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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

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.

For calendar year 2010, or tax year beginning, JUL 1, 2010 and ending JUN 30, 2011

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 CHARLES E. HARWOOD TRUST C/O WENDELL P. WEYLAND - CO-TRUSTEE		A Employer identification number 04-6725545
Number and street (or P.O. box number if mail is not delivered to street address) 309 IPSWICH ROAD	Room/suite	B Telephone number 978-887-0143
City or town, state, and ZIP code BOXFORD, MA 01921-1505		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) \$ 4308923.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		62459.	62459.		STATEMENT 1
4 Dividends and interest from securities		92717.	92717.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		46440.			
b Gross sales price for all assets on line 6a 814492.					
7 Capital gain net income (from Part IV, line 2)			46440.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		201616.	201616.		
13 Compensation of officers, directors, trustees, etc.		32514.	16258.		16258.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		2800.	2800.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		1783.	1783.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		195.	195.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		37292.	21036.		16258.
25 Contributions, gifts, grants paid		146870.			146870.
26 Total expenses and disbursements. Add lines 24 and 25		184162.	21036.		163128.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		17454.			
b Net investment income (if negative, enter -0-)			180580.		
c Adjusted net income (if negative, enter -0-)				N/A	

CHARLES E. HARWOOD TRUST
C/O WENDELL P. WEYLAND - CO-TRUSTEE

04-6725545

Page 2

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	141093.	103443.	103443.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock ... STMT 6	2062682.	2504678.	2539952.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other ... STMT 7	2029000.	1642108.	1665528.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	4232775.	4250229.	4308923.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	4147133.	4138230.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	85642.	111999.	
	30 Total net assets or fund balances	4232775.	4250229.	
	31 Total liabilities and net assets/fund balances	4232775.	4250229.	

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	4232775.
2 Enter amount from Part I, line 27a	2	17454.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4250229.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4250229.

Form 990-PF (2010)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
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 814492.		768052.	46440.

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			
b			
c			
d			
e			46440.

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	46440.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	218631.	3912793.	.055876
2008	222941.	3923209.	.056826
2007	217848.	4594951.	.047410
2006	202222.	4701318.	.043014
2005	313074.	4670809.	.067028

2 Total of line 1, column (d)	2	.270154
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	.054031
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4101036.
5 Multiply line 4 by line 3	5	221583.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1806.
7 Add lines 5 and 6	7	223389.
8 Enter qualifying distributions from Part XII, line 4	8	163128.

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.

CHARLES E. HARWOOD TRUST

Form 990-PF (2010)

C/O WENDELL P. WEYLAND - CO-TRUSTEE

04-6725545

Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	3612.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	3612.
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	3612.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1720.
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	1720.
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	1892.
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 2011 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2010)

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ N/A ☒ 5b

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ N/A ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No 6b X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ N/A ☒ 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WENDELL P. WEYLAND	CO-TRUSTEE			
309 IPSWICH ROAD				
BOXFORD, MA 01921	8.00	16257.	0.	0.
KATHY ADAM	CO-TRUSTEE			
2 PENNY LANE				
PEABODY, MA 01960	8.00	16257.	0.	0.

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

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

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

0

Form 990-PF (2010)

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

Total number of others receiving over \$50,000 for professional services	0
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Expenses

AmountForm 990-PF (2010)Form **990-PF** (2010)

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	4043692.
b	Average of monthly cash balances	1b	119796.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4163488.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4163488.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	62452.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4101036.
6	Minimum investment return. Enter 5% of line 5	6	205052.

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	205052.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3612.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3612.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	201440.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	201440.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	201440.

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	163128.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	163128.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	163128.

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.



Form 990-PF (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				201440.
2 Undistributed income, if any, as of the end of 2010.				
a Enter amount for 2009 only			119950.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 163128.				
a Applied to 2009, but not more than line 2a			119950.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				43178.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				158262.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
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 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 STATEMENT 9				
Total			▶ 3a	146870.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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		07-27-11 Date		CO-TRUSTEE Title
Paid Preparer Use Only	Print/Type preparer's name RONALD P. WEYLAND		Preparer's signature 		Date 07/26/11
	Check <input checked="" type="checkbox"/> if self-employed				PTIN
	Firm's name ▶ RONALD P. WEYLAND				Firm's EIN ▶
Firm's address ▶ 2 DURGIN DRIVE NEWTON, NH 03858-3219				Phone no. 603-303-1128	

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 FRONTIER COMMUNICATIONS	P	07/16/10	07/16/10
b WOODLAND COMMUNITY BANK - CD	P	08/27/07	09/07/10
c NSTAR	P	01/26/94	10/18/10
d CAPITAL ONE BANK - CD	P	11/26/07	12/06/10
e CAPITAL ONE BANK - CD	P	11/26/07	12/06/10
f FIRESIDE BANK	P	11/28/07	12/13/10
g LORD ABBETT FLOORING RATE FUND	P	VARIOUS	12/31/10
h LOOMIS SAYLES INVESTMENT GRADE	P	VARIOUS	12/31/10
i PROGRESS ENERGY, INC.	P	03/08/05	01/10/11
j CONSOLIDATED EDISON	P	03/08/05	05/17/11
k DOMINION RESOURCES	P	02/12/02	05/17/11
l NISOURCE, INC.	P	09/18/96	05/17/11
m SOUTHERN COMPANY	P	09/18/96	05/17/11
n BRANCH BANK & TRUST - CD	P	05/19/08	05/31/11
o CAPMARK BANK - CD	P	05/27/08	06/06/11

(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 7.			7.
b 97000.		97000.	0.
c 33766.		11511.	22255.
d 97000.		97000.	0.
e 97000.		97000.	0.
f 97000.		97000.	0.
g 25.			25.
h 175.			175.
i 78657.		74038.	4619.
j 14926.		12335.	2591.
k 9890.		6215.	3675.
l 29895.		27931.	1964.
m 19882.		6876.	13006.
n 98000.		98000.	0.
o 95000.		95000.	0.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			7.
b			0.
c			22255.
d			0.
e			0.
f			0.
g			25.
h			175.
i			4619.
j			2591.
k			3675.
l			1964.
m			13006.
n			0.
o			0.

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 }

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

2

3

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 DUKE ENERGY, INC.		P	05/22/07	05/23/11
b J C PENNY		P	10/21/09	05/23/11
c DELAWARE CORPORATE BOND FUND		P	VARIOUS	11/30/10
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 14855.		16199.	-1344.
b 31304.		31947.	-643.
c 110.			110.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-1344.
b			-643.
c			110.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	46440.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
CERTIFICATES OF DEPOSIT	62014.
MONEY MARKET ACCOUNTS	445.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	62459.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE STOCK - DIVIDENDS	83112.	0.	83112.
MUTUAL FUNDS - DIVIDENDS	4168.	0.	4168.
PREFERRED STOCK - DIVIDEND	5437.	0.	5437.
TOTAL TO FM 990-PF, PART I, LN 4	92717.	0.	92717.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION - FORM 990-PF	2800.	2800.		0.
TO FORM 990-PF, PG 1, LN 16B	2800.	2800.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FORM 990-PF 2010	63.	63.		0.
FORM 990-PF 2011	1720.	1720.		0.
TO FORM 990-PF, PG 1, LN 18	1783.	1783.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEE	125.	125.			0.
PUBLICATION FEE	0.	0.			0.
MASSACHUSETTS FILING FEE	70.	70.			0.
TO FORM 990-PF, PG 1, LN 23	195.	195.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
CORPORATE STOCKS	2405710.		2442631.	
PREFERRED STOCKS	98968.		97321.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2504678.		2539952.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
CERTIFICATES OF DEPOSIT	COST	1375000.	1397364.	
MUTUAL FUNDS	COST	267108.	268164.	
TOTAL TO FORM 990-PF, PART II, LINE 13		1642108.	1665528.	

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 8

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KATHY ADAM
2 PENNY LANE
PEABODY, MA 01960

TELEPHONE NUMBER

978-887-0143

FORM AND CONTENT OF APPLICATIONS

501 (C) (3) EXEMPTION LETTER AND LATEST ANNUAL REPORT TO BE INCLUDED WITH
REQUEST

ANY SUBMISSION DEADLINES

NO SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

YES - ONE HALF OF SAID INCOME SHALL BE DISTRIBUTED TO VERMONT ACADEMY AND
SHRINERS HOSPITAL FOR CRIPPLED CHILDREN. THE BALANCE OF INCOME TO BE
DISTRIBUTED TO SUCH EXEMPT ORGANIZATIONS AS ARE DISCRIBED IN IRS CODE,
SECTION 170 (C)(2)(B).

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BREAD AND ROSES 58 NEWBURY STREET LAWRENCE, MA 01840	NONE CHARITABLE GENERAL FUNDS	IRC SECTION 501 (C)	2500.
FRIENDS OF HATHORNE 250 MAPLE STREET DANVERS, MA 01923	NONE CHARITABLE GENERAL FUNDS	IRC SECTION 501 (C)	12500.
LYNN COMMUNITY HEALTH CENTER 269 UNION STREET LYNN, MA 01901	NONE CHARITABLE GENERAL FUNDS	IRC SECTION 501 (C)	10000.
SCHOOL ON WHEELS OF MASSACHUSETTS P.O. BOX 1132 BOSTON, MA 02334	NONE CHARITABLE GENERAL FUNDS	IRC SECTION 501 (C)	5000.
SHRINNERS HOSPITAL P O BOX 31218 TAMPA, FL 33631	NONE CHARITABLE BOSTON BURN INSTITUTE	IRC SECTION 501 (C)	44685.
SMILE PRESCHOOL, INC. 185 DUDLEY STREET BOSTON, MA 02119	NONE CHARITABLE GENERAL FUNDS	IRC SECTION 501 (C)	5000.
THE FARM 365 EAST STREET TEWKSBURY, MA 01876	NONE CHARITABLE GENERAL FUNDS	IRC SECTION 501 (C)	5000.
THE JACKSON LABORATORY CANCER CENTER 600 MAIN STREET BAR HARBOR, ME 04609	NONE CHARITABLE GENERAL FUNDS	IRC SECTION 501 (C)	10000.

THE SALEM PANTRY 211 BRIDGE STREET SALEM, MA 01970	NONE CHARITABLE GENERAL FUNDS	IRC SECTION 501 (C)	1000.
TRAVIS ROY FOUNDATION 60 STATE STREET, 8TH FLOOR BOSTON, MA 02109	NONE CHARITABLE GENERAL FUNDS	IRC SECTION 501 (C)	3500.
VERMONT ACADEMY P O BOX 31218 SAXTON RIVER, VT 05154	NONE CHARITABLE GENERAL FUNDS	IRC SECTION 501 (C)	44685.
WACCAMAW ANIMAL RESCUE MISSION P.O. BOX 1764 CONWAY , SC 29528	NONE CHARITABLE GENERAL FUNDS	IRC SECTION 501 (C)	3000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

146870.

of Fifteen Hundred (\$1,500.00) Dollars, if he survives the DONOR.

B. The TRUSTEE shall sell all of the remaining personal tangible property and add the proceeds to the Trust Estate and shall administer the remaining principal and undistributed income of the DONOR'S Trust, whether real, personal or mixed and wherever situated, inclusive of lapsed gifts, if any, as follows:

1. One half of said income shall be distributed, at least annually in equal shares to Vermont Academy, Saxtons River, Vermont and Shriners Hospital for Crippled Children and Burns Institute - Boston Unit. If either or both of these organizations ceases to be an organization described in Internal Revenue Code Section 170 (c) (2) (B), then the income which would have been distributed to such organizations shall be distributed pursuant to subparagraph B.2. of this ARTICLE III.

2. The balance of said income shall be distributed at least annually to such exempt organizations as are described in Internal Revenue Code, Section 170 (c) (2) (B). The TRUSTEE may distribute said income to as few or as many of such organizations and in such proportions as he, in his sole discretion, shall deem appropriate or advisable.

2475

C. The DONOR has intentionally failed to provide for his sister, MARION L. HARVEY, not from any lack of love or affection, but because she is well possessed of worldly goods.

If the Trust Estate shall at any time fail for want of a beneficiary or beneficiaries, then said Trust Estate shall terminate and the TRUSTEE shall distribute the remaining principal and accumulated net income of the trust to the then living heirs of the DONOR, said heirs and the