

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

Department of the Treasury
Internal Revenue Service

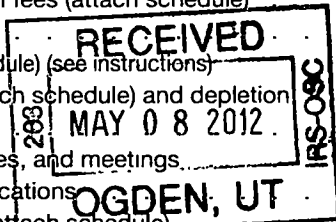
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2011

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

Name of foundation ALICE I SULLIVAN CHARITABLE FOUNDATION		A Employer identification number 20-8256471	
Number and street (or P O box number if mail is not delivered to street address) 162 MIDDLE STREET		Room/suite	B Telephone number (see instructions) 401-727-9000
City or town, state, and ZIP code PAWTUCKET, RI 02860			
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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)	452,930			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2802	2802		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(10,672)			
	b Gross sales price for all assets on line 6a	50,219			
	7 Capital gain net income (from Part IV, line 2)				
	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	445,060	2,802			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	45			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,490			
	24 Total operating and administrative expenses. Add lines 13 through 23	3,535			
	25 Contributions, gifts, grants paid	491,084			491,084
26 Total expenses and disbursements. Add lines 24 and 25	494,619			491,084	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(49,559)				
b Net investment income (if negative, enter -0-)		2,802			
c Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	24,796	15,988	15,988
	2 Savings and temporary cash investments	558,234	4,713	4,713
	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			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)		312,770	291,609
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	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)	383,030	333,471	312,310	
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)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	383,030	333,471	
30 Total net assets or fund balances (see instructions)	383,030	333,471		
31 Total liabilities and net assets/fund balances (see instructions)	383,030	333,471		

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	383,030
2 Enter amount from Part I, line 27a		2	(49,559)
3 Other increases not included in line 2 (itemize) ▶		3	
4 Add lines 1, 2, and 3		4	333,471
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	333,471

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	various shares of securities	P	3/29/2011	8/9/2011
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 50,219		60,891	(10,672)	
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				
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 (10,672)
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 (10,672)

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))
2010	419,712	613,002	.6846829
2009	357,749	778,069	.459791
2008	60,916	855,833	.071177
2007	2,913	655,303	.004445
2006			

2	Total of line 1, column (d)	2	1.2200959
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	.305023975
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	458,850
5	Multiply line 4 by line 3	5	139,960
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	28
7	Add lines 5 and 6	7	139,988
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	491,084

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	28	00
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	28	00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	28	00
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
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		
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	28	00
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		✓
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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?		✓
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>		✓
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>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
4b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
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>		✓
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?	✓	
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>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
8b 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>	✓	
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	✓	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>www.collettefoundation.org</u>	13	✓	
14	The books are in care of ▶ <u>The Organization</u> Telephone no. ▶ <u>401-727-9000</u> Located at ▶ <u>RI</u> ZIP+4 ▶ _____			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No ✓

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	NA
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	✓
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
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	NA
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011</i>)	3b	NA
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here **5b** *NA*

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870. **6b**

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **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
DANIEL J SULLIVAN JR 16 GARWAIN DRIVE, LINCOLN, RI 02865	TRUSTEE 10.00	-0-	-0-	-0-
JOHN GALVIN 62 CARRIAGE DRIVE, LINCOLN, RI 02865	DIRECTOR 10.00	-0-	-0-	-0-
MICHAEL HORAN 393 ARMISTICE BLVD, PAWTUCKET, RI 02861	DIRECTOR 10.00	-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 **7c**

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 N/A	

2	

All other program-related investments See instructions	
3	

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	265,634
b	Average of monthly cash balances	1b	200,204
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	465,838
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	465,838
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,988
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	458,850
6	Minimum investment return. Enter 5% of line 5	6	22,942

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	22,942
2a	Tax on investment income for 2011 from Part VI, line 5	2a	28
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	28
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,914
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	22,914
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	22,914

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	491,084
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	491,084
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	28
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	491,056

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				22,914
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				
b Total for prior years: 20__ , 20__ , 20__				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009			308,343	
e From 2010			389,100	
f Total of lines 3a through e	697,443			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>491,084</u>				
a Applied to 2010, but not more than line 2a				
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				22,914
e Remaining amount distributed out of corpus	468,170			
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	1,165,613			
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				
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	1,165,613			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009			308,343	
d Excess from 2010			389,100	
e Excess from 2011			468,170	

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

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

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

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

NONE

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

NONE

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

a The name, address, and telephone number 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)				
<p>a Paid during the year</p> <p>SEE ATTACHED LIST</p>				491,084
<p>Total ▶</p>			3a	491,084
<p>b Approved for future payment</p> <p>PAWTUCKET BOYS AND GIRLS CLUB</p> <p>GAMM THEATER</p> <p>SPECIAL OLYMPICS OF RI</p> <p>WOMEN & INFANTS HOSPITAL</p> <p>HOME HOSPICE CARE RI</p>		<p>501c(3)</p> <p>501c(3)</p> <p>501c(3)</p> <p>501c(3)</p> <p>501c(3)</p>	<p>CAPITAL CAMPAIGN</p> <p>ART PROGRAMS</p> <p>DISABLED CHILDREN</p> <p>CAPITAL CAMPAIGN</p> <p>SICK (CAPITAL CAMPAIGN)</p>	<p>50,000</p> <p>75,000</p> <p>10,000</p> <p>10,000</p> <p>20,000</p>
<p>Total ▶</p>			3b	165,000

Schedule of Contributors

2011

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization ALICE I SULLIVAN CHARITABLE FOUNDATION	Employer identification number 20-8256471
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Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TIDES FOUNDATION ----- P.O. BOX 29903 ----- SANFRANSICO, CA 94129-0903 -----	\$ 450,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Line 3a, Part XV (990-PF) - Grants and Contributions Paid During the Year

Date	Check Num	Charity (All are Organizations)	501 (c) status yes/no	Purpose of Contribution	Amount
02/23/2011	90	Hasbro Children's Hospital	yes	Annual Campaign Fundraiser	10,000 00
02/23/2011	91	Boston Bruins Foundation	yes	Children's programs	10,000 00
02/23/2011	92	East Greenwich Rotary / ALS	yes	Sponsor	1,000 00
02/23/2011	93	Freeman Health Advantage	yes	Donation	250 00
02/23/2011	94	Grant Makers Council	yes	Annual Support	2,540 00
02/23/2011	95	Pawtucket Foundation	yes	Annual Support	18,000 00
02/23/2011	96	Northern Athletic Club	yes	Doanation	300 00
02/23/2011	97	The Leukemia & Lymphoma Society	yes	Riding to save lives	50 00
03/24/2011	98	Children's Friend	yes	2011 Capital Grant	15,000 00
03/24/2011	101	The Gamm Theater	yes	Play Programs	25,000 00
03/17/2011	102	Aleppo Shriners transportation	yes	Hospital Transportation Fund	5,000 00
03/23/2011	103	JNP Hockey Parent Association	yes	Sponsor	50 00
03/23/2011	104	Education in Action	yes	Sponsor a classroom	600 00
04/01/2011	105	Tourism Cares for Tomorrow	yes	mystic seaport sponsor	30,000 00
03/23/2011	107	Meeting Street Center	yes	Grace School Match	10,000 00
04/07/2011	108	Mixed Majic Theater	yes	Capital Campaign	2,500 00
04/07/2011	109	Amos House	yes	"ACE" Program match	10,000 00
04/07/2011	110	HHCRI	yes	Doanition	1,000 00
04/07/2011	111	RI Mentoring Partnership	yes	Bronze Star Event	1,500 00
04/19/2011	112	Providence Children's Museum	yes	Donation	1,000 00
04/19/2011	113	Grow Smart RI	yes	Annual Support	2,500 00
04/19/2011	114	HHCRI	yes	Capital Campaign	10,000 00
04/19/2011	115	McAuley House	yes	Lunch on us program	10,000 00
04/19/2011	116	Lincoln Hills Foundation	yes	Donation	2,000 00
04/25/2011	119	Social Venture Partners of RI	yes	YSI program	5,000 00
04/25/2011	120	Special Olympics of RI	yes	Annual Support	5,000.00
04/25/2011	121	Whizz Kidz	yes	Donation	1,000 00
04/25/2011	122	American Heart Association	yes	Donation	2,500 00

Line 3a, Part XV (990-PF) - Grants and Contributions Paid During the Year

Date	Check Num	Charity (All are Organizations)	501 (c) status yes/no	Purpose of Contribution	Amount
04/27/2011	123	Red Sox Foundation	yes	Rookie League Program for children	18,000 00
04/30/2011	124	March of Dimes	yes	walkathon	3,000 00
04/30/2011	125	City Year RI	yes	Starry Sarry Night	5,000 00
04/30/2011	126	Lutheran Church of the Resurrection	yes	Memorial	75 00
04/30/2011	127	St Judes Memorial & Honor Program	yes	Memorial	75 00
04/30/2011	128	St Peter's Church	yes	Memorial	75 00
05/26/2011	141	Post 79 Baseball	yes	Donation	2,000 00
05/31/2011	142	Narragansett Council - Boy Scouts America	yes	Annual Sponsorship	5,000 00
06/01/2011	143	Boys & Girls Club of Pawtucket	yes	Capital Campaign	50,000 00
06/08/2011	144	Bradley Hospital	yes	Donation	500 00
06/08/2011	145	Hasbro Children's Hospital	yes	Donation	100 00
06/08/2011	146	Catholic Charity Fund Appeal	yes	Annual Appeal	2,500 00
06/08/2011	147	St Judes Children's Research Hospital	yes	Memorial	250 00
06/08/2011	148	URI	yes	Scholarships	2,000 00
06/09/2011	149	Convoy of Hope	yes	Fund Disaster relief Joplin	5,000.00
06/09/2011	150	Pawtucket Soup Kitchen	yes	Breakfast Program	3,000 00
06/09/2011	151	Phoenix House of NE	yes	Public Service Awards	500 00
06/16/2011	154	Susan G Komen 3 Day for a Cure	yes	Walkathon	50 00
06/16/2011	155	RI Shriners	yes	2011 Corporate sponsor	1,000.00
06/23/2011	156	Boys & Girls Club of Pawtucket	yes	Summer Programs	5,000 00
06/23/2011	157	Beacon Hospice	yes	Memorial	50 00
06/22/2011	158	Tyler Richardson Memorial Trust	yes	Fundraiser	60 00
06/24/2011	159	Anchor of Hope Fund	yes	Pawtucket students	2,500.00
06/30/2011	160	CECP	yes	Annual Support	10,000 00
06/30/2011	161	RI Cares	yes	Ralley for Recovery	250 00
07/06/2011	162	Pawtucket Arts Festival	yes	RI Philharmonic	500 00
07/08/2011	163	Instit of Study & Pract of Nonviolence	yes	Street Workers Program	10,000 00
07/08/2011	164	HHCRI	yes	Doanation	7,000 00

Line 3a, Part XV (990-PF) - Grants and Contributions Paid During the Year

Date	Check Num	Charity (All are Organizations)	501 (c) status yes/no	Purpose of Contribution	Amount
07/20/2011	165	Shriners Hospital for Children	yes	Memorial	50 00
07/21/2011	166	Providence Children's Museum	yes	Fundraiser	900 00
08/02/2011	172	St Marys Church	yes	September Fest	400 00
08/04/2011	173	Champ Ruggles	yes	Fundraiser	50 00
08/26/2011	176	The Gordan Bowker Mem Cancer Tourn	yes	Donation	100 00
09/09/2011	178	Slater Mill Museum	yes	Donation - preservation	130 00
09/09/2011	179	Family Services of RI	yes	Brighter Futures Donation	1,500.00
09/09/2011	180	St Ann's Parish	yes	Memorial	75 00
09/09/2011	181	Sts John & Paul Parish	yes	Memorial	75 00
09/09/2011	182	American Cancer Society	yes	Memorial	75 00
09/09/2011	183	St Judes Children's Research Hospital	yes	Annual Support	10,000 00
09/09/2011	184	St Edwards Food & Wellness Center	yes	Annual Support	5,000 00
09/09/2011	185	Little Sisters of the Poor	yes	Annual Support	5,000 00
09/12/2011	186	Victoria Alvit Misic Foundation	yes	Memorial	250 00
09/12/2011	187	Ryan Mason Michalczyk Memorial Fund	yes	Annual Memorial	150 00
10/01/2011	188	Wounded Warrior Project	yes	Doanation	100 00
10/01/2011	189	Christina Brehers School	yes	Memorial	100 00
10/01/2011	190	Italo American Charitable Trust	yes	Donation	500 00
10/01/2011	191	Wilimington Vermont Relief Fund	yes	flooding from Hurricane	1,000 00
10/01/2011	192	Adams Memorial Library Trust	yes	Fundraiser	200 00
10/15/2011	193	Elizabeth Johnson Pawtucket Research Ctr	yes	Donation	1,000 00
10/15/2011	194	St Marys Sacred Heart School	yes	Walkathon	100 00
10/15/2011	195	Middletown Township	yes	Donation	100 00
10/15/2011	196	Pawtucket Foundation	yes	Education Program	20,000 00
10/15/2011	198	RI Philharmonic Orchrestra School	yes	Donation - Music Program	2,500 00
11/01/2011	199	Peggy Fund	yes	Donation	100 00
11/01/2011	200	Victoria Alvit Misic Foundation	yes	Music Program	1,000 00
11/01/2011	201	Sarah Foundation	yes	Memorial	75 00

Line 3a, Part XV (990-PF) - Grants and Contributions Paid During the Year

Date	Check Num	Charity (All are Organizations)	501 (c) status yes/no	Purpose of Contribution	Amount
11/04/2011	203	City Year RI	yes	Whole School, Whole child	5,000 00
11/04/2011	205	Pilgrim High School	yes	Donation	50 00
12/08/2011	206	Make a Wish Foundation	yes	Donation	50 00
12/08/2011	207	Fund of the United Churches	yes	Donation	75 00
12/08/2011	208	Children's Friend	yes	Donation	779 00
12/08/2011	209	Pawtucket Public Schools	yes	Athletic Grant	15,000 00
12/08/2011	210	Amos House	yes	Annual Support	2,500 00
12/14/2011	211	Talkworks	yes	2011 program	2,500 00
12/22/2011	213	Cross Roads RI	yes	Donation	1,000 00
12/23/2011	214	American Cancer Society	yes	Memorial	75 00
12/22/2011	215	Family Services of RI	yes	Childrens Initiative	10,000 00
08/26/2011	177	Providence College	yes	Scholarships	2,000 00
06/09/2011	152	Fairfield University	yes	Scholarships	50,000 00
06/16/2011	153	Stonehill College	yes	Scholarships	2,000 00
08/17/2011	174	St Raphael Academy	yes	Scholarships	2,500 00
08/26/2011	175	Fitchburg State College	yes	Scholarships	2,000 00
05/23/2011	129	FDNY Columbia Association	yes	Scholarships	1,000 00
07/21/2011	167	Rhode Island College	yes	Scholarships	2,000 00
07/21/2011	168	Slater Mill Museum	yes	Education Program	2,500 00
08/02/2011	169	Bryant University	yes	Scholarships	2,000 00
08/02/2011	170	Indiana University	yes	Scholarships	2,000 00
08/02/2011	171	George Mason University	yes	Scholarships	2,000 00
11/04/2011	202	St Mary's Education Fund	yes	Scholarships	2,000 00
05/23/2011	131	URI	yes	Scholarships	2,500 00
05/23/2011	132	URI	yes	Scholarships	2,500 00
05/23/2011	133	URI	yes	Scholarships	1,000.00
11/04/2011	204	Herbert Kaplan Youth In	yes	Scholarship	250 00
05/23/2011	134	Providence College	yes	Scholarships	1,000 00

Line 3a, Part XV (990-PF) - Grants and Contributions Paid During the Year

Date	Check Num	Charity (All are Organizations)	501 (c) status yes/no	Purpose of Contribution	Amount
05/23/2011	135	University of Connecticut	yes	Scholarships	2,000 00
05/23/2011	136	Providence College	yes	Scholarships	1,000 00
05/23/2011	137	URI	yes	Scholarships	1,000 00
05/26/2011	139	URI	yes	Scholarships	2,500 00
05/26/2011	140	URI	yes	Scholarships	2,500 00
					491,084.00

Part I, Line 23 (990-PF) - Other Expenses

	Description		
1	Bank Service Fees		3,440
2	Annual Report		50
3			
4			
5			3,490

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Book Value Beg. Of Year	Book Value End of Year	FMV Beg. Of Year	FMV End of Year
1	Equity Securities				
2	Fixed Income Securities				
3	Mutual Funds	-	312,770	-	291,609
4	Other Securities				
5	Corporate Bonds				