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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
2010

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
THE MAURICE & ANNE MAKEPEACE FAMILY FOUN

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

City or town, state, and ZIP code
MARION, MA 02738

A Employer identification number
04-6863845

B Telephone number (see page 10 of the instructions)

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 ☐

H Check type of organization ☒ 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)
\$ 2,561,137

J Accounting method ☒ 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 page 11 of the 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.	63,838	63,838	63,838	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	99,963			
	b Gross sales price for all assets on line 6a _____ 393,330				
	7 Capital gain net income (from Part IV , line 2)		189,928		
	8 Net short-term capital gain			15,726	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	163,801	253,766	79,564	
	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)	2,650	2,650	2,650	
	c Other professional fees (attach schedule)	19,515	19,515	19,515	
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	2,363	2,328		35
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	24,528	24,493	22,165	35
	25 Contributions, gifts, grants paid	103,500			103,500
	26 Total expenses and disbursements. Add lines 24 and 25	128,028	24,493	22,165	103,535
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	35,773			
	b Net investment income (if negative, enter -0-)		229,273		
	c Adjusted net income (if negative, enter -0-)			57,399	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2010)

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		680	680
	2	Savings and temporary cash investments	120,129	417,388	417,388
	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 page 15 of the 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	983		
	10a	Investments—U S and state government obligations (attach schedule)	301,851	 101,000	101,166
	b	Investments—corporate stock (attach schedule)	1,525,214	 1,467,874	1,964,566
	c	Investments—corporate bonds (attach schedule).	80,640	 77,648	77,337
	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)	2,028,817	2,064,590	2,561,137

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.			
	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	2,028,817	2,064,590	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,028,817	2,064,590	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,028,817	2,064,590	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	2,028,817
2	Enter amount from Part I, line 27a	2	35,773
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	2,064,590
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	2,064,590

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 Additional Data Table			
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	See Additional Data Table		
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	See Additional Data Table		
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	189,928
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	15,726

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 page 18 of 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))
2009	115,699	2,196,798	0 052667
2008	161,190	2,737,129	0 05889
2007	125,035	2,953,975	0 042328
2006	139,974	2,811,376	0 049788
2005	150,600	2,791,923	0 053941

2	Total of line 1, column (d).	2	0 257615
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 051523
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	2,396,933
5	Multiply line 4 by line 3.	5	123,497
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,293
7	Add lines 5 and 6.	7	125,790
8	Enter qualifying distributions from Part XII, line 4.	8	103,535

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1aExempt 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)			
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	4,585
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3Add lines 1 and 2.		3	4,585
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	4,585
6Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,219
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	
7Total credits and payments Add lines 6a through 6d.		7	1,219
8Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	3,366
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ Refunded ☐		11	

Part VII-AStatements Regarding Activities			
1aDuring 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?			YesNo
bDid it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		1a1b	NoNo
cDid the foundation file Form 1120-POL for this year?.		1c	No
dEnter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2Has 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	No
3Has 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	No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
bIf "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
6Are 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	Yes
7Did 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	Yes
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ _____			
bIf the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		9	No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of AMERICAN RESEARCH AND MANAGEME Telephone no (508) 748-1665 Located at 145 FRONT STREET MARION MA ZIP+4 02738			
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		
16	At any time during calendar year 2010, 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		No
See page 20 of 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?			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
(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)?			
(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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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 2010?	1c		No
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? 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 page 20 of the 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 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?			
b	If "Yes," did it have excess business holdings in 2010 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 2010.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2010?	4b		No

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 page 22 of the 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 page 22 of the instructions)? 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?

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

5b

6b

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 page 22 of the 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
Christopher Makepeace	Trustee	0	0	0
77 Piney Point Road Marion, MA 02738	0			
Joanna Bennett	Trustee	0	0	0
25 South Street Marion, MA 02738	0			

2

Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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.

Form 990-PF (2010)

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 page 23 of the 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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,187,417
b	Average of monthly cash balances.	1b	246,018
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,433,435
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	0
3	Subtract line 2 from line 1d.	3	2,433,435
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	36,502
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,396,933
6	Minimum investment return. Enter 5% of line 5.	6	119,847

Part XI

Distributable Amount (see page 25 of the 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	119,847
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	4,585
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,585
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	115,262
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	115,262
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	115,262

Part XII

Qualifying Distributions (see page 25 of the 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	103,535
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	103,535
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 page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	103,535
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2010			
a	Enter amount for 2009 only. 656			
b	Total for prior years 20____, 20____, 20____			
3	Excess distributions carryover, if any, to 2010			
a	From 2005.			
b	From 2006.			
c	From 2007.			
d	From 2008.			
e	From 2009.			
f	Total of lines 3a through e.			
4	Qualifying distributions for 2010 from Part XII, line 4 ➤ \$ 103,535			
a	Applied to 2009, but not more than line 2a 656			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .			
d	Applied to 2010 distributable amount. 102,879			
e	Remaining amount distributed out of corpus			
5	Excess distributions carryover applied to 2010 (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 page 27 of the instructions . . .			
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. 12,383			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions).			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a.			
10	Analysis of line 9			
a	Excess from 2006.			
b	Excess from 2007.			
c	Excess from 2008.			
d	Excess from 2009.			
e	Excess from 2010.			

Part XIV

Part XV **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)**

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))

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

a The name, address, and telephone number of the person to whom applications should be addressed

C MAKEPEACE
200 TIHONET ROAD
WAREHAM, MA 02571
(508) 748-1665

c Any submission deadlines
NONE

Form **990-PF** (2010)

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	103,500
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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	63,838	
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	99,963	
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). .				163,801	
13 Total. Add line 12, columns (b), (d), and (e).			13		163,801

[illegible]

Part XVII

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

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)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

2011-05-02

Date

Title

Paid Preparer's Use Only

Preparer's Signature

Joseph L McArdle Jr CPA

Date

2011-05-10

Check if self-employed ☐

PTIN

Firm's name

Benoit & McArdle P C

Firm's EIN

Firm's address

Marion, MA 02738

Phone no

(508) 748-1611

Form 990-PF (2010)

Additional Data

Software ID:
Software Version:
EIN: 04-6863845
Name: THE MAURICE & ANNE MAKEPEACE FAMILY FOUN

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
A	200 ANALOG DEVICES	P	1993-11-02	2010-06-15
B	600 AUTOMATIC DATA PROCESSING	P	2003-11-11	2010-10-29
C	200 DOVER CORP	P	1993-01-07	2010-06-15
D	2000 FORTUNE BRANDS	P	2008-12-04	2010-12-08
E	300 JOHNSON AND JOHNSON	P	1993-04-14	2010-06-15
F	1000 MEDTRONIC	P	2002-08-15	2010-06-15
G	400 POTASH CORP OF SASKATCHEWAN	P	2009-11-02	2010-09-02
H	200 PROCTER AND GAMBLE	P	1991-12-18	2010-01-06
I	1500 STATE STREET	P	1980-01-01	2010-10-29
J	600 TELEFLEX	P	1994-04-13	2010-10-29
K	PLUM CREEK TIMBER	P	2000-12-31	2010-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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	5,995		751	5,244
B	26,710		20,270	6,440
C	9,277		2,271	7,006
D	123,249		77,964	45,285
E	18,699		3,024	15,675
F	38,587		42,250	-3,663
G	58,587		42,861	15,726
H	12,109		2,474	9,635
I	63,691		480	63,211
J	33,570		11,057	22,513
K	2,856			2,856

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) 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				5,244
B				6,440
C				7,006
D				45,285
E				15,675
F				-3,663
G				15,726
H				9,635
I				63,211
J				22,513
K				2,856

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NATIVITY PREPARATORY SCHOOL 66 SPRING ST NEW BEDFORD,MA 02740	NONE	PRIVATE	UNRESTRICTED	5,000
COMMUNITY FOUNDATION OF SE MA 227 UNION ST - SUITE 609 NEW BEDFORD,MA 02740	NONE	PRIVATE	UNRESTRICTED	5,000
COMMUNITY RESOURCES NETWORK 75 HIGH STREET WAREHAM,MA 02571	NONE	PRIVATE	UNRESTRICTED	2,000
BUZZARDS BAY HABITAT HUMANITY 191 MAIN ST WAREHAM,MA 02571	NONE	PRIVATE191	UNRESTRICTED	2,500
CRANBERRY RESEARCH FOUNDATION 3203B CRANBERRY HIGHWAY EAST WAREHAM,MA 02538	NONE	PRIVATE	UNRESTRICTED	2,500
DAMIENS PLACE 226 GREAT NECK ROAD WAREHAM,MA 02571	NONE	PRIVATE	UNRESTRICTED	1,000
EVERGREEN HOUSE 2875 CRANBERRY HIGHWAY EAST WAREHAM,MA 02538	NONE	PRIVATE	UNRESTRICTED	5,000
GOULD ACADEMY 39 CHURCH ST BETHEL,ME 04217	NONE	PRIVATE	ANNUAL FUND2010-2011	3,500
MARION INSTITUTE 3 BARNABAS ROAD MARION,MA 02738	NONE	PRIVATE	UNRESTRICTED	1,500
MARION INSTITUTE 3 BARNABAS ROAD MARION,MA 02738	NONE	PRIVATE	INNOVATIVEFRONTIERS	1,500
NEW BEDFORD WOMENS CENTER 405 COUNTY ST NEW BEDFORD,MA 02740	NONE	PRIVATE	UNRESTRICTED	5,000
R D STILLMAN MEMORIAL 219 SANDWICH RD WAREHAM,MA 02571	NONE	PRIVATE	R D STILLMANSCHOLARSHIP FUND	2,500
SOUTH SHORE MENTAL HEALTH 500 VICTORY ROAD QUINCY,MA 02171	NONE	PRIVATE	BAYVIEW ASSOCIN WAREHAM	1,500
SOUTHCOAST HEALTH SYSTEM 101 PAGE ST NEW BEDFORD,MA 02740	NONE	PRIVATE	TO BEY HOSPITAL	10,000
TABOR ACADEMY ANNUAL FUND FRONT STREET MARION,MA 02738	NONE	PRIVATE	UNRESTRICTED	10,000
Total  3a				103,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TABOR ACADEMY FRONT STREET MARION,MA 02738	NONE	PRIVATE	JOHN C MAKEPEACEMEMORIALSCHOLARSHIP FUND	10,000
WAREHAM PUBLIC SCHOOLS 54 MARION ROAD WAREHAM,MA 02571	NONE	PRIVATE	ALTERNATIVEDAY PROGRAM	20,000
YMCA SOUTHCOAST 18 SOUTH WATER ST NEW BEDFORD,MA 02740	NONE	PRIVATE	GLEASON FAMILYYMCA	1,500
YWCA SOUTHEASTERN MA 20 SOUTH SIXTH ST NEW BEDFORD,MA 02740	NONE	PRIVATE	NEW BUILDINGCAPITAL CAMPAIGN	10,000
ZEITERION PERFORMING ARTS CTR PO BOX 4084 NEW BEDFORD,MA 02741	NONE	PRIVATE	UNRESTRICTED	2,000
BUZZARDS BAY MUSIC FEST 145 FRONT STREET MARION,MA 02738	NONE	PRIVATE	UNRESTRICTED	1,500
Total  3a				103,500

TY 2010 Accounting Fees Schedule

Name: THE MAURICE & ANNE MAKEPEACE FAMILY FOUN
EIN: 04-6863845

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BENOIT & MCARDLE PC	2,650	2,650	2,650	0

TY 2010 Investments Corporate Bonds Schedule

Name: THE MAURICE & ANNE MAKEPEACE FAMILY FOUN

EIN: 04-6863845

Name of Bond	End of Year Book Value	End of Year Fair Market Value
HERSHEY CO 5.3% DUE 9/1/11	77,648	77,337

TY 2010 Investments Corporate
Stock Schedule

Name: THE MAURICE & ANNE MAKEPEACE FAMILY FOUN
EIN: 04-6863845

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2300 SHS ANALOG DEVICES	40,286	86,641
1900 SHS DOVER CORP	71,725	111,055
4000 SHS GENERAL ELECTRIC	116,833	73,160
1600 SHS JOHNSON & JOHNSON	63,218	98,960
1000 SHS MEDTRONIC		
1000 SHS MERCK	61,164	36,040
1200 SHS MICROSOFT	35,944	33,492
1000 SHS PROCTER & GAMBLE	44,127	64,330
1500 SHS STATE STREET		
600 SHS TELEFLEX		
4000 SHS ENCANA	58,904	116,480
1700 SHS PLUM CREEK TIMBER	46,491	63,665
600 SHS EXXON MOBIL	22,022	43,872
600 SHS AUTOMATIC DATA PROC		
1100 SHS PEPSICO	61,009	71,862
1500 SHS TRANSCANADA	33,670	57,060
1000 SHS NOVARTIS AG	51,101	58,949
600 SHS WATERS CORP	23,764	46,626
940 SHS TORONTO DOMINION BANK	38,334	69,851
1300 SHS ADOBE SYSTEMS	37,261	40,014
750 SHS CHURCH & DWIGHT	27,319	51,765
1000 SHS GLACIER BANCORP	20,799	15,109
1000 SHS CHEVRON TEXACO	67,030	91,250
1000 SHS ILLINOIS TOOL WORKS	44,573	53,400
750 SHS OCCIDENTAL PETE	40,201	73,575
1000 SHS EXPEDITORS INTL	42,015	54,600
50 SHS J G BOSWELL	34,131	37,500
2000 SHS FORTUNE BRANDS		
500 SHS MSC INDUSTRIAL	20,362	32,345
2000 SHS REALTY INCOME	48,945	68,400

Name of Stock	End of Year Book Value	End of Year Fair Market Value
100 SHS CME GROUP	30,490	32,175
4000 SHS CENOVUS ENERGY	48,704	132,960
3000 SHS GOLDMAN SACHS 62	71,227	72,450
200 SHS POTASH CORP		
3000 SHS USB CAPITAL VIII	64,183	74,580
3000 JP MORGAN CHASE CAP X	76,620	75,930
1000 PRIVATE BANCORP TR IV	25,422	26,470

TY 2010 Investments Government Obligations Schedule

Name: THE MAURICE & ANNE MAKEPEACE FAMILY FOUN

EIN: 04-6863845

**US Government Securities - End of
Year Book Value:**

101,000

**US Government Securities - End of
Year Fair Market Value:**

101,166

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2010 Other Professional Fees Schedule

Name: THE MAURICE & ANNE MAKEPEACE FAMILY FOUN
EIN: 04-6863845

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	19,515	19,515	19,515	0

TY 2010 Taxes Schedule

Name: THE MAURICE & ANNE MAKEPEACE FAMILY FOUN

EIN: 04-6863845

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	2,328	2,328	0	0
STATE OF MA	35	0	0	35