Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: BERGERON FAMILY FOUNDATION

A Employer identification number: 03-0370623

Number and street (or P O box number if mail is not delivered to street address): C/O JOHN J. BERGERON, 167 OLD SCHOOLHOUSE ROAD

Room/suite:

B Telephone number (see instructions): (802) 863-4061

City or town, state, and ZIP code: SOUTH BURLINGTON, VT 05403

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

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

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,890,238.

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)
Revenue	1 Contributions, gifts, grants etc , received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	47,817.	47,817.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	167,580.			
	b Gross sales price for all assets on line 6a 1,232,355.				
	7 Capital gain net income (from Part IV, line 2)		167,580.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total** Add lines 1 through 11	215,397.	215,397.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 2	186.			
	b Accounting fees (attach schedule) ATCH 3	1,240.			
	c Other professional fees (attach schedule) *	12,651.	12,651.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	2,701.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	529.	323.		
	24 **Total operating and administrative expenses** Add lines 13 through 23	17,307.	12,974.		
	25 Contributions, gifts, grants paid	88,500.			88,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	105,807.	12,974.	0	88,500.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	109,590.			
	b **Net investment income** (if negative, enter -0-)		202,423.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	18,757.	6,049.	6,049.
2	Savings and temporary cash investments	297,428.	99,687.	99,687.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)**	213,662.	186,720.	192,478.
b	Investments - corporate stock (attach schedule) ATCH 8	996,554.	1,146,231.	1,278,218.
c	Investments - corporate bonds (attach schedule) ATCH 9	112,687.	309,991.	313,806.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,639,088.	1,748,678.	1,890,238.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	1,639,088.	1,748,678.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	1,639,088.	1,748,678.	
31	Total liabilities and net assets/fund balances (see instructions)	1,639,088.	1,748,678.	

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	1,639,088.
2	Enter amount from Part I, line 27a	2	109,590.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,748,678.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,748,678.

**ATCH 7

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) 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				

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	167,580.
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	0

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? [X] 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))
2010			
2009			
2008			
2007			
2006			

2 **Total** of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	4,048.
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	4,048.
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	4,048.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,360.		
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	1,360.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	2,688.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ __________ (2) On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VT,			
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* ATTACHMENT 10	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JOHN J. BERGERON Telephone no ▶ 802 863-4061

Located at ▶ 167 OLD SCHOOLHOUSE ROAD SOUTH BURLINGTON, VT ZIP + 4 ▶ 05403

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
If "Yes," list the years ▶			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2011 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 2011)*	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 2011?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **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? ☐ 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** *If "Yes" to 6b, file Form 8870*		X
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? **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 (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
ATTACHMENT 11		0	0	0

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

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

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

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

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

(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 ▶		

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	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	1,719,408.
b	Average of monthly cash balances	1b	219,185.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,938,593.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,938,593.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	29,079.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,909,514.
6	**Minimum investment return.** Enter 5% of line 5	6	95,476.

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	95,476.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,048.		
b	Income tax for 2011. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,048.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	91,428.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	91,428.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	91,428.

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	88,500.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	88,500.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	88,500.

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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				91,428.
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			88,462.	
b	Total for prior years 20 09 ,20 08 ,20 07				
3	Excess distributions carryover, if any, to 2011				
a	From 2006				
b	From 2007				
c	From 2008				
d	From 2009				
e	From 2010				
f	Total of lines 3a through e				
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 88,500.				
a	Applied to 2010, but not more than line 2a			88,462.	
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2011 distributable amount				38.
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				91,390.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2007				
b	Excess from 2008				
c	Excess from 2009				
d	Excess from 2010				
e	Excess from 2011				

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 2011, enter the date of the ruling . . . . ▶

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

	Tax year (a) 2011	Prior 3 years (b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

N/A

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 of the person to whom applications should be addressed

ATTACHMENT 12

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

REQUESTS FOR GRANTS SHOULD BE PRESENTED IN WRITING.

c Any submission deadlines

THERE ARE NO DEADLINES.

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

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*				
ATTACHMENT 13				
Total . . . . . . ▶ 3a				88,500.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		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	47,817.	
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	167,580.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				215,397.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 215,397.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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)		
	(2) Other assets	1a(2)		
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		
	(3) Rental of facilities, equipment, or other assets	1b(3)		
	(4) Reimbursement arrangements	1b(4)		
	(5) Loans or loan guarantees	1b(5)		
	(6) Performance of services or membership or fundraising solicitations	1b(6)		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ [signature] 5/9/12 ▶ Trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CATHY H. ATTIG	[signature] CPA	5/4/12		P00641183
Firm's name ▶ DANAHER ATTIG & PLANTE PLC			Firm's EIN ▶ 20-3682035	
Firm's address ▶ 150 KENNEDY DR, PO BOX 2166 SOUTH BURLINGTON, VT 05407-2166			Phone no 802-383-0399	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					17.	
		SEE ATTACHED STATEMENT					VARIOUS	VARIOUS
219,295.		229,273.					-9,978.	
		SEE ATTACHED STATEMENT					VARIOUS	VARIOUS
1,012,878.		835,502.					177,376.	
		SEE ATTACHED STATEMENT					VARIOUS	VARIOUS
165.							165.	
TOTAL GAIN(LOSS)							167,580.	

TAX PREPARER· TAX
TRUST ADMINISTRATOR. SJK
INVESTMENT OFFICER: SMP

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
120.0000 AT&T INC - 00206R102 - MINOR = 450							
SOLD		06/08/2011	3638.82				
ACQ	120 0000	07/25/2008	3638 82	3769 52	-130.70	LT15	Y
410 0000 AT&T INC - 00206R102 - MINOR = 450							
SOLD		11/09/2011	11865.17				
ACQ	410.0000	02/04/2009	11865 17	10118 39	1746.78	LT15	Y
90.0000 ABBOTT LABS CO - 002824100 - MINOR = 425							
SOLD		11/09/2011	4772 19				
ACQ	90.0000	09/29/2010	4772 19	4717 84	54.35	LT15	Y
190 0000 AMERICAN EXPRESS CO - 025816109 - MINOR = 418							
SOLD		12/14/2011	8940 76				
ACQ	15 0000	11/10/2006	705 85	881 40	-175.55	LT15	Y
	20.0000	09/19/2006	941 13	1066.60	-125 47	LT15	Y
	120.0000	03/23/2006	5646.80	6350 40	-703 60	LT15	Y
	35 0000	02/03/2006	1646.98	1844.50	-197 52	LT15	Y
50 0000 AMERICAN EXPRESS CO - 025816109 - MINOR = 418							
SOLD		12/16/2011	2339 75				
ACQ	50.0000	02/03/2006	2339.75	2635 00	-295 25	LT15	Y
10 0000 APACHE CORPORATION - 037411105 - MINOR = 415							
SOLD		06/08/2011	1199.28				
ACQ	10 0000	02/26/2007	1199 28	710 08	489 20	LT15	Y
90 0000 APACHE CORPORATION - 037411105 - MINOR = 415							
SOLD		09/09/2011	8536.07				
ACQ	90.0000	02/26/2007	8536.07	6390 72	2145.35	LT15	Y
50 0000 APACHE CORPORATION - 037411105 - MINOR = 415							
SOLD		12/16/2011	4413.07				
ACQ	50 0000	02/26/2007	4413.07	3550 40	862 67	LT15	Y
290.0000 APOLLO GROUP INC CL A - 037604105 - MINOR = 406							
SOLD		04/29/2011	11605.46				
ACQ	290 0000	02/01/2010	11605.46	17398 00	-5792 54	LT15	Y
10 0000 APPLIED MATERIALS - 038222105 - MINOR = 442							
SOLD		06/08/2011	127 03				
ACQ	10 0000	03/09/2011	127 03	153 15	-26 12	ST	
600 0000 APPLIED MATERIALS - 038222105 - MINOR = 442							
SOLD		09/09/2011	6402 30				
ACQ	600.0000	03/09/2011	6402.30	9188 82	-2786 52	ST	
20 0000 ARCHER DANIELS MIDLAND CO - 039483102 - MINOR = 409							
SOLD		06/08/2011	593 46				
ACQ	20 0000	04/29/2011	593.46	736 55	-143.09	ST	
15000.0000 BANK OF AMER CORP 3 125% 06/15/2012 DTD 12/04/08 FDIC GTY - 06050BAA9 - MINOR = 220							
SOLD		08/22/2011	15349 35				
ACQ	15000.0000	06/30/2011	15349.35	15406.50	-57.15	ST	Y
10.0000 CAPITAL ONE FINANCIAL CORP - 14040H105 - MINOR = 418							
SOLD		06/08/2011	496.39				
ACQ	10 0000	05/27/2011	496 39	539 54	-43 15	ST	
50.0000 CAPITAL ONE FINANCIAL CORP - 14040H105 - MINOR = 418							
SOLD		12/16/2011	2162.68				
ACQ	50 0000	05/27/2011	2162 68	2697 69	-535 01	ST	
25000.0000 CATERPILLAR FIN SE 6 125% 02/17/2014 DTD 02/12/09 - 14912L4F5 - MINOR = 220							
SOLD		06/30/2011	28082.50				
ACQ	25000.0000	11/18/2009	28082 50	28057 50	25 00	LT15	Y
70.0000 CHEVRONTEXACO CORP - 166764100 - MINOR = 415							
SOLD		05/27/2011	7191 66				
ACQ	70 0000	11/25/2003	7191.66	2616 95	4574 71	LT15	Y
20.0000 CHEVRONTEXACO CORP - 166764100 - MINOR = 415							
SOLD		06/08/2011	1999.96				
ACQ	20 0000	11/25/2003	1999 96	747.70	1252 26	LT15	Y
120 0000 CIMAREX ENERGY CO - 171798101 - MINOR = 415							
SOLD		01/20/2011	11540 68				
ACQ	120 0000	03/07/2008	11540 68	6304 67	5236.01	LT15	Y
140.0000 CIMAREX ENERGY CO - 171798101 - MINOR = 415							
SOLD		05/27/2011	12953 60				
ACQ	140 0000	03/07/2008	12953 60	7355.44	5598.16	LT15	Y
120 0000 CIMAREX ENERGY CO - 171798101 - MINOR = 415							
SOLD		06/08/2011	10455 06				
ACQ	40.0000	03/07/2008	3485 02	2101.56	1383.46	LT15	Y
	80.0000	03/26/2009	6970 04	1620 66	5349.38	LT15	Y
330 0000 CLOROX CO - 189054109 - MINOR = 411							
SOLD		01/20/2011	21068.18				
ACQ	40 0000	07/07/2009	2553 72	2258 22	295 50	LT15	Y
	230 0000	01/08/2009	14683 88	12372 76	2311 12	LT15	Y
	60.0000	03/10/2009	3830 58	2855 78	974 80	LT15	Y
290 0000 COGNIZANT TECHNLGY SLTNS COR - 192446102 - MINOR = 437							
SOLD		01/20/2011	21398 68				
ACQ	250 0000	03/07/2008	18447 14	7416 14	11031 00	LT15	Y
	40 0000	06/24/2009	2951 54	1020 00	1931 54	LT15	Y
80 0000 COGNIZANT TECHNLGY SLTNS COR - 192446102 - MINOR = 437							
SOLD		05/27/2011	5983.45				
ACQ	80.0000	06/24/2009	5983 45	2040 00	3943 45	LT15	Y
10.0000 COGNIZANT TECHNLGY SLTNS COR - 192446102 - MINOR = 437							
SOLD		06/08/2011	730 11				
ACQ	10.0000	06/24/2009	730 11	255.00	475.11	LT15	Y
200.0000 COGNIZANT TECHNLGY SLTNS COR - 192446102 - MINOR = 437							
SOLD		08/18/2011	10863.81				
ACQ	10.0000	06/24/2009	543.19	255 00	288 19	LT15	Y
	190 0000	03/10/2009	10320 62	3621 40	6699 22	LT15	Y

TAX PREPARER: TAX
TRUST ADMINISTRATOR SJK
INVESTMENT OFFICER. SMP

LEGEND· F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
10 0000 COLGATE PALMOLIVE CO - 194162103 - MINOR = 411							
SOLD		06/08/2011	843 38				
ACQ	10 0000	01/08/2009	843 38	652 48	190 90	LT15	Y
20 0000 COLGATE PALMOLIVE CO - 194162103 - MINOR = 411							
SOLD		11/09/2011	1754.37				
ACQ	20 0000	01/08/2009	1754 37	1304 97	449 40	LT15	Y
10 0000 DANAHER CORP - 235851102 - MINOR = 432							
SOLD		06/08/2011	517 85				
ACQ	10 0000	04/29/2011	517 85	553 06	-35 21	ST	
90 0000 DIAGEO PLC ADR - 25243Q205 - MINOR = 408							
SOLD		01/20/2011	6910 72				
ACQ	90.0000	04/18/2008	6910 72	7483 50	-572 78	LT15	Y
470 0000 EMC CORPORATION/MASS - 268648102 - MINOR = SAY							
SOLD		01/20/2011	11183 48				
ACQ	470 0000	02/03/2006	11183.48	6255 70	4927 78	LT15	Y
90 0000 EMERSON ELECTRIC CO - 291011104 - MINOR = 430							
SOLD		03/09/2011	5407 42				
ACQ	90 0000	02/01/2010	5407 42	3816 45	1590 97	LT15	Y
290 0000 EMERSON ELECTRIC CO - 291011104 - MINOR = 430							
SOLD		06/08/2011	14947 85				
ACQ	290 0000	02/01/2010	14947 85	12297.45	2650 40	LT15	Y
450 0000 EXPEDITORS INTL WASH INC - 302130109 - MINOR = 435							
SOLD		04/29/2011	24465.44				
ACQ	240.0000	09/09/2008	13048.23	8127 22	4921 01	LT15	Y
	210.0000	03/04/2009	11417.21	5507.35	5909 86	LT15	Y
20.0000 EXXON MOBIL CORP COM - 30231G102 - MINOR = 415							
SOLD		06/08/2011	1620.69				
ACQ	20 0000	11/25/2003	1620.69	718 60	902 09	LT15	Y
80000 0000 FED FARM CREDIT BK 4.770% 05/25/2011 DTD 10/25/05 - 31331VDN3 - MINOR = 052							
SOLD		05/25/2011	80000.00				
ACQ	80000 0000	02/03/2006	80000.00	79458.40	541 60	LT15	Y
40000 0000 FEDERAL HME LN BK 4.875% 11/15/2011 DTD 11/15/01 - 3133MJUQ1 - MINOR = 058							
SOLD		11/15/2011	40000.00				
ACQ	20000 0000	12/04/2003	20000.00	20392.60	-392.60	LT15	Y
	20000 0000	12/04/2003	20000.00	20392.60	-392 60	LT15	Y
20000.0000 FEDERAL HME LN BK 4 625% 08/15/2012 DTD 09/06/02 - 3133MRPX4 - MINOR = 058							
SOLD		04/04/2011	21099 00				
ACQ	20000 0000	12/04/2003	21099 00	19896.80	1202 20	LT15	Y
5000 0000 FED HOME LN MTG 4 75% 11/17/2015 DTD 10/21/2005 - 3134A4VG6 - MINOR = 069							
SOLD		10/24/2011	5718.50				
ACQ	5000 0000	02/07/2011	5718.50	5514 60	203 90	ST	Y
290 0000 GALLAGHER ARTHUR J & CO - 363576109 - MINOR = 419							
SOLD		04/29/2011	8607.61				
ACQ	290 0000	08/27/2008	8607 61	7592.11	1015.50	LT15	Y
230 0000 GALLAGHER ARTHUR J & CO - 363576109 - MINOR = 419							
SOLD		05/27/2011	6572 42				
ACQ	160 0000	08/27/2008	4572.12	4188 75	383 37	LT15	Y
	70.0000	02/13/2009	2000.30	1225 48	774 82	LT15	Y
20000 0000 GE COMPANY 5 00% 02/01/2013 DTD 1/28/2003 - 369604AY9 - MINOR = 210							
SOLD		04/04/2011	21325 40				
ACQ	20000.0000	03/16/2009	21325 40	19990 00	1335.40	LT15	Y
110 0000 GILEAD SCIENCES INC - 375558103 - MINOR = 425							
SOLD		11/09/2011	4383.97				
ACQ	110 0000	06/08/2011	4383.97	4538 00	-154 03	ST	
100 0000 HEWLETT PACKARD CO - 428236103 - MINOR = 439							
SOLD		03/09/2011	4201 34				
ACQ	100 0000	02/04/2009	4201 34	3600 86	600 48	LT15	Y
30 0000 HOME DEPOT INC - 437076102 - MINOR = 405							
SOLD		06/08/2011	1024.48				
ACQ	30 0000	04/18/2008	1024 48	857 69	166 79	LT15	Y
10 0000 ILLINOIS TOOL WORKS - 452308109 - MINOR = 432							
SOLD		06/08/2011	551 46				
ACQ	10.0000	01/08/2009	551 46	369.50	181 96	LT15	Y
10 0000 INTL BUSINESS MACHINES CORP - 459200101 - MINOR = 439							
SOLD		06/08/2011	1639.97				
ACQ	10 0000	04/29/2011	1639 97	1717.88	-77.91	ST	
550 0000 ISHARES TR MSCI EMERG MKT - 464287234 - MINOR = 499							
SOLD		02/01/2011	25778 06				
ACQ	550.0000	03/07/2008	25778.06	24900 33	877 73	LT15	Y
450 0000 ISHARES TR RUSSELL MCP VL - 464287473 - MINOR = 488							
SOLD		02/01/2011	20996.60				
ACQ	450 0000	03/07/2008	20996 60	19122.42	1874 18	LT15	Y
1000 0000 ISHARES RUSSELL MID CAP GROWTH - 464287481 - MINOR = 488							
SOLD		02/01/2011	58568 97				
ACQ	1000 0000	10/06/2008	58568 97	37194 30	21374.67	LT15	Y
1020 0000 ISHARES COHEN & STEERS RLTY - 464287564 - MINOR = 488							
SOLD		02/01/2011	70001 25				
ACQ	260 0000	07/10/2008	17843.46	18823 51	-980 05	LT15	Y
	760.0000	03/10/2009	52157 79	21695 11	30462 68	LT15	Y
610 0000 ISHARES TR RUSL 2000 GROWTH - 464287648 - MINOR = 488							
SOLD		02/01/2011	54270.72				
ACQ	250 0000	03/07/2008	22242 10	17809 98	4432.12	LT15	Y
	360.0000	10/06/2008	32028 62	21675 60	10353 02	LT15	Y

TAX PREPARER: TAX
TRUST ADMINISTRATOR: SJK
INVESTMENT OFFICER: SMP

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
50.0000 JOHNSON & JOHNSON CO - 478160104 - MINOR = 425							
SOLD		06/08/2011	3297.67				
ACQ	45.0000	03/11/2005	2967.90	3046 50	-78.60	LT15	Y
	5 0000	10/25/2005	329.77	317 09	12 68	LT15	Y
10 0000 L-3 COMMUNICATIONS HLDGS INC COM - 502424104 - MINOR = 427							
SOLD		06/08/2011	795 49				
ACQ	10 0000	02/01/2011	795 49	787.40	8 09	ST	
30 0000 LINEAR TECHNOLOGY CORP COM - 535678106 - MINOR = 442							
SOLD		06/08/2011	961.39				
ACQ	30.0000	09/29/2010	961.39	931 68	29 71	ST	Y
570 0000 LINEAR TECHNOLOGY CORP COM - 535678106 - MINOR = 442							
SOLD		07/26/2011	17799.11				
ACQ	570.0000	09/29/2010	17799.11	17701 92	97.19	ST	Y
120 0000 MARATHON PETROLEUM CORP COM - 56585A102 - MINOR = 415							
SOLD		07/26/2011	5176.70				
ACQ	120.0000	06/08/2011	5176.70	4916.73	259 97	ST	Y
170 0000 MICROSOFT CORPORATION - 594918104 - MINOR = SAW							
SOLD		03/09/2011	4381 89				
ACQ	27.2310	12/17/2003	701.90	735 24	-33.34	LT15	Y
	142.7690	07/30/2003	3679 99	3764 82	-84 83	LT15	Y
10 0000 MICROSOFT CORPORATION - 594918104 - MINOR = SAW							
SOLD		06/08/2011	239 00				
ACQ	10.0000	07/30/2003	239 00	263.70	-24 70	LT15	Y
130 0000 MONSANTO CO NEW - 61166W101 - MINOR = 444							
SOLD		01/20/2011	9068.62				
ACQ	80 0000	08/27/2008	5580 69	9314 40	-3733 71	LT15	Y
	50 0000	03/04/2009	3487 93	3751 28	-263.35	LT15	Y
5000 0000 ONTARIO PROVINCE 2 950% 02/05/2015 DTD 02/05/10 - 6832348H4 - MINOR = 235							
SOLD		12/06/2011	5261 90				
ACQ	5000 0000	04/29/2011	5261 90	5239 05	22 85	ST	Y
25000 0000 ONTARIO PROV CDA 4 5% 2/03/2015 DTD 2/03/2005 - 683234WQ7 - MINOR = 295							
SOLD		04/29/2011	27581.00				
ACQ	25000 0000	03/13/2009	27581 00	25437 50	2143 50	LT15	Y
220 0000 ORACLE CORPORATION - 68389X105 - MINOR = 437							
SOLD		06/08/2011	6892.33				
ACQ	220 0000	02/01/2011	6892 33	7354 58	-462 25	ST	
810 0000 PAYCHEX INC - 704326107 - MINOR = 437							
SOLD		04/29/2011	26484.06				
ACQ	140.0000	02/01/2010	4577.49	4103 40	474.09	LT15	Y
	330 0000	01/08/2009	10789.80	8609 11	2180 69	LT15	Y
	210 0000	03/10/2009	6866 24	4534 82	2331 42	LT15	Y
	130 0000	01/20/2011	4250.53	4219 99	30.54	ST	
420 0000 PEPSICO INCORPORATED - 713448108 - MINOR = 408							
SOLD		08/18/2011	26351.90				
ACQ	60.0000	07/07/2009	3764.56	3367.84	396.72	LT15	Y
	70 0000	03/04/2009	4391 98	3373 17	1018 81	LT15	Y
	180 0000	11/25/2003	11293.67	8616 60	2677.07	LT15	Y
	50 0000	06/08/2011	3137.13	3444 50	-307.37	ST	
	60 0000	01/20/2011	3764 56	3960 79	-196.23	ST	
40 0000 PROCTER & GAMBLE CO - 742718109 - MINOR = 411							
SOLD		11/09/2011	2518 03				
ACQ	40.0000	03/11/2005	2518 03	2124 40	393.63	LT15	Y
350 0000 QUEST DIAGNOSTICS INC COM - 74834L100 - MINOR = 423							
SOLD		01/20/2011	19025.59				
ACQ	350.0000	03/07/2008	19025.59	16198.00	2827.59	LT15	Y
10000 0000 SBC COMMUNICATIONS 5 10% 09/15/2014 DTD 10/27/2004 - 78387GAP8 - MINOR = 210							
SOLD		05/11/2011	11035 90				
ACQ	10000 0000	01/24/2011	11035 90	11011 90	24 00	ST	Y
300 0000 SPDR GOLD TRUST - 78463V107 - MINOR = 488							
SOLD		02/04/2011	13.35				
ACQ	300 0000		13.35	0 00	13 35	LT28	Y
ADDED							
300 0000 SPDR GOLD TRUST - 78463V107 - MINOR = 488							
SOLD		03/03/2011	11 70				
ACQ	300 0000		11 70	0 00	11 70	LT28	Y
ADDED							
300 0000 SPDR GOLD TRUST - 78463V107 - MINOR = 488							
SOLD		04/07/2011	13 63				
ACQ	300 0000		13.63	0 00	13 63	LT28	Y
ADDED							
300 0000 SPDR GOLD TRUST - 78463V107 - MINOR = 488							
SOLD		05/09/2011	14 66				
ACQ	300 0000		14 66	0 00	14 66	LT28	Y
ADDED							
300 0000 SPDR GOLD TRUST - 78463V107 - MINOR = 488							
SOLD		06/08/2011	14.47				
ACQ	300.0000		14 47	0 00	14 47	LT28	Y
ADDED							
300 0000 SPDR GOLD TRUST - 78463V107 - MINOR = 488							
SOLD		07/08/2011	14.76				
ACQ	300.0000		14 76	0 00	14 76	LT28	Y
ADDED							
300 0000 SPDR GOLD TRUST - 78463V107 - MINOR = 488							
SOLD		08/10/2011	15 15				
ACQ	300.0000		15.15	0.00	15.15	LT28	Y
ADDED							

TRUST YEAR ENDING 12/31/2011

TAX PREPARER TAX
TRUST ADMINISTRATOR. SJK
INVESTMENT OFFICER. SMP

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
300 0000 SPDR GOLD TRUST - 78463V107 - MINOR = 488							
SOLD		09/09/2011	16 92				
ACQ	300 0000		16 92	0 00	16 92	LT28	Y
ADDED							
300 0000 SPDR GOLD TRUST - 78463V107 - MINOR = 488							
SOLD		10/13/2011	19 01				
ACQ	300 0000		19 01	0 00	19 01	LT28	Y
ADDED							
300.0000 SPDR GOLD TRUST - 78463V107 - MINOR = 488							
SOLD		11/14/2011	15 84				
ACQ	300 0000		15 84	0.00	15 84	LT28	Y
ADDED							
300.0000 SPDR GOLD TRUST - 78463V107 - MINOR = 488							
SOLD		12/09/2011	15.80				
ACQ	300.0000		15 80	0 00	15.80	LT28	Y
ADDED							
160.0000 SIGMA-ALDRICH CORP COMMON - 826552101 - MINOR = 444							
SOLD		03/09/2011	10069.20				
ACQ	80 0000	08/27/2008	5034 60	4627 20	407 41	LT15	Y
	80 0000	03/10/2009	5034 60	2654 26	2380 34	LT15	Y
370 0000 SOUTHERN CO - 842587107 - MINOR = 453							
SOLD		01/20/2011	14198 36				
ACQ	280.0000	01/08/2009	10744 70	9906 40	838 30	LT15	Y
	90 0000	03/10/2009	3453 66	2450 33	1003.33	LT15	Y
300 0000 STATE STREET CORP - 857477103 - MINOR = 418							
SOLD		03/09/2011	13338.85				
ACQ	100.0000	06/24/2009	4446.28	4630 12	-183.84	LT15	Y
	200.0000	01/08/2009	8892 57	8507 96	384 61	LT15	Y
400.0000 STRYKER CORP - 863667101 - MINOR = 422							
SOLD		08/18/2011	17919.73				
ACQ	400 0000	11/04/2009	17919 73	18839 12	-919 39	LT15	Y
30 0000 TARGET CORP COM - 87612E106 - MINOR = 405							
SOLD		06/08/2011	1402 77				
ACQ	30.0000	01/20/2011	1402 77	1672.93	-270 16	ST-W	
CHANGED 01/09/12 RTP							
40 0000 THERMO ELECTRON CORPORATION - 883556102 - MINOR = 422							
SOLD		09/09/2011	2015 94				
ACQ	40.0000	07/25/2008	2015 94	2352.00	-336 06	LT15	Y
80 0000 THERMO ELECTRON CORPORATION - 883556102 - MINOR = 422							
SOLD		10/20/2011	4151.02				
ACQ	25 0000	07/25/2008	1297.19	1470 00	-172 81	LT15	Y
	55.0000	02/01/2010	2853.83	2566 30	287 53	LT15	Y
275 0000 THERMO ELECTRON CORPORATION - 883556102 - MINOR = 422							
SOLD		11/09/2011	13374 26				
ACQ	35 0000	02/01/2010	1702 18	1633 10	69 08	LT15	Y
	60 0000	11/04/2009	2918 02	2665 78	252 24	LT15	Y
	90 0000	03/04/2009	4377 03	3288 44	1088.59	LT15	Y
	90 0000	06/08/2011	4377 03	5627 04	-1250 01	ST	
20 0000 3M CO - 88579Y101 - MINOR = 431							
SOLD		06/08/2011	1818 85				
ACQ	20.0000	08/27/2008	1818 85	1411 57	407 28	LT15	Y
110.0000 TOYOTA MOTOR CORP ADR - 892331307 - MINOR = 401							
SOLD		09/09/2011	7434.39				
ACQ	100 0000	03/09/2011	6758.54	8950 52	-2191 98	ST	
	10.0000	06/08/2011	675.85	818 20	-142.35	ST	
100 0000 US BANCORP DEL NEW - 902973304 - MINOR = 417							
SOLD		09/09/2011	2200 30				
ACQ	100 0000	04/18/2008	2200 30	3363.00	-1162.70	LT15	Y
440 0000 ULTRA PETROLEUM CORP - 903914109 - MINOR = 416							
SOLD		04/29/2011	22254.55				
ACQ	360 0000	02/01/2010	18208 27	17277 41	930.86	LT15	Y
	80 0000	01/20/2011	4046 28	3768 94	277.34	ST	
70000.0000 U S TREAS NTS 4.875% 2/15/12 DTD 2/15/02 - 9128277L0 - MINOR = 035							
SOLD		05/11/2011	72504.69				
ACQ	70000 0000	07/30/2003	72504 69	73521.88	-1017 19	LT15	Y
15000 0000 U S TREASURY NOTE 4 125% 08/31/2012 DTD 08/31/2007 - 912828HC7 - MINOR = 030							
SOLD		08/31/2011	15594 73				
ACQ	15000 0000	05/11/2011	15594 73	15747 66	-152 93	ST	Y
20000 0000 U S TREASURY NOTE 4 125% 08/31/2012 DTD 08/31/2007 - 912828HC7 - MINOR = 030							
SOLD		12/06/2011	20585 94				
ACQ	20000.0000	05/11/2011	20585 94	20996 87	-410 93	ST	Y
10000 0000 U S TREASURY NOTE 3.125% 08/31/2013 DTD 09/02/08 - 912828JK7 - MINOR = 030							
SOLD		10/24/2011	10524 22				
ACQ	10000 0000	05/11/2011	10524 22	10560 16	-35 94	ST	Y
5000 0000 U S TREASURY NOTE 3.125% 05/15/2019 DTD 05/15/09 - 912828KQ2 - MINOR = 030							
SOLD		12/06/2011	5537 30				
ACQ	5000.0000	02/01/2011	5537 30	5019 33	517 97	ST	Y
5000 0000 U S TREASURY NOTE 1 875% 08/31/2017 DTD 08/31/10 - 912828NW6 - MINOR = 030							
SOLD		05/11/2011	4862 50				
ACQ	5000.0000	04/04/2011	4862 50	4750 98	111 52	ST	Y
40 0000 UNITED TECHNOLOGIES - 913017109 - MINOR = 427							
SOLD		06/08/2011	3317 04				
ACQ	5 0000	11/10/2006	414.63	325 55	89.08	LT15	Y
	2 0000	02/03/2006	165 85	114.42	51 43	LT15	Y
	33 0000	03/11/2005	2736 56	1670 10	1066.46	LT15	Y

ACCT N571 660059015
FROM 01/01/2011
TO 12/31/2011

TD BANK, N A
STATEMENT OF CAPITAL GAINS AND LOSSES
BERGERON FAM IRREV FDN AGT FOR TTEE

TRUST YEAR ENDING 12/31/2011

RUN 02/13/2012
08.56.12 AM

TAX PREPARER· TAX
TRUST ADMINISTRATOR SJK
INVESTMENT OFFICER: SMP

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
100.0000 UNITEDHEALTH GROUP INC COM - 91324P102 - MINOR = 423							
SOLD		11/09/2011	4568.90				
ACQ	100.0000	09/29/2010	4568.90	3516.71	1052.19	LT15	Y
480 0000 UNITEDHEALTH GROUP INC COM - 91324P102 - MINOR = 423							
SOLD		12/14/2011	23061 72				
ACQ	200 0000	09/29/2010	9609.05	7033.42	2575 63	LT15	Y
	80.0000	06/08/2011	3843.62	3858 70	-15.08	ST	
	10.0000	09/09/2011	480 45	455 40	25.05	ST	
	190 0000	08/18/2011	9128.60	8322 61	805 99	ST	
230 0000 VALERO ENERGY CORP COM - 91913Y100 - MINOR = 415							
SOLD		12/16/2011	4695 34				
ACQ	230.0000	04/29/2011	4695.34	6478.75	-1783 41	ST	
90 0000 VERIZON COMMUNICATIONS - 92343V104 - MINOR = SFG							
SOLD		06/08/2011	3228 06				
ACQ	90.0000	01/08/2009	3228 06	2729 27	498 79	LT15	Y
80 0000 WELLS FARGO & CO NEW - 949746101 - MINOR = SFK							
SOLD		12/16/2011	2070.26				
ACQ	80.0000	05/27/2009	2070.26	1970.40	99.86	LT15	Y
20000 0000 WELLS FARGO & CO 5 125% 09/15/2016 DTD 09/07/2004 - 949746JE2 - MINOR = 220							
SOLD		08/22/2011	21666 00				
ACQ	20000.0000	03/24/2009	21666.00	17939 60	3726.40	LT15	Y
15000.0000 WELLS FARGO & CO 5 625% 12/11/2017 DTD 12/10/07 - 949746NX5 - MINOR = 220							
SOLD		10/25/2011	17213.85				
ACQ	15000.0000	01/25/2011	17213 85	16726.20	487 65	ST	Y
345.0000 YUM BRANDS INC - 988498101 - MINOR = 403							
SOLD		03/09/2011	18081.45				
ACQ	190.0000	03/07/2008	9957 90	6716 27	3241 63	LT15	Y
	155.0000	02/04/2009	8123.55	4358.04	3765.51	LT15	Y
10 0000 ACE LTD - H0023R105 - MINOR = 419							
SOLD		06/08/2011	665 19				
ACQ	10 0000	07/07/2009	665.19	429.43	235.76	LT15	Y
70.0000 ACE LTD - H0023R105 - MINOR = 419							
SOLD		10/20/2011	4748 91				
ACQ	70.0000	07/07/2009	4748.91	3006.03	1742.88	LT15	Y
30 0000 ACE LTD - H0023R105 - MINOR = 419							
SOLD		12/16/2011	1996 50				
ACQ	30.0000	07/07/2009	1996 50	1288.30	708 20	LT15	Y
785.0000 UBS AG NEW - H89231338 - MINOR = 418							
SOLD		07/26/2011	13100 93				
ACQ	665 0000	03/09/2011	11098 24	12719 19	-1620 95	ST	
	120.0000	06/08/2011	2002 69	2185 34	-182.65	ST	
		TOTALS	1232338 04	1064774 82			

short-term 219,294.18 229,273.16

long-term 1,012,878.26 835501 67

165 29

LT · 28%

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DOMESTIC DIVIDENDS	21,821.	21,821.
FOREIGN DIVIDENDS	5,078.	5,078.
U.S GOVERNMENT INTEREST	9,980.	9,980.
CORPORATE INTEREST	10,091.	10,091.
FOREIGN INTEREST	847.	847.
TOTAL	47,817.	47,817.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	186.			
TOTALS	186.			

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	1,240.			
TOTALS	1,240.			

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ASSET MANAGEMENT FEES	12,486.	12,486.
INVESTMENT EXPENSES	165.	165.
TOTALS	12,651.	12,651.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
PRIOR YEAR FEDERAL EXCISE TAX	1,360.
FEDERAL ESTIMATED PAYMENTS	1,341.
TOTALS	2,701.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
POSTAGE/OFFICE	156.	
FOREIGN TAX PAID	323.	323.
FILING FEE	50.	
TOTALS	529.	323.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
U.S. GOVERNMENT SECURITIES SEE ATTACHED SCHEDULE	186,720.	192,478.
US OBLIGATIONS TOTAL	186,720.	192,478.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE STOCK AND MUTUAL FDS SEE ATTACHED SCHEDULE	1,146,231.	1,278,218.
TOTALS	1,146,231.	1,278,218.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS - SEE ATTACHED SCHEDULE	309,991.	313,806.
TOTALS	309,991.	313,806.

Bergeron Fam Irrev Fdn Agt For TTEE
October 1, 2011 - December 31, 2011

Account Number 66-0059-01-5

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Cash and Equivalent						
TD Asset Mgmt Money Mkt Instl Svc #5	97,001.86	97,001 86 1 00	97,001 86 1 00	5.15%	9 00	0.01%
TD Asset Mgmt Money Mkt Instl Svc #5 (Invested Income)	2,229.82	2,229.82 1.00	2,229 82 1 00	0 12%	0.00	0 01%
Total Cash and Equivalent		***$ 99,231.68***	***$ 99,231.68***	***5.27%***	***$ 9.00***	***0.01%***
Equities						
Ace LTD	275	16,371 51 59.53	19,283 00 70.12	1 02%	517 00	2.68%
Check Point Software Tech LTD	420	24,656 05 58.71	22,066.80 52 54	1.17%	0 00	0 00%
Abbott Labs Co	510	25,748 18 50 49	28,677 30 56 23	1 52%	979 00	3 41%
American Express Co	355	14,741 98 41.53	16,745 35 47.17	0 89%	255 00	1 53%
American Tower Corp Cl A	210	12,055.60 57 41	12,602 10 60 01	0 67%	0 00	0.00%
Apache Corporation	155	13,841.99 89.30	14,039 90 90 58	0 75%	93 00	0 66%
Archer Daniels Midland Co	430	15,811 56 36 77	12,298 00 28 60	0 65%	301 00	2 45%
Bed Bath & Beyond Inc	220	13,269 06 60 31	12,753.40 57.97	0.68%	0 00	0.00%

Bergeron Fam Irrev Fdn Agt For TTEE
October 1, 2011 - December 31, 2011

Account Number: 66-0059-01-5

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Berkshire Hathaway Inc Del Cl B New	120	9,083.27 75 69	9,156 00 76.30	0.49%	0 00	0.00%
Capital One Financial Corp	400	20,038 46 50.10	16,916.00 42.29	0 90%	80.00	0 47%
Celgene Corp	210	13,560 56 64 57	14,196 00 67 60	0 75%	0 00	0.00%
Chevron Corporation	332	22,197 42 66 86	35,324 80 106.40	1 88%	1,075.00	3 05%
Cisco Systems Inc	1,165	20,443.92 17.55	21,063 20 18.08	1 12%	279.00	1.33%
Colgate Palmolive Co	240	16,719 61 69 67	22,173.60 92 39	1 18%	556.00	2.51%
Danaher Corp Shs Ben Int	380	21,016 20 55 31	17,875 20 47.04	0 95%	38.00	0 21%
Diageo PLC ADR	310	19,658.25 63.41	27,100.20 87 42	1 44%	804.00	2.97%
Walt Disney Co	495	13,026 73 26.32	18,562 50 37 50	0 99%	297.00	1 60%
EMC Corporation/Mass	940	12,368.63 13 16	20,247.60 21.54	1.07%	0.00	0 00%
Ecolab Inc	440	21,973.78 49.94	25,436 40 57 81	1.35%	352 00	1.38%
Exelon Corp	540	24,666.14 45.68	23,419 80 43.37	1.24%	1,134.00	4.84%
Exxon Mobil Corp	400	21,349 88 53.38	33,904 00 84 76	1.80%	752.00	2.22%
Gilead Sciences Inc	460	18,165.70 39.49	18,827 80 40 93	1.00%	0.00	0.00%
Hewlett Packard Co	520	19,673 31 37.83	13,395 20 25.76	0.71%	249 00	1 86%

Bergeron Fam Irrev Fdn Agt For TTEE
October 1, 2011 - December 31, 2011

Account Number 66-0059-01-5

List of Assets

Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Total Market*	*Projected Annual Income*	*Current Yield*
Home Depot Inc	680	18,293.73 26 90	28,587.20 42 04	1.52%	788 00	2.76%
Illinois Tool Wks Inc	390	14,168.15 36.33	18,216 90 46 71	0 97%	561.00	3 08%
Intl Business Machines Corp	160	27,092 43 169 33	29,420 80 183 88	1 56%	480 00	1.63%
Ishares Tr Msci EAFE Index Fd	2,100	113,403.93 54 00	104,013 00 49 53	5.52%	3,591 00	3 45%
Ishares Cohen & Steers Rlty	1,000	28,546 20 28.55	70,220 00 70 22	3 73%	2,085 00	2 97%
Ishares S & P Midcap 400 Growth	400	41,428.00 103.57	39,492.00 98 73	2 10%	261.00	0 66%
Ishares S&P Midcap 400/Value	500	41,474 96 82.95	37,990 00 75 98	2.02%	676 00	1 78%
Ishares S&P Smallcap 600/Value	300	22,040 97 73.47	20,928 00 69.76	1 11%	276 00	1 32%
Ishares S & P Smallcap 600 Growth	300	22,265.88 74.22	22,341.00 74 47	1 19%	144 00	0 65%
J P Morgan Chase & Co	560	20,867 24 37 26	18,620 00 33 25	0 99%	560 00	3 01%
Johnson & Johnson Co	370	20,387 71 55.10	24,264 60 65 58	1 29%	843 00	3.48%
L-3 Communications Hldgs Inc	162	12,755.88 78 74	10,802 16 66.68	0 57%	291 00	2 70%
Marathon Oil Corp	880	24,022 13 27 30	25,757 60 29 27	1.37%	528 00	2 05%
Merck & Co Inc New Com	520	18,529.84 35.63	19,604.00 37.70	1 04%	873 00	4 46%
Microsoft Corporation	1,040	23,823 14 22 91	26,998 40 25 96	1 43%	832 00	3.08%

Bergeron Fam Irrev Fdn Agt For TTEE
October 1, 2011 - December 31, 2011

Account Number 66-0059-01-5

List of Assets

Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Total Market*	*Projected Annual Income*	*Current Yield*
Oracle Corporation	760	23,791 39 31 30	19,494 00 25 65	1.03%	182 00	0 94%
PNC Bank Corp	170	9,329 01 54 88	9,803.90 57 67	0 52%	238 00	2.43%
Procter & Gamble Co	370	19,974 87 53 99	24,682.70 66 71	1 31%	777 00	3 15%
Qualcomm Incorporated	310	16,000.45 51 61	16,957 00 54.70	0 90%	266 00	1 57%
Spdr Gold Trust	300	39,224 97 130 75	45,597 00 151 99	2 42%	0.00	0 00%
Spectra Energy Corp	310	9,123 08 29 43	9,532 50 30 75	0.51%	347 00	3 64%
Starbucks Corp	420	15,658 99 37 28	19,324 20 46 01	1 03%	285 00	1 48%
Sysco Corp	400	10,898 20 27 25	11,732.00 29 33	0 62%	432 00	3 68%
Target Corp	500	26,623.43 53 25	25,610 00 51 22	1 36%	600.00	2.34%
3M Co	255	17,997.53 70.58	20,841 15 81.73	1 11%	561 00	2 69%
US Bancorp Del New	805	21,257 52 26.41	21,775 25 27 05	1 16%	402 00	1 85%
Union Pacific Corp	90	8,877 27 98.64	9,534 60 105 94	0 51%	216 00	2 27%
United Technologies	310	13,742.23 44 33	22,657.90 73 09	1.20%	595 00	2 63%
Valero Energy Corp	740	18,977 29 25 65	15,577 00 21 05	0.83%	444 00	2 85%
Verizon Communications	470	14,601 62 31 07	18,856.40 40 12	1.00%	940 00	4.99%

Bergeron Fam Irrev Fdn Agt For TTEE
October 1, 2011 - December 31, 2011

Account Number 66-0059-01-5

List of Assets

Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Total Market*	*Projected Annual Income*	*Current Yield*
Wells Fargo & Co New	670	13,727.12 20.49	18,465 20 27 56	0 98%	321 00	1.74%
Yum Brands Inc	245	6,888.52 28.12	14,457.45 59 01	0.77%	279 00	1 93%
Total Equities		***$ 1,146,231.47***	***$ 1,278,218.06***	***67.86%***	***$ 27,435.00***	***2.15%***

Fixed Income

GE Company 5.00% 02/01/2013 Dtd 1/28/2003	5,000	4,997 50 99 95	5,210 50 104 21	0 28%	250 00	4 80%
Wal-Mart Stores 4.55% 5/1/2013 Dtd 4/29/2003	20,000	21,547 00 107 74	21,109 00 105 55	1 12%	910 00	4 31%
U S Treasury Note 3 125% 08/31/2013 Dtd 09/02/08	55,000	58,022 26 105 50	57,630.10 104.78	3 06%	1,718 00	2 98%
Bnk of Nova Scotia 2 375% 12/17/2013 Dtd 06/17/10	15,000	15,331 50 102.21	15,400 50 102 67	0.82%	356.00	2.31%
Fed Home Ln Mtg 5.00% 01/30/2014 Dtd 01/30/2004	20,000	21,889 06 109 45	21,866 80 109 33	1.16%	1,000 00	4 57%
Conocophillips 4.750% 02/01/2014 Dtd 02/03/09	15,000	16,429 05 109 53	16,200 30 108 00	0 86%	712.00	4.40%
Hewlett Packard Co 4 750% 06/02/2014 Dtd 02/26/09	15,000	16,442 55 109 62	15,840.90 105 61	0 84%	712 00	4 50%
SBC Communications 5 10% 09/15/2014 Dtd 10/27/2004	5,000	5,505.95 110 12	5,507 20 110 14	0.29%	255 00	4.63%
U S Treas. Bonds 4 25% 11/15/2014 Dtd 11/15/2004	35,000	39,026 95 111.51	38,866 45 111 05	2 06%	1,487.00	3 83%
Pepsico Inc 3.100% 01/15/2015 Dtd 01/14/10	20,000	21,238 60 106.19	21,196 40 105 98	1 13%	620.00	2.93%

Bergeron Fam Irrev Fdn Agt For TTEE
October 1, 2011 - December 31, 2011

Account Number: 66-0059-01-5

List of Assets

Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Total Market*	*Projected Annual Income*	*Current Yield*
Ontario Province 2 950% 02/05/2015 Dtd 02/05/10	20,000	20,956 20 104.78	21,062 20 105 31	1 12%	590 00	2 80%
Coca Cola Co 1.500% 11/15/2015 Dtd 11/15/10	15,000	14,432 25 96 22	15,204 60 101 36	0 81%	225 00	1 48%
Fed Home Ln Mtg 4 75% 11/17/2015 Dtd 10/21/2005	25,000	27,573 00 110 29	28,655.50 114 62	1 52%	1,187 00	4 14%
U S Treasury Note 4 875% 08/15/2016 Dtd 08/15/2006	30,000	35,467 58 118.23	35,585.40 118.62	1 89%	1,462 00	4.11%
FNMA 5.375% 06/12/2017 Dtd 06/08/07	25,000	29,240 30 116 96	30,242.25 120.97	1 61%	1,343.00	4 44%
Gen Elec Cap Corp 5.625% 09/15/2017 Dtd 09/24/07	15,000	16,305 45 108.70	16,601 70 110.68	0.88%	843 00	5.08%
JPMorgan Chase & Co 6 00% 01/15/2018 Dtd 12/20/07	15,000	16,264.50 108 43	16,735 20 111 57	0 89%	900 00	5.38%
Wachovia Corp 5 750% 02/01/2018 Dtd 01/31/08	15,000	17,031 00 113 54	17,040 30 113 60	0 90%	862 00	5 06%
Berkshire Hathaway 5 40% 5/15/2018 Dtd 11/15/2008	15,000	17,410 35 116 07	17,493.30 116.62	0 93%	810 00	4 63%
Cisco Systems Inc 4 950% 02/15/2019 Dtd 02/17/09	5,000	5,460 59 109 21	5,796.15 115 92	0 31%	247 00	4 27%
F H.L.M.C Notes 3 75% 03/27/2019 Dtd 03/27/2009	15,000	16,848 15 112.32	17,150 55 114 34	0.91%	562 00	3 28%
U S Treasury Note 3 125% 05/15/2019 Dtd 05/15/09	25,000	25,096 68 100 39	28,035 25 112.14	1 49%	781 00	2 79%
U S Treasury Bond 2 625% 08/15/2020 Dtd 08/15/10	30,000	29,106 44 97 02	32,360.40 107 87	1 72%	787 00	2 43%
AT&T Inc 4.45% 05/15/2021 Dtd 04/29/11	5,000	5,087 90 101 76	5,492 30 109 85	0.29%	222.00	4.05%

Bergeron Fam Irrev Fdn Agt For TTEE
October 1, 2011 - December 31, 2011

Account Number 66-0059-01-5

List of Assets

Description	*Shares*	*Cost/ Per Unit*	*Market Value/ Per Unit*	*Percent Of Total Market*	*Projected Annual Income*	*Current Yield*
Total Fixed Income		***$ 496,710.81***	***$ 506,283.25***	***26.88%***	***$ 18,841.00***	***3.72%***
Total Assets		**$ 1,742,173.96**	**$ 1,883,732.99**	**100.00%**	**$ 46,285.00**	**2.46%**

FORM 990PF, PART VII-A, LINE 8B - EXPLANATION OF NON-FILING

NO FILING IS REQUIRED.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
PAUL U. BERGERON 38 ELM STREET WELLESLEY, MA 02481	TRUSTEE - AS REQUIRED	0	0	0
JOHN J. BERGERON 167 OLD SCHOOLHOUSE ROAD SOUTH BURLINGTON, VT 05403	TRUSTEE - AS REQUIRED	0	0	0
JANE B. GUYETTE 79 ALEXIS DRIVE BURLINGTON, VT 05401	TRUSTEE - AS REQUIRED	0	0	0
JAY BERGERON 337 GREAT PLAINS AVENUE NEEDHAM, MA 02492	TRUSTEE - AS REQUIRED	0	0	0
	GRAND TOTALS			

ATTACHMENT 12

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

BERGERON FAMILY FOUNDATION
JOHN BERGERON, 167 OLD SCHOOLHOUSE
SOUTH BURLINGTON, VT 05403
802 863-4061

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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALZHEIMER'S ASSOCIATION OF VT BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	2,000.
COMMUNITY COLLEGE OF VERMONT BURLINGTON, VT	NO RELATIONSHIP EXEMPT	SCHOLARSHIP FUND	5,000.
ST. ANNE'S SHRINE ISLE LA MOTTE, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	3,500.
MERCY CONNECTIONS BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	2,000.
ST. ANTHONY'S SHRINE BOSTON, MA	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	5,000.
ST. SEBASTIAN'S BOSTON, MA	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	2,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOYOLA UNIVERSITY BALTIMORE, MD	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,000.
NEEDHAM LIBRARY FOUNDATION NEEDHAM, MA	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	2,000.
NEEDHAM EDUCATION FOUNDATION NEEDHAM, MA	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	2,000.
SAINT MICHAEL'S COLLEGE COLCHESTER, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	25,000.
ST. MARK'S CHURCH BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,500.
BISHOP'S FUND BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	5,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMITTEE ON TEMPORARY SHELTER BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	5,000.
RICE MEMORIAL HIGH SCHOOL SOUTH BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	5,000.
VISITING NURSE ASSOCIATION COLCHESTER, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	3,000
UNITED WAY OF CHITTENDEN COUNTY BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	5,000.
EDMUNDITE MISSIONS BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	2,000.
HOLE IN THE WALL GANG ASHFORD, CT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	2,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRINITY COLLEGE FUND HARTFORD, CT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,000.
KING STREET YOUTH PROGRAM BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,000.
BOYS & GIRLS CLUB BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	500
SPRING BREAK BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	500.
FLETCHER FREE LIBRARY BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	500.
NEWTON WELLESLEY HOSPITAL NEWTON, MA	NO RELATIONSHIP EXEMPTS	GENERAL SUPPORT	2,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WOUNDED WARRIOR PROJECT TOPEKA, KS	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,000.
USO WASHINGTON, DC	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,000.
WOMEN HELPING BATTERED WOMEN BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,000.
HUNGER FREE VERMONT BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,000.
PARTNERS IN ADVENTURE BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,000.
		TOTAL CONTRIBUTIONS PAID	88,500.

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. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: BERGERON FAMILY FOUNDATION

Employer identification number: 03-0370623

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-9,978.
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 2010 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	-9,978.

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	177,541.
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	17.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 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	177,558.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-9,978.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			177,558.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			167,580.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 ..... 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)		17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18			
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20	Add lines 18 and 19	20			
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21			
22	Subtract line 21 from line 20 If zero or less, enter -0-		22		
23	Subtract line 22 from line 17 If zero or less, enter -0-		23		
24	Enter the **smaller** of the amount on line 17 or $2,300		24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23		25		
26	Subtract line 25 from line 24		26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22		27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)		28		
29	Subtract line 28 from line 27		29		
30	Multiply line 29 by 15% (15)			30	
31	Figure the tax on the amount on line 23 Use the 2011 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 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: BERGERON FAMILY FOUNDATION

Employer identification number: 03-0370623

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE ATTACHED STATEMENT	VARIOUS	VARIOUS	219,295.	229,273.	-9,978.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -9,978.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

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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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE ATTACHED STATEMENT	VARIOUS	VARIOUS	1,012,878.	835,502.	177,376.
SEE ATTACHED STATEMENT	VARIOUS	VARIOUS	165.		165.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . 177,541.

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