



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

HENRY F BERRY CHARITABLE TRUST 3012724

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

10 TRIPPS LANE

City or town, state, and ZIP code

RIVERSIDE, RI 02915-7995

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

X Address change

Name change

H Check type of organization

Section 501(c)(3) exempt private foundation

X Section 4947(a)(1) nonexempt charitable trust

Other taxable private foundation

5 2012 Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 940,511.

J Accounting method X Cash

Accrual

Other (specify)

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► X if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	27,305.	27,589.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	7,297.			
b Gross sales price for all assets on line 6a	67,825.			
7 Capital gain net income (from Part IV, line 2)		7,298.		
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)	928.			STMT 2
11 Other income (attach schedule)				
12 Total Add lines 1 through 11	35,530.	34,887.		
13 Compensation of officers, directors, trustees, etc	13,000.	6,500.		6,500.
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 3	75.	NONE	NONE	75.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) STMT 4	6,741.	264.		
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 5	100.			100.
24 Total operating and administrative expenses				
Add lines 13 through 23	19,916.	6,764.	NONE	6,675.
25 Contributions, gifts, grants paid	22,845.			22,845.
26 Total expenses and disbursements Add lines 24 and 25	42,761.	6,764.	NONE	29,520.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-7,231.			
b Net investment income (if negative, enter -0-)		28,123.		
c Adjusted net income (if negative, enter -0-)			NONE	

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		23,081.	16,019.
	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)			
Liabilities	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	STMT 6.	591,097.	590,388.
	14 Land, buildings, and equipment basis ►			
Net Assets or Fund Balances	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)		614,178.	606,407.
				940,511.
	17 Accounts payable and accrued expenses			
Liabilities	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 ►)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)			NONE
	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			
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds		601,462.	593,207.
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds		12,716.	13,200.
	30 Total net assets or fund balances (see instructions)		614,178.	606,407.
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances (see instructions)		614,178.	606,407.

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	614,178.
2 Enter amount from Part I, line 27a	2	-7,231.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	606,947.
5 Decreases not included in line 2 (itemize) ► EXPRESS SCRIPTS CORPORATE ACTION ADJUSTMENT	5	540.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	606,407.

Form 990-PF (2012)

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 67,825.		60,527.	7,298.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			7,298.		
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	7,298.	
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	26,259.	877,431.	0.029927
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)	2	0.029927
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	0.029927
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	910,115.
5 Multiply line 4 by line 3	5	27,237.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	281.
7 Add lines 5 and 6	7	27,518.
8 Enter qualifying distributions from Part XII, line 4	8	29,520.

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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	281.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	281.
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	281.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,422.	
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	2,422.
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	2,141.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	284. Refunded	11	1,857.

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	X	
	<i>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</i>		
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 ► \$ _____ (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? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	N/A	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NH		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	Telephone no ► <u>(401) 282-1156</u>	
Located at ► <u>10 TRIPPS LANE, RIVERSIDE, RI 02915</u>		
15	ZIP+4 ► <u>02915</u>	
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►		

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

Line	Yes	No
1a		
(1)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	1b	X
c	1c	X
2		
a		
(a)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(b)	2b	X
c		
3a		
(a)	3b	<u>N/A</u>
(b)	4a	X
4a		
b	4b	X

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

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No

(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Yes No

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?

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No

If "Yes," list the years ►

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

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

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No

b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

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?

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes			5b <i>N/A</i>
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>					
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? <i>N/A</i>	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			6b <i>X</i>
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			7b <i>N/A</i>
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes			

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
RBS CITIZENS, N.A. 10 TRIPPS LANE, RIVERSIDE, RI 02915	TRUSTEE 2	13,000.		- 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

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

Form 990-PF (2012)

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
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----
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 <u>NONE</u> -----	-----
-----	-----
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 <u>NONE</u> -----	-----
-----	-----
2 -----	-----
-----	-----
All other program-related investments. See instructions	
3 <u>NONE</u> -----	-----
-----	-----
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	900,040.
b Average of monthly cash balances	1b	23,935.
c Fair market value of all other assets (see instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	923,975.
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	923,975.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,860.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	910,115.
6 Minimum investment return. Enter 5% of line 5	6	45,506.

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	45,506.
2a Tax on investment income for 2012 from Part VI, line 5	2a	281.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	281.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	45,225.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	45,225.
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	45,225.

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	29,520.
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	29,520.
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	281.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	29,239.

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				45,225.
2 Undistributed income, if any, as of the end of 2012			2,200.	
a Enter amount for 2011 only		NONE		
b Total for prior years 20 10,20 20				
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. ► \$ 29,520.				
a Applied to 2011, but not more than line 2a			2,200.	
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				27,320.
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				17,905.
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		NONE		
Subtract lines 7 and 8 from line 6a				
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)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					(e) Total
	Tax year	Prior 3 years				
	(a) 2012	(b) 2011	(c) 2010	(d) 2009		
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test - enter					
(1)	Value of all assets					
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c	"Support" alternative test - enter					
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3)	Largest amount of support from an exempt organization					
(4)	Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ROTARY INTERNATIONAL - MANCHESTER P.O. BOX 555 MANCHESTER NH 03105	NONE	N/A	UNRESTRICTED GIFT	4,569.
NH MASONICARE 813 BEECH ST MANCHESTER NH 03104	NONE	N/A	UNRESTRICTED GIFT	4,569.
GRACE CHURCH 106 LOWELL ST MANCHESTER NH 03101	NONE	N/A	UNRESTRICTED GIFT	4,569.
ELLIOT HOSPITAL ONE ELLIOT WAY MANCHESTER NH 03103	NONE	N/A	UNRESTRICTED GIFT	4,569.
GRANITE UNITED WAY 22 CONCORD ST FLOOR 2 MANCHESTER NH 03101	NONE	N/A	UNRESTRICTED GIFT	4,569.
Total			► 3a	22,845.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	27,305.	
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	7,297.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . . .					
11 Other revenue. a					
b FEDERAL TAX REFUND			01	928.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				35,530.	
13 Total Add line 12, columns (b), (d), and (e)			13		35,530.

Part VI P 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		

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 _____ 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.

Sign Here correct, and complete Declaration of preparer (other than taxpayer)

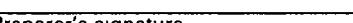
04/26/2013

Date _____

► OFFICER

Title

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

GARY M. GOLITCH					
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JEFFREY E. KUHLIN		04/26/2013		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		

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	27,305.	27,589.
TOTAL	27,305.	27,589.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION

FEDERAL TAX REFUND

928.

TOTALS

928.

REVENUE
AND
EXPENSES
PER BOOKS

=====

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	75.		75.	
TOTALS	75.	NONE	NONE	75.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STATE TAXES PAID	205.	
2011 FEDERAL TAXES PAID		4,114.
2012 FEDERAL TAXES PAID		2,422.
FOREIGN TAXES PAID		264.
TOTALS	6,741.	264.

HENRY F BERRY CHARITABLE TRUST

45-6499502

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	CHARITABLE PURPOSES
REVENUE AND EXPENSES PER BOOKS	

STATE FILING FEES 100 : 100 :

TOTALS 100. 100.

DOM841 9056 04/26/2013 07:16:11

HENRY F BERRY CHARITABLE TRUST

45-6499502

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	590,388.	924,492.
TOTALS		590,388.	924,492.

**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

HENRY F BERRY CHARITABLE TRUST

45-6499502

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					455.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b
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 ►	5 455.

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					4,516.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	2,326
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	1
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	6,843

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			455.
14 Net long-term gain or (loss):				
a Total for year	14a			6,843.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			1.
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ►	15			7,298.

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

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?			
<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box			
<input type="checkbox"/> No. Enter the amount from line 23			
26 Subtract line 25 from line 24	25		
27 Are the amounts on lines 22 and 26 the same?	26		
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27		
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (.15)	30		
31 Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2012

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

45-6499502

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

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 2,326.00

Schedule D-1 (Form 1041) 2012

Citizens Bank

Investment Detail

3012724 | HENRY F BERRY CHARITABLE TRUST

24-Apr-2013 2:33 PM 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	1 703%	\$16,019.16	\$16,019.16	\$0.00
Equities	65 308%	\$614,232.00	\$294,161.34	\$320,070.66
Fixed Income -Taxable	32 989%	\$310,260.09	\$296,226.17	\$14,033.92
Totals		\$940,511.25	\$606,406.67	\$334,104.58

DETAIL

Asset Name	Current Allocation	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Cash Equivalents: 1.703%					
CASH - INCOME	1 403%		\$13,199.89	\$13,199.89	\$0.00
CASH - INVESTED INCOME	(1 403)%		(\$13,199.89)	(\$13,199.89)	\$0.00
RBS CITIZENS N A CASH SWEEP ACCOUNT	0 300%	31-Dec-2012	\$2,819.27	\$2,819.27	\$0.00
RBS CITIZENS N.A CASH SWEEP ACCOUNT	1 403%	31-Dec-2012	\$13,199.89	\$13,199.89	\$0.00
Subtotal	1.703%		\$16,019.16	\$16,019.16	\$0.00
Equities: 65.308%					
3M CO	0 790%	31-Dec-2012	\$7,428.00	\$5,091.20	\$2,336.80
ABBOTT LABORATORIES	1 114%	31-Dec-2012	\$10,480.00	\$4,343.19	\$6,136.81
AFLAC INC	0 678%	31-Dec-2012	\$6,374.40	\$5,317.68	\$1,056.72
AIR PRODUCTS & CHEMICALS INC	0 625%	31-Dec-2012	\$5,881.40	\$3,210.48	\$2,670.92
AMGEN INC	0 733%	31-Dec-2012	\$6,896.00	\$4,548.79	\$2,347.21
AT & T INC	0 573%	31-Dec-2012	\$5,393.60	\$4,680.60	\$713.00
BOEING CO	0 801%	31-Dec-2012	\$7,536.00	\$5,488.00	\$2,048.00
CERNER CORP	1.319%	31-Dec-2012	\$12,401.60	\$5,120.80	\$7,280.80
CHEVRON CORP	8 279%	31-Dec-2012	\$77,860.80	\$3,815.58	\$74,045.22
CIGNA	0 682%	31-Dec-2012	\$6,415.20	\$4,261.20	\$2,154.00
CISCO SYSTEMS	0 501%	31-Dec-2012	\$4,715.86	\$3,880.51	\$835.35
CITIGROUP INC	0 841%	31-Dec-2012	\$7,912.00	\$5,492.00	\$2,420.00
COCA-COLA CO	0 617%	31-Dec-2012	\$5,800.00	\$4,162.98	\$1,637.02
DENTSPLY INTL INC NEW	0 505%	31-Dec-2012	\$4,753.20	\$3,196.80	\$1,556.40
DUKE ENERGY CORP NEW	0 536%	31-Dec-2012	\$5,040.20	\$3,744.75	\$1,295.45
E M C CORP MASS	1 076%	31-Dec-2012	\$10,120.00	\$6,148.00	\$3,972.00
ECOLAB, INC	1 376%	31-Dec-2012	\$12,942.00	\$3,840.30	\$9,101.70
EMERSON	0 676%	31-Dec-2012	\$6,355.20	\$4,100.32	\$2,254.88

Asset Name	Current Allocation	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
ELECTRIC CO					
EXPRESS SCRIPTS HLGD CO	0.367%	31-Dec-2012	\$3,456.00	\$3,597.12	(\$141.12)
EXXON MOBIL CORP	5.521%	31-Dec-2012	\$51,930.00	\$1,389.29	\$50,540.71
GENERAL ELECTRIC CO	0.893%	31-Dec-2012	\$8,396.00	\$5,832.00	\$2,564.00
HEWLETT PACKARD CO	0.182%	31-Dec-2012	\$1,710.00	\$4,132.80	(\$2,422.80)
INTEL CORP	0.614%	31-Dec-2012	\$5,773.60	\$3,967.10	\$1,806.50
INTERNATIONAL BUSINESS MACHINES	1.018%	31-Dec-2012	\$9,577.50	\$5,917.00	\$3,660.50
ISHARES MSCI EMERGING MKTS	2.829%	31-Dec-2012	\$26,610.00	\$25,340.38	\$1,269.62
JOHNSON & JOHNSON	0.596%	31-Dec-2012	\$5,608.00	\$4,103.20	\$1,504.80
JOHNSON CONTROLS INC	0.783%	31-Dec-2012	\$7,360.80	\$3,270.00	\$4,090.80
JPMORGAN CHASE & CO	0.655%	31-Dec-2012	\$6,155.67	\$5,777.80	\$377.87
M & T BANK CORP	1.047%	31-Dec-2012	\$9,847.00	\$5,997.00	\$3,850.00
NEXTERA ENERGY INC COM	0.589%	31-Dec-2012	\$5,535.20	\$1,891.50	\$3,643.70
ORACLE SYSTEMS CORP	0.709%	31-Dec-2012	\$6,664.00	\$3,662.00	\$3,002.00
PEPSICO INC	5.821%	31-Dec-2012	\$54,744.00	\$2,466.01	\$52,277.99
PFIZER INC	0.640%	31-Dec-2012	\$6,019.03	\$4,098.72	\$1,920.31
SHERWIN-WILLIAMS COMPANY	1.308%	31-Dec-2012	\$12,305.60	\$4,344.00	\$7,961.60
SPDR S&P MIDCAP 400 ETF TR	5.450%	31-Dec-2012	\$51,255.96	\$35,812.50	\$15,443.46
T ROWE PRICE SMALL-CAP STOCKFD#65	2.678%	31-Dec-2012	\$25,188.56	\$25,556.45	(\$367.89)
TEMPLETON INSTITUTIONAL FOREIGN	5.465%	31-Dec-2012	\$51,401.82	\$46,443.93	\$4,957.89
THERMO FISHER SCIENTIFIC INC	0.543%	31-Dec-2012	\$5,102.40	\$3,220.10	\$1,882.30
UNITED TECHNOLOGIES CORP	1.046%	31-Dec-2012	\$9,841.20	\$6,136.24	\$3,704.96
VERIZON COMMUNICATIONS	0.644%	31-Dec-2012	\$6,057.80	\$4,345.67	\$1,712.13
WAL-MART STORES	0.290%	31-Dec-2012	\$2,729.20	\$2,236.80	\$492.40
WELLS FARGO & CO NEW	0.509%	31-Dec-2012	\$4,785.20	\$3,876.60	\$908.60
YUM BRANDS INC	3.389%	31-Dec-2012	\$31,872.00	\$303.95	\$31,568.05
Subtotal	65.308%		\$614,232.00	\$294,161.34	\$320,070.66
Fixed Income - Taxable: 32.989%					
BANK AMER 3 625% 3/17/16	2.253%	31-Dec-2012	\$21,192.00	\$20,198.20	\$993.80
BANK NEW YORK INC 4 250% 2/18/14	2.190%	31-Dec-2012	\$20,593.80	\$20,450.00	\$143.80
BECTON DICKINSON 3.125% 11/08/21	2.840%	31-Dec-2012	\$26,712.50	\$25,690.00	\$1,022.50
COLUMBIA	3.543%	31-Dec-2012	\$33,322.31	\$32,000.00	\$1,322.31

Asset Name	Current Allocation	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
INCOME OPPORTUNITIES Z					
FED FARM CR BK 3 680% 1/12/16	3 511%	31-Dec-2012	\$33,020.40	\$30,097.50	\$2,922.90
FED HOME LN BKS 5 000% 3/14/14	3.369%	31-Dec-2012	\$31,684.50	\$30,117.60	\$1,566.90
GENERAL ELEC 4 875% 3/04/15	1 151%	31-Dec-2012	\$10,829.20	\$9,967.50	\$861.70
JPMORGAN CHASE BK 6 000% 7/05/17	2 494%	31-Dec-2012	\$23,453.00	\$20,567.60	\$2,885.40
SHELL INTERNATIONAL 3 250% 9/22/15	2 044%	31-Dec-2012	\$19,226.16	\$18,596.70	\$629.46
TEMPLETON GLOBAL BOND ADVISOR #616	2 715%	31-Dec-2012	\$25,532.13	\$26,548.14	(\$1,016.01)
VANGUARD ADMIRAL GNMA FD #536	4 723%	31-Dec-2012	\$44,418.69	\$41,760.13	\$2,658.56
WAL MART STORES INC 4 550% 5/01/13	2 156%	31-Dec-2012	\$20,275.40	\$20,232.80	\$42.60
Subtotal	32.989%		\$310,260.09	\$296,226.17	\$14,033.92