITHFIELD, RI 02828
TITLE:
DISTRIBUTION COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 3,000.

TOTAL COMPENSATION: 106,819.

RECIPIENT NAME:
THE GOLF FOUNDATION OF RI
D/B/A BUTTON HOLE
ADDRESS:
ONE BUTTON HOLE DRIVE
PROVIDENCE, RI 02909
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 60,000.

RECIPIENT NAME:
HOME AND HOSPICE CARE OF RI
ADDRESS:
1085 NORTH MAIN STREET
PROVIDENCE, RI 02904
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
HOPE ALZHEIMER'S CENTER
ADDRESS:
25 BRAYTON AVENUE
CRANSTON, RI 02920
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
OCEAN TIDES/DE LASALLE CHRISTIAN
BROTHERS
ADDRESS:
635 OCEAN ROAD
NARRAGANSETT, RI 02882
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
PROVIDENCE PUBLIC LIBRARY
ADDRESS:
225 WASHINGTON STREET
PROVIDENCE, RI 02903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
RHODE ISLAND FOUNDATION
ADDRESS:
ONE UNION STATION
PROVIDENCE, RI 02903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DONOR-ADVISED FUND
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 200,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
KENT HOSPITAL
C/O SANDRA COLETTA, PRES & CEO
ADDRESS:
455 TOLL GATE ROAD
WARWICK, RI 02886
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
ST JOHN BAPTIST DE LA SALLE
INSTITUTE/LASALLE ACADEMY
ADDRESS:
612 ACADEMY AVENUE
PROVIDENCE, RI 02908
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
ST MARY STAR OF THE SEA CHURCH
ADDRESS:
PO BOX 3329
NARRAGANSETT, RI 02882
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
RI SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS
ADDRESS:
186 AMARAL STREET
PROVIDENCE, RI 02915
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ST PAUL SCHOOL
C/O JOHN F. CORRY, PRESIDENT
ADDRESS:
1789 BROAD STREET
CRANSTON, RI 02905
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
ST THOMAS MOORE CHURCH
ADDRESS:
53 ROCKLAND STREET
NARRAGANSETT, RI 02882
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
ST PHILOMENA SCHOOL
C/O DONNA BETTENCOURT-GLAVIN
ADDRESS:
344 CORY'S LANE
PORTSMOUTH, RI 02871
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SOUTH COUNTY HOSPITAL
C/O LOUIS R. GIANCOLA, PRES & CEO
ADDRESS:
100 KENYON AVENUE
WAKEFIELD, RI 02879
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
ST PATRICK WORD OF GOD SCHOOL
C/O STEPHEN RAYMOND, PRESIDENT
ADDRESS:
244 SMITH STREET
PROVIDENCE, RI 02908
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
PROVIDENCE COLLEGE
OFFICE OF INSTITUTIONAL ADV
ADDRESS:
1 CUNNINGHAM SQUARE
PROVIDENCE, RI 02918
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
MIRIAM HOSPITAL
C/O ARTHUR J. SAMPSON, EXEC DIR
ADDRESS:
164 SUMMIT AVENUE
PROVIDENCE, RI 02906
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
RHODE ISLAND HOSPITAL
C/O TIMOTHY J. BABINEAU, MD
ADDRESS:
593 EDDY STREET
PROVIDENCE, RI 02903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 24,000.

RECIPIENT NAME:
VIPS INSPIRING MINDS
C/O TERRI ADELMAN, EXEC DIR
ADDRESS:
763 WESTMINSTER STREET
PROVIDENCE, RI 02903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
WOMEN & INFANTS HOSPITAL OF RI
C/O KAREN DAVIE, PHILANTHROPY VP
ADDRESS:
101 DUDLEY STREET
PROVIDENCE, RI 02905
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
MASSACHUSETTS HOSPITAL RESEARCH
& EDUCATION ASSOCIATION
ADDRESS:
5 NEW ENGLAND EXECUTIVE PARK
BURLINGTON, MA 01803
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SPECIAL OLYMPICS RHODE ISLAND
C/O DENNIS J. DEJESUS
ADDRESS:
370 GEORGE WASHINGTON HIGHWAY
SMITHFIELD, RI 02917
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
URI FOUNDATION
C/O KATHERINE HZARD FLYNN
ADDRESS:
79 UPPER COLLEGE ROAD

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 37,500.

RECIPIENT NAME:
SAN MUGUEL SCHOOL
C/O JENNIFER FOSTER, DIR OF DEV
ADDRESS:
525 BRANCH AVENUE
PROVIDENCE, RI 02904
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GIFT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,000.

TOTAL GRANTS PAID: 782,500.