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**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.

2012

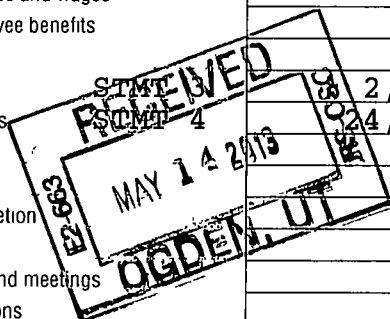
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE OLIARI CHARITABLE FOUNDATION		A Employer identification number 20-8063820
Number and street (or P O box number if mail is not delivered to street address) 350 BEDFORD STREET	Room/suite	B Telephone number (508) 697-9600
City or town, state, and ZIP code BRIDGEWATER, MA 02324		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,664,220.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	36,263.	36,263.		STATEMENT 1
	4 Dividends and interest from securities	42,080.	42,080.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,758.			
	b Gross sales price for all assets on line 6a	1,005,949.			
	7 Capital gain net income (from Part IV, line 2)		9,758.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	88,101.	88,101.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	15,000.	7,500.		7,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	2,675.	0.		2,675.
	c Other professional fees	24,326.	24,326.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	2,508.	1,118.		1,390.
	24 Total operating and administrative expenses. Add lines 13 through 23	44,509.	32,944.		11,565.
	25 Contributions, gifts, grants paid	101,125.			101,125.
26 Total expenses and disbursements. Add lines 24 and 25	145,634.	32,944.		112,690.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<57,533.>				
b Net investment income (if negative, enter -0-)		55,157.			
c Adjusted net income (if negative, enter -0-)			N/A		



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	34,627.	32,363.	32,363.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	2,644,537.	2,582,305.	2,631,857.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	2,679,164.	2,614,668.	2,664,220.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	2,679,164.	2,614,668.		
30 Total net assets or fund balances	2,679,164.	2,614,668.		
31 Total liabilities and net assets/fund balances	2,679,164.	2,614,668.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,679,164.
2 Enter amount from Part I, line 27a	2	<57,533.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,621,631.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	6,963.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,614,668.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,005,949.		996,191.	9,758.

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			
b			
c			
d			
e			9,758.

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	9,758.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	61,651.	2,210,509.	.027890
2010	38,919.	1,613,653.	.024119
2009	45,152.	1,136,003.	.039746
2008	10,100.	224,849.	.044919
2007	10,187.	105,849.	.096241

2 Total of line 1, column (d)	2	.232915
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	.046583
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,668,467.
5 Multiply line 4 by line 3	5	124,305.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	552.
7 Add lines 5 and 6	7	124,857.
8 Enter qualifying distributions from Part XII, line 4 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.	8	112,690.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,103.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,103.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,103.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,897.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► DANIELLE OLIARI Telephone no. ► (508) 697-9600 Located at ► 350 BEDFORD STREET, BRIDGEWATER, MA ZIP+4 ► 02324			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

5b

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 ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		15,000.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3 N/A	
	0.
	0.
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	2,676,252.
b Average of monthly cash balances	1b	32,852.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	2,709,104.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	2,709,104.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	40,637.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,668,467.
6 Minimum investment return. Enter 5% of line 5	6	133,423.

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	133,423.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1,103.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,103.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	132,320.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	132,320.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	132,320.

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	112,690.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	112,690.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	112,690.

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				132,320.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			95,063.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 112,690.				
a Applied to 2011, but not more than line 2a			95,063.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				17,627.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				114,693.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

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

- (4) Gross investment income

[illegible]

NONE

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				
FISHER HOUSE FOUNDATION 111 ROCKVILLE PIKE, SUITE 420 ROCKVILLE, MD 20850		N/A	CHARITABLE	2,500.
GREATER BOSTON ARTS AND BUSINESS COUNCIL 53 STATE STREET BOSTON, MA 02109		N/A	CHARITABLE	5,000.
MERRIMACK COLLEGE 315 TURNPIKE STREET NORTH ANDOVER, MA 01845		N/A	CHARITABLE	225.
MY BROTHER'S KEEPER PO BOX 338 EASTON, MA 02356		N/A	CHARITABLE	17,000.
OPERATION SANTA P.O. BOX 61122 LAFAYETTE, LA 70596		N/A	CHARITABLE	10,000.
Total	SEE CONTINUATION SHEET(S)			101,125.
b Approved for future payment				
NONE				
Total				0.

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

<p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p>		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Danielle McWain
Signature of officer or trustee

Date: 7 May 2013

DIRECTOR
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

EMILIO N.
COLAPIETRO, CPA

Preparer's signature

EMILIO N. COLAPIE

Date _____

04/19/13

Check ☐ self-employed

PTIN

P01428989

Firm's name ► **DISANTO, PRIEST & CO.**

Firm's EIN ▶ 57-1139864

Firm's address ▶ 117 METRO CENTER BOULEVARD, #3000
WARWICK, RI 02886

Phone no. (401) 921-2000

Form **990-PF** (2012)

This category includes transactions that are short-term gain or loss, includes only sales of covered securities. If applicable, transactions subject to wash sale are shown separately. If wash sales are not shown separately, your account has no wash sales in this category. For individual taxpayers, these transactions are reportable on Form 8949, Part I, Box A.

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis (Box 3)	Net gain or loss
WESTERN ASSET NON-US OPP BND WAFIX		957663867	2639.14	03/29/12	09/10/12	\$25,124.62	\$25,335.75	\$-211.13
T ROWE PRICE SHORT TERM BD FD PRWBX		77957P105	9839.27	03/29/12	11/14/12	\$47,720.46	\$47,622.06	\$98.40
T ROWE PRICE SHORT TERM BD FD PRWBX		77957P105	1098.41	09/12/12	12/05/12	\$5,327.28	\$5,338.26	\$-10.98
T ROWE PRICE SHORT TERM BD FD PRWBX		77957P105	1524.37	03/29/12	12/05/12	\$7,393.18	\$7,377.94	\$15.24
Total short term gain/loss from covered security transactions not subject to wash sale:								
						\$85,565.54	\$85,674.01	\$-108.47
Total short term gain/loss from covered security transactions:								
			Gross Proceeds	Tax Cost		Gain or Loss	Loss Disallowed	Net Gain or Loss
Report each transaction on Form 8949	Part 1, Box A		\$85,565.54	\$85,674.01		\$-108.47	\$0.00	\$-108.47

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
WESTERN ASSET NON-US OPP BND F	WAFX	957663867	2814.21	07/08/11	03/12/12	\$27,100.84	\$26,791.28	\$309.56
FED NATL MTG ASSN 3.000% 10		3136FREV1	50000	08/22/11	04/20/12	\$50,000.00	\$50,631.61	\$-631.61
DREYFUS EMG MKT DEBT LOC C-I 6	DOBIX	261980494	327.2	10/03/11	05/21/12	\$4,508.82	\$4,322.31	\$186.51
FED HOME LN BK 3.200% 6		313373VK5	50000	08/23/11	06/08/12	\$50,000.00	\$50,921.00	\$-921.00
FED FARM CREDIT BK 3.000% 6		31331KNG1	25000	07/08/11	06/13/12	\$25,000.00	\$25,000.00	\$0.00

Total short term gain/loss from noncovered security transactions:	Gross Proceeds	Tax Cost	Gain or Loss	Loss Disallowed	Net Gain or Loss

Report each transaction on Form 8949, Part I, Box B	\$156,609.66	\$157,666.20	\$-1,056.54	\$-1,056.54
				\$0.00

Long Term Noncovered Security Transactions (Form 8949, Part II, Box B)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
PIMCO TOTAL RET FD-INST 35	PTTRX	693390700	5058.95	01/01/50	03/28/12	\$56,103.70	\$55,164.04	\$939.66
DREYFUS EMG MKT DEBT LOC C-I 6	DOBIX	261980494	1051.46	12/17/10	05/21/12	\$14,489.15	\$15,099.00	\$-609.85
DREYFUS EMG MKT DEBT LOC C-I 6	DOBIX	261980494	2190.08	01/18/11	05/21/12	\$30,179.35	\$31,800.00	\$-1,620.65
VANGUARD REIT VIPER	VNQ	922908553	698	01/13/11	08/06/12	\$46,916.07	\$37,888.23	\$9,027.84
VANGUARD REIT VIPER	VNQ	922908553	393	12/17/10	08/06/12	\$26,415.49	\$20,642.97	\$5,772.52
CREDIT SUISSE COMM RT ST-CO 21	CRSOX	22544R305	3118.36	12/17/10	08/06/12	\$25,632.91	\$27,940.50	\$-2,307.59
CREDIT SUISSE COMM RT ST-CO 21	CRSOX	22544R305	3720.07	01/18/11	08/06/12	\$30,578.97	\$34,819.84	\$-4,240.87
SPDR DJ WILSHIRE INTERNATIONAL RWX		78463X863	55	12/17/10	08/06/12	\$2,143.85	\$2,049.01	\$94.84
CONOCOPHILLIPS 4 750% 2		20825CAS3	18000	07/08/11	08/17/12	\$19,048.41	\$19,712.34	\$-663.93
DIAMOND HILL LONG-SHORT FD CL	DHLX	25264S833	852.63	12/17/10	09/10/12	\$15,483.76	\$13,778.50	\$1,705.26
SPDR DJ WILSHIRE INTERNATIONAL RWX		78463X863	122	01/13/11	09/10/12	\$4,787.18	\$4,775.08	\$12.10

Long Term Noncovered Security Transactions (Form 8949, Part II, Box B)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
VANGUARD REIT VIPER	VNQ	922908553	268	01/13/11	09/10/12	\$18,014.82	\$14,547.35	\$3,467.47
EATON VANCE FLOATING RATE FD-I EIBLX		277911491	914.53	07/08/11	09/10/12	\$8,285.68	\$8,253.67	\$32.01
RIDGEWORTH SEIX HY BD-I 5855 SAMHX		76628T645	1107.57	12/17/10	09/10/12	\$10,998.17	\$10,820.96	\$177.21
RIDGEWORTH SEIX HY BD-I 5855 SAMHX		76628T645	2498.86	01/18/11	09/10/12	\$24,813.66	\$24,913.61	\$-99.95
WESTERN ASSET NON-US OPP BND WAFIX		957663867	18194.19	07/08/11	09/10/12	\$173,208.72	\$173,208.72	\$0.00
DIAMOND HILL LONG-SHORT FD CL DHLSX		25284S833	1696.43	01/18/11	09/10/12	\$30,807.15	\$28,500.00	\$2,307.15
HUSSMAN STRATEGIC GROWTH FUJ HSGFX		448108100	970.21	12/17/10	09/10/12	\$10,614.14	\$12,185.89	\$-1,571.75
HUSSMAN STRATEGIC GROWTH FUJ HSGFX		448108100	4493.36	01/18/11	09/10/12	\$49,157.30	\$54,100.00	\$-4,942.70
SPDR DJ WILSHIRE INTERNATIONAL RWX		78463X863	345	12/17/10	09/10/12	\$13,537.53	\$12,852.91	\$684.62
RIDGEWORTH SEIX HY BD-I 5855 SAMHX		76628T645	1255.02	01/18/11	11/14/12	\$12,500.00	\$12,512.55	\$-12.55
EATON VANCE FLOATING RATE FD-I EIBLX		277911491	1373.63	07/08/11	11/14/12	\$12,500.00	\$12,396.98	\$103.02
Total long term gain/loss from noncovered security transactions not subject to wash sale:							\$636,216.01	\$627,962.15
								\$8,253.86

Long Term Noncovered Security Transactions with loss disallowed due to wash sale (Form 8949, Part II, Box B)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss	Portion subject to 988	Wash sale loss disallowed
T ROWE PRICE SHORT TERM BD FD PRWBX		77957P105	12841.14	07/08/11	11/14/12	\$62,279.54	\$62,407.96	\$-128.42	\$0.00	\$128.42
Total long term gain/loss from noncovered security transactions subject to wash sale:										
Total long term loss from noncovered security transactions disallowed from wash sales:										
Total long term Section 988 translation gain/loss from noncovered securities subject to wash sale:										
**Total long term gain/loss from noncovered security transactions:										
Report each transaction on Form 8949, Part II, Box B			Gross Proceeds	Tax Cost	Gain or Loss	Loss Disallowed	Net Gain or Loss			
			\$698,495.55	\$690,370.11	\$8,125.44	\$128.42	\$8,253.86			

Short Term Transactions

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost, other basis or pass through loss	Net gain or loss
ISHARES GOLD TRUST	IAU	464285105	3333	01/02/12	06/29/12	\$10.53	\$10.33	\$0.20
ISHARES GOLD TRUST	IAU	464285105	3333	01/02/12	07/31/12	\$10.90	\$10.70	\$0.20
ISHARES GOLD TRUST	IAU	464285105	3333	01/02/12	08/31/12	\$10.94	\$10.07	\$0.87
ISHARES GOLD TRUST	IAU	464285105	3333	01/02/12	09/28/12	\$11.19	\$9.81	\$1.38
ISHARES GOLD TRUST	IAU	464285105	3333	01/02/12	10/31/12	\$11.85	\$10.80	\$1.05
ISHARES GOLD TRUST	IAU	464285105	3333	01/02/12	11/30/12	\$11.26	\$10.23	\$1.03
ISHARES GOLD TRUST	IAU	464285105	3333	01/02/12	12/31/12	\$11.51	\$10.54	\$0.87
Total short term gain/loss:						\$78.18	\$72.58	\$5.60
Total short term gain/loss transactions not reported on Form 1099-B:						Gain or Loss	Loss Disallowed	Net Gain or Loss
Report each transaction on Form 8949, Part I, Box C						\$78.18	\$72.58	\$5.60
						\$5.60	\$0.00	\$5.60

THE OLIARI CHARITABLE FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHMENT 1		VARIOUS	12/31/12
b SEE ATTACHMENT 1		VARIOUS	12/31/12
c SEE ATTACHMENT 1		VARIOUS	12/31/12
d SEE ATTACHMENT 1		VARIOUS	12/31/12
e SEE ATTACHMENT 1		VARIOUS	12/31/12
f CAPITAL GAINS DIVIDENDS			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 156,610.		157,666.	<1,056.>
b 62,280.		62,536.	<256.>
c 698,496.		690,242.	8,254.
d 78.		73.	5.
e 85,566.		85,674.	<108.>
f 2,919.			2,919.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1,056.>
b			<256.>
c			8,254.
d			5.
e			<108.>
f			2,919.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	9,758.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PAN-MASSACHUSETTS CHALLENGE 77 4TH AVENUE NEEDHAM, MA 02494		N/A	CHARITABLE	6,400.
ST THOMAS AQUINAS 103 CENTER STREET BRIDGEWATER, MA 02324		N/A	CHARITABLE	1,000.
FISHER HOUSE FOUNDATION 111 ROCKVILLE PIKE, SUITE 420 ROCKVILLE, MD 20850		N/A	CHARITABLE	6,860.
A WISH COME TRUE 2530 PEARL BUCK ROAD BRISTOL, PA 19007		N/A	CHARITABLE	5,000.
CAPE COD TECHNICAL INSTITUTE 220 SANDWICH ROAD BOURNE, MA 02532		N/A	CHARITABLE	500.
MARK LUCIUS MEMORIAL GOLF TOURNAMENT 85 COTTAGE STREET BRIDGEWATER, MA 02324		N/A	CHARITABLE	1,000.
AVON WALK FOR BREAST CANCER 33 BROAD STREET, SUITE 700 BOSTON, MA 02109			CHARITABLE	2,000.
BRIDGEWATER STATE UNIVERSITY 131 SUMMER STREET BRIDGEWATER, MA 02325		N/A	CHARITABLE	35,000.
BRIDGEWATER SENIOR PAINTERS 15 SOUTH STREET BRIDGEWATER, MA 02324		N/A	CHARITABLE	1,000.
CARDINAL SPELLMAN HIGH SCHOOL 738 COURT STREET BROCKTON, MA 02302		N/A	CHARITABLE	640.
Total from continuation sheets				66,400.

20-8063820

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
WELLS FARGO ACCRUED OID	<4.>
WELLS FARGO INTEREST	25,821.
WELLS FARGO OID	4.
WELLS FARGO US GOVERNMENT INTEREST	10,442.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	36,263.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO	44,999.	2,919.	42,080.
TOTAL TO FM 990-PF, PART I, LN 4	44,999.	2,919.	42,080.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,675.	0.		2,675.
TO FORM 990-PF, PG 1, LN 16B	2,675.	0.		2,675.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ACCOUNT FEES	24,326.	24,326.		0.
TO FORM 990-PF, PG 1, LN 16C	24,326.	24,326.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE FEES	269.	0.		269.	
PAYROLL TAXES	2,151.	1,075.		1,076.	
FOREIGN TAXES	43.	43.		0.	
BANK FEES	45.	0.		45.	
TO FORM 990-PF, PG 1, LN 23	2,508.	1,118.		1,390.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	6
DESCRIPTION					AMOUNT
FEDERAL INCOME TAX					6,004.
NON-DEDUCTIBLE EXPENSES					959.
TOTAL TO FORM 990-PF, PART III, LINE 5					6,963.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
T ROWE PRICE REAL ESTATE FUND	COST	0.	0.	
PIMCO TOTAL RETURN INSTL	COST	0.	0.	
CREDIT SUISSE COMM RT ST-CO	COST	34,280.	29,409.	
DIAMOND HILL LONG-SHORT FD	COST	0.	0.	
DREYFUS EMG MKT DEBT LOC	COST	76,874.	82,488.	
HUSSMAN STRATEGIC GROWTH FUND	COST	0.	0.	
LAUDUS MONDRIAN INTL FI-INST	COST	259,496.	256,371.	
MERGER FD SH BEN INT	COST	79,438.	78,678.	
RIDGEWORTH SEIX HY BD-I	COST	53,744.	55,104.	
SPDR DJ WILSHIRE INTERNATIONAL REAL	COST	26,889.	28,407.	
VANGUARD REIT VIPER	COST	21,949.	26,452.	
SECURED MARKET DEPOSIT ACCOUNT	COST	101,725.	101,725.	
FED FARM CREDIT BK	COST	27,322.	30,541.	
FED FARM CREDIT BK	COST	0.	0.	
FED HOME LOAN BK	COST	0.	0.	
FED HOME LOAN BK	COST	26,164.	25,815.	
FED NATL MTG ASSN	COST	25,134.	25,144.	
FED NATL MTG ASSN	COST	99,179.	100,161.	
US TREASURY NOTE	COST	26,344.	29,346.	

US TREASURY NOTE	COST	108,629.	110,859.
US TREASURY NOTE	COST	105,703.	103,570.
AUSTIN TX CMNTY COLLEGE DIST	COST	50,000.	53,823.
TUCSON AZ	COST	50,000.	52,974.
AMERICAN EXPRESS	COST	49,865.	52,316.
AMGEN INC	COST	24,995.	25,567.
BANK OF NEW YORK MELLON	COST	27,212.	28,066.
BANK OF NOVA SCOTIA	COST	25,499.	25,837.
BARCLAYS BANK	COST	27,017.	28,022.
BB&T CORP	COST	25,764.	26,609.
BERKSHIRE HATHAWAY	COST	25,859.	28,684.
BOEING CO	COST	27,488.	30,121.
BP CAPITAL MARKETS	COST	27,007.	26,634.
CISCO SYSTEMS INC	COST	27,493.	29,596.
COMPUTER SCIENCES CORP	COST	24,982.	25,492.
CONOCOPHILLIPS	COST	7,666.	7,317.
EXELON GENERATION	COST	52,830.	52,562.
FLUOR CORP	COST	24,780.	26,507.
GENERAL ELEC CAP CORP	COST	25,493.	28,358.
HEWLETT-PACKARD CO	COST	27,455.	26,060.
HSBC HOLDINGS PLC	COST	27,384.	29,014.
JPMORGAN CHASE	COST	26,885.	26,340.
KINDER MORGAN ENERGY PARTNERS	COST	24,900.	25,748.
KROGER CO	COST	25,000.	25,836.
PEPSICO	COST	26,875.	28,911.
PRAXIR INC	COST	26,877.	28,946.
STATOIL ASA	COST	24,960.	25,707.
STRYKER CORP	COST	24,954.	26,032.
TORONTO-DOMINION BANK	COST	24,861.	26,271.
TOTAL CAPITAL SA	COST	25,838.	25,975.
TOYOTA MOTOR CREDIT CORP	COST	24,870.	25,919.
WAL-MART STORES	COST	26,612.	25,970.
ZIMMER HOLDINGS	COST	24,955.	25,912.
EATON VANCE FLOATING RATE	COST	79,885.	80,790.
WESTERN ASSET NON-US	COST	0.	0.
PRINCIPAL PREFERRED SECURITIES	COST	25,000.	24,976.
T ROWE PRICE	COST	110,254.	110,027.
VANGUARD GNMA FUND	COST	100,000.	99,362.
FIDELITY ADVISORS EMERGING MARKETS	COST	75,412.	80,569.
PIMCO FOREIGN BOND	COST	143,690.	138,678.
EATON VANCE GLOBAL MACRO	COST	38,000.	38,000.
ISHARES GOLD TRUST	COST	50,818.	54,259.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,582,305.	2,631,857.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 8
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARK OLIARI 350 BEDFORD STREET BRIDGEWATER, MA 02324	DIRECTOR 2.00	0.	0.	0.
PATRICIA OLIARI 350 BEDFORD STREET BRIDGEWATER, MA 02324	DIRECTOR 2.00	0.	0.	0.
PAUL OLIARI 350 BEDFORD STREET BRIDGEWATER, MA 02324	DIRECTOR 2.00	0.	0.	0.
DANIELLE OLIARI 10 STONEYBROOK DRIVE BRIDGEWATER, MA 02324	DIRECTOR 10.00	15,000.	0.	0.
STEPHANIE OLIARI 350 BEDFORD STREET BRIDGEWATER, MA 02324	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		15,000.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 9
 LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

MARK OLIARI
 PATRICIA OLIARI