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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 12-01-2010 , and ending 11-30-2011

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
Lovett-Woodsum Foundation Inc
c/o Summit Partners

A Employer identification number
04-2944183

Number and street (or P O box number if mail is not delivered to street address)
222 Berkeley Street 18th Floor

Room/suite

B Telephone number (see page 10 of the instructions)
(617) 824-1000

City or town, state, and ZIP code
Boston, MA 02116

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 ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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 ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 37,762,797

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)	6,231,471			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	12,106	12,106		
	4 Dividends and interest from securities.	465,981	465,981		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	69,580			
	b Gross sales price for all assets on line 6a 11,965,609				
	7 Capital gain net income (from Part IV, line 2)		3,475,758		
	8 Net short-term capital gain				
	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)	50,820	50,820		
	12 Total. Add lines 1 through 11	6,829,958	4,004,665		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	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)	44,617	44,617		0
	17 Interest	5,994	5,994		0
	18 Taxes (attach schedule) (see page 14 of the instructions)	51,755	11,755		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,044	3,044		0
	22 Printing and publications				
	23 Other expenses (attach schedule).	128,245	126,821		0
	24 Total operating and administrative expenses. Add lines 13 through 23	233,655	192,231		0
	25 Contributions, gifts, grants paid	2,113,328			2,113,328
	26 Total expenses and disbursements. Add lines 24 and 25	2,346,983	192,231		2,113,328
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	4,482,975			
	b Net investment income (if negative, enter -0-)		3,812,434		
	c Adjusted net income (if negative, enter -0-)				

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	509,456	1,218,794	1,218,794
	2	Savings and temporary cash investments			
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	6,863,202	10,684,852	11,099,521
	c	Investments—corporate bonds (attach schedule).	0	1,947	3,410
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	24,300,930	24,251,127	25,441,072
	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)	31,673,588	36,156,720	37,762,797	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	9,750	9,907	
	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)	9,750	9,907	
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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	31,663,838	36,146,813	
	30	Total net assets or fund balances (see page 17 of the instructions)	31,663,838	36,146,813	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	31,673,588	36,156,720	

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)	131,663,838
2	Enter amount from Part I, line 27a	4,482,975
3	Other increases not included in line 2 (itemize) ▶ _____	0
4	Add lines 1, 2, and 3	36,146,813
5	Decreases not included in line 2 (itemize) ▶ _____	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	36,146,813

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a 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	3,475,758
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	

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	2,080,039	32,220,618	0 064556
2008	2,117,513	32,165,419	0 065832
2007	2,743,844	44,670,587	0 061424
2006	1,873,963	44,159,247	0 042436
2005	1,423,646	40,365,464	0 035269

2	Total of line 1, column (d).	2	0 269517
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 053903
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	37,953,589
5	Multiply line 4 by line 3.	5	2,045,812
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	38,124
7	Add lines 5 and 6.	7	2,083,936
8	Enter qualifying distributions from Part XII, line 4.	8	2,113,328

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)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	38,124
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	38,124
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	38,124
6		Credits/Payments			
a		2010 estimated tax payments and 2009 overpayment credited to 2010	6a	52,616	
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	52,616
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	14,492
11		Enter the amount of line 10 to be Credited to 2011 estimated tax ☒ 14,492	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 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.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☒ 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 .	8b	Yes	
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did 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? Website address N/A	13	Yes	
14	The books are in care of Mr David H Hopfenberg Telephone no (617) 824-1000 Located at 222 Berkeley Street 18th Floor Boston MA ZIP+4 02116			
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	Yes	
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 CA				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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?. ☐ Yes ☒ No			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	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.	☐	5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
Anne R Lovett	President	0	0	0
117 Cromwell Point Road Holderness, NH 03245	0 00			
Stephen G Woodsum	Treasurer	0	0	0
25 Card Sound Road Key Largo, FL 33037	0 00			
David H Hopfenberg	Clerk	0	0	0
122 North Road Saunderstown, RI 02874	0 00			
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.				0

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.		0

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.	0

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	15,855,616
b	Average of monthly cash balances.	1b	1,379,713
c	Fair market value of all other assets (see page 24 of the instructions).	1c	21,296,233
d	Total (add lines 1a, b, and c).	1d	38,531,562
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	38,531,562
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	577,973
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	37,953,589
6	Minimum investment return. Enter 5% of line 5.	6	1,897,679

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	1,897,679
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	38,124
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	38,124
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,859,555
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,859,555
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,859,555

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	2,113,328
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	2,113,328
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	38,124
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,075,204
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				1,859,555
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			586,357	
b Total for prior years 20__, 20__, 20__		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 ▶ \$ 2,113,328				
a Applied to 2009, but not more than line 2a			586,357	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2010 distributable amount.				1,526,971
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:				
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 page 27 of the instructions . . .		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				332,584
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).	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions).	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 XIV

Private Operating Foundations (see page 27 of the 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 2010, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

See Additional Data Table

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

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 page 28 of the 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)				
a Paid during the year See Additional Data Table				
Total			3a	2,116,979
b Approved for future payment				
Total			3b	0

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			14	12,106	
4	Dividends and interest from securities. . . .			14	465,981	
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.			18	50,820	
8	Gain or (loss) from sales of assets other than inventory			18	69,580	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e). .		0		598,487	0
13	Total. Add line 12, columns (b), (d), and (e).			13	598,487	598,487

[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.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

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

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.

Yes

No

(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

2012-10-15

Title

Paid Preparer's Use Only

Preparer's Signature

Venture Tax Services Inc

Firm's name

Venture Tax Services

222 Berkeley Street 18th Floor

Firm's address

Boston, MA 02116

Date

Check if self-employed

PTIN

Firm's EIN

Phone no (617) 824-1625

Form 990-PF (2010)

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF.	OMB No 1545-0047
		2010

Name of organization Lovett-Woodsum Foundation Inc c/o Summit Partners	Employer identification number 04-2944183
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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, aggregate 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 aggregate 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 lin H of its Form 990-EZ, or on 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 Lovett-Woodsum Foundation Inc c/o Summit Partners	Employer identification number 04-2944183
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Part I

Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
_____	See Additional Data Table _____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization Lovett-Woodsum Foundation Inc c/o Summit Partners	Employer identification number 04-2944183
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Part II

Noncash Property (see Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	See Additional Data Table	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____

Name of organization Lovett-Woodsum Foundation Inc c/o Summit Partners	Employer identification number 04-2944183
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Additional Data

Software ID:

Software Version:

EIN: 04-2944183

Name: Lovett-Woodsum Foundation Inc
c/o Summit Partners

Form 990 Schedule B, Part 1 - Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	Stephen G Woodsum 25 Card Sound Road Key Largo, FL 33037	\$ <u>1,030,977</u>	Person Payroll Noncash ☐ ☐ ☒ (Complete Part II if there is a noncash contribution)
<u>2</u>	Stephen G Woodsum 25 Card Sound Road Key Largo, FL 33037	\$ <u>1,304,082</u>	Person Payroll Noncash ☐ ☐ ☒ (Complete Part II if there is a noncash contribution)
<u>3</u>	Stephen G Woodsum 25 Card Sound Road Key Largo, FL 33037	\$ <u>837,306</u>	Person Payroll Noncash ☐ ☐ ☒ (Complete Part II if there is a noncash contribution)
<u>4</u>	Stephen G Woodsum 25 Card Sound Road Key Largo, FL 33037	\$ <u>148,935</u>	Person Payroll Noncash ☐ ☐ ☒ (Complete Part II if there is a noncash contribution)
<u>5</u>	Stephen G Woodsum 25 Card Sound Road Key Largo, FL 33037	\$ <u>485,180</u>	Person Payroll Noncash ☐ ☐ ☒ (Complete Part II if there is a noncash contribution)
<u>6</u>	Stephen G Woodsum 25 Card Sound Road Key Largo, FL 33037	\$ <u>1,242,265</u>	Person Payroll Noncash ☐ ☐ ☒ (Complete Part II if there is a noncash contribution)
<u>7</u>	Stephen G Woodsum 25 Card Sound Road Key Largo, FL 33037	\$ <u>345,101</u>	Person Payroll Noncash ☐ ☐ ☒ (Complete Part II if there is a noncash contribution)
<u>8</u>	Stephen G Woodsum 25 Card Sound Road Key Largo, FL 33037	\$ <u>9,281</u>	Person Payroll Noncash ☐ ☐ ☒ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
9	Stephen G Woodsum 25 Card Sound Road Key Largo, FL 33037	\$ 828,344	Person Payroll Noncash ☐ ☐ ☒ (Complete Part II if there is a noncash contribution)

Form 990 Schedule B, Part II - Noncash Property (see instructions):

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	Stericycle, Inc (SRCL) - 573,510 shares	\$ <u>1,030,977</u>	<u>2011-09-30</u>
<u>2</u>	Crown Castle International Corp (CCI) - 421,064 shares	\$ <u>1,304,082</u>	<u>2010-12-31</u>
<u>3</u>	Crown Castle International Corp (CCI) - 266,470 shares	\$ <u>837,306</u>	<u>2010-12-31</u>
<u>4</u>	Crown Castle International Corp (CCI) - 44,653 shares	\$ <u>148,935</u>	<u>2010-12-31</u>
<u>5</u>	Crown Castle International Corp (CCI) - 154,716 shares	\$ <u>485,180</u>	<u>2010-12-31</u>
<u>6</u>	Vitamin Shoppe Inc (VSI) - 708,004 shares	\$ <u>1,242,265</u>	<u>2010-12-31</u>
<u>7</u>	Vitamin Shoppe Inc (VSI) - 196,684 shares	\$ <u>345,101</u>	<u>2010-12-31</u>
<u>8</u>	Vitamin Shoppe Inc (VSI) - 5,289 shares	\$ <u>9,281</u>	<u>2010-12-31</u>
<u>9</u>	Vitamin Shoppe Inc (VSI) - 454,903 shares	\$ <u>828,344</u>	<u>2010-12-31</u>

Additional Data

Software ID:

Software Version:

EIN: 04-2944183

Name: Lovett-Woodsum Foundation Inc
c/o Summit Partners

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	Stericycle, Inc (SRCL)		2005-05-02	2011-10-06
B	Stericycle, Inc (SRCL)		2008-01-25	2011-10-06
C	Stericycle, Inc (SRCL)		2009-01-27	2011-10-06
D	Stericycle, Inc (SRCL)		2009-04-30	2011-10-06
E	Stericycle, Inc (SRCL)		2009-04-30	2011-10-06
F	Stericycle, Inc (SRCL)		2010-05-14	2011-10-06
G	Stericycle, Inc (SRCL)		2010-05-21	2011-10-06
H	Stericycle, Inc (SRCL)		2010-05-25	2011-10-06
I	Morgan Stanley		2005-01-01	2011-02-04
J	Mills Corporation		2005-01-01	2011-02-17
K	Royal Dutch Petro Shell		2005-01-01	2011-06-13
L	Crown Castle International Corp (CCI)		2008-11-26	2011-02-02
M	Crown Castle International Corp (CCI)		2008-11-28	2011-02-02
N	Crown Castle International Corp (CCI)		2008-12-01	2011-02-02
O	Crown Castle International Corp (CCI)		2008-12-03	2011-02-02
P	Vitamin Shoppe Inc (VSI)		2009-10-28	2011-02-03
Q	Vitamin Shoppe Inc (VSI)		2009-10-28	2011-02-03
R	Vitamin Shoppe Inc (VSI)		2009-10-30	2011-02-03
S	Vitamin Shoppe Inc (VSI)		2009-10-30	2011-02-03
T	MFO Blackrock Provident Inst Funds T		2010-10-26	2010-12-01
U	MFO Blackrock Provident Inst Funds T		2010-10-26	2010-12-16
V	MFO Blackrock Provident Inst Funds T		2010-10-26	2011-04-25
W	MFO Blackrock Provident Inst Funds T		2011-01-12	2011-04-29
X	MFO Blackrock Provident Inst Funds T		2011-01-12	2011-06-27
Y	MFO Blackrock Provident Inst Funds T		2009-11-30	2010-12-01
Z	MFO Metropolitan West Funds Total Rtn		2011-07-29	2011-08-01
AA	KINDER MORGAN ENERGY		2004-07-22	2011-05-10
AB	KINDER MORGAN ENERGY		2008-02-07	2011-05-10
AC	PLAINS ALL AMERN PIPL LP		2005-05-23	2011-05-10
AD	PLAINS ALL AMERN PIPL LP		2005-05-23	2011-05-11

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)
AE	SUNOCO LOGISTICS PRTS LP		2005-08-02	2011-05-10
AF	SUNOCO LOGISTICS PRTS LP		2005-08-02	2011-05-11
AG	CANADIAN OIL SANDS LTD		2008-06-27	2011-09-15
AH	CANADIAN OIL SANDS LTD		2008-06-30	2011-09-15
AI	INERGY L P		2004-07-22	2011-10-13
AJ	INERGY L P		2004-07-22	2011-10-13
AK	KINDER MORGAN ENERGY		2004-07-22	2011-05-10
AL	KINDER MORGAN ENERGY		2004-07-22	2011-05-10
AM	PLAINS ALL AMERN PIPL LP		2004-07-22	2011-05-10
AN	PLAINS ALL AMERN PIPL LP		2004-07-22	2011-05-11
AO	SUNOCO LOGISTICS PRTS LP		2004-07-22	2011-05-10
AP	SUNOCO LOGISTICS PRTS LP		2004-07-22	2011-05-11
AQ	E ON AG ADR		2008-09-04	2011-04-07
AR	CANADIAN OIL SANDS LTD		2008-03-27	2011-09-13
AS	BNP PARIBAS LP		2008-10-14	2011-09-08
AT	FORTUM OYJ LP		2006-04-24	2011-09-08
AU	GSIP		2008-01-01	2011-11-30
AV	CMS Private REIT		2003-04-01	2011-12-31
AW	Quellos Real Assets (E)		2004-01-01	2011-12-31
AX	Quellos Real Assets (E)		2004-01-01	2011-12-31
AY	Quellos Real Assets (T)		2004-03-04	2011-12-31
AZ	SS Fixed Income		2009-04-01	2011-12-31
BA	SS Fixed Income		2009-04-01	2011-12-31
BB	Whitehall 2007		2007-01-01	2011-12-31
BC	Whitehall 2007		2007-01-01	2011-12-31
BD	HKL I LLC		2006-11-01	2011-12-31
BE	HKL I LLC		2006-11-01	2011-12-31
BF	Merrill Lynch (Div Portf) Partnerships		2004-07-01	2011-12-31
BG	Capital Gains Dividends	P		

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	191,487		58,739	132,748
B	20,123		14,147	5,976
C	102,223		62,860	39,363
D	282,441		166,207	116,234
E	271,333		160,089	111,244
F	60,126		42,344	17,782
G	40,326		28,572	11,754
H	57,953		40,553	17,400
I				0
J	3,344			3,344
K			5	-5
L	1,302,939		421,064	881,875
M	836,573		266,470	570,103
N	148,804		44,653	104,151
O	484,755		154,716	330,039
P	1,176,260		708,004	468,256
Q	326,710		196,684	130,026
R	8,721		5,289	3,432
S	778,389		454,903	323,486
T	484,072		484,072	0
U	650,000		650,000	0
V	1,000,000		1,000,000	0
W	1,000,000		1,000,000	0
X	1,200,000		1,200,000	0
Y	15,928		15,928	0
Z	779,749		771,689	8,060
AA	40,749		40,749	0
AB	6,298		6,298	0
AC	23,204		23,204	0
AD	13,586		13,586	0

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)
AE	6,667		6,667	0
AF	6,560		6,560	0
AG	6,600		15,546	-8,946
AH	19,976		48,536	-28,560
AI	43,274		43,274	0
AJ	43,274		36,828	6,446
AK	40,749		25,320	15,429
AL	6,298		4,429	1,869
AM	23,204		17,412	5,792
AN	13,586		10,364	3,222
AO	6,667		4,354	2,313
AP	6,560		4,354	2,206
AQ	15,962		28,380	-12,418
AR	16,331		32,679	-16,348
AS	10,027		19,697	-9,670
AT	14,856		16,571	-1,715
AU	15,158		14,903	255
AV	1,032			1,032
AW	10,365			10,365
AX	45,244			45,244
AY	1,328			1,328
AZ			10,253	-10,253
BA	293,150			293,150
BB			425	-425
BC			112,294	-112,294
BD	271			271
BE	5,582			5,582
BF			180	-180
BG	6,795			6,795

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

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				132,748
B				5,976
C				39,363
D				116,234
E				111,244
F				17,782
G				11,754
H				17,400
I				0
J				3,344
K				-5
L				881,875
M				570,103
N				104,151
O				330,039
P				468,256
Q				130,026
R				3,432
S				323,486
T				0
U				0
V				0
W				0
X				0
Y				0
Z				8,060
AA				0
AB				0
AC				0
AD				0

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	
AE				0
AF				0
AG				-8,946
AH				-28,560
AI				0
AJ				6,446
AK				15,429
AL				1,869
AM				5,792
AN				3,222
AO				2,313
AP				2,206
AQ				-12,418
AR				-16,348
AS				-9,670
AT				-1,715
AU				255
AV				1,032
AW				10,365
AX				45,244
AY				1,328
AZ				-10,253
BA				293,150
BB				-425
BC				-112,294
BD				271
BE				5,582
BF				-180
BG				6,795

Form 990PF Part XV Line 1a - 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).

Anne R Lovett
Stephen G Woodsum

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				
ACCESS 31 St James Ave Suite 520 Boston,MA 02116	None	Public Charity	Unrestricted	7,500
American Cancer Society 165 East 56 Street New York,NY 10022	None	Public Charity	Unrestricted	200
Animal Rescue League Of Boston PO Box 265 Boston,MA 02117	None	Public Charity	Unrestricted	5,000
Appalachian Mountain Club Five Joy Street Boston,MA 02108	None	Public Charity	Unrestricted	10,000
Association Of Small Foundation 1720 N Street NW Washington,DC 20036	None	Public Charity	Unrestricted	695
August Scholars 107 Marlborough Street Boston,MA 02116	None	Public Charity	Unrestricted	2,500
Be The Change 2 Canal Park Cambridge,MA 02141	None	Public Charity	Unrestricted	16,666
Beacon Academy 477 Longwood Avenue Boston,MA 02215	None	Public Charity	Unrestricted	10,000
Beacon Hill Nursery School 74 Joy Street Boston,MA 02114	None	Public Charity	Unrestricted	2,500
Berklee College Of Music 1140 Boylston St Boston,MA 02215	None	Public Charity	Unrestricted	16,668
Bethel AME 7 Palmer Street Roxbury,MA 02119	None	Public Charity	Unrestricted	1,000
Bike And Build 6109 Ridge Avenue Building 2 Philadelphia,PA 19128	None	Public Charity	Unrestricted	250
Black Ministerial Alliance Of Greater Boston 7 Palmer Street Roxbury,MA 02119	None	Public Charity	Unrestricted	20,000
Blackfoot Challenge PO Box 103 Ovando,MT 59854	None	Public Charity	Unrestricted	2,500
Boston Area Rape Crisis Center 99 Bishop Allen Drive Cambridge,MA 02139	None	Public Charity	Unrestricted	12,500
Total  3a				2,116,979

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>				
Boston Ballet 19 Clarendon Street Boston,MA 02116	None	Public Charity	Unrestricted	10,000
Boston Children's Museum 300 Congress Street Boston,MA 02210	None	Public Charity	Unrestricted	155,000
Boston Medical Center 715 Albany Street M-4th Floor Boston,MA 02118	None	Public Charity	Unrestricted	20,000
Boston Ten Point Coalition 215 Forest Hills Jamaica Plain,MA 02130	None	Public Charity	Unrestricted	25,000
Boys And Girls Club Of Boston 50 Congress Street Suite 730 Boston,MA 02109	None	Public Charity	Unrestricted	105,000
Brandeis University-Eli Segal Endowment Fund 415 South Street Waltham,MA 02454	None	Public Charity	Unrestricted	5,000
Bridge House 260 Highland Street Plymouth,NH 03245	None	Public Charity	Unrestricted	5,000
Buckingham Browne & Nichols 80 Gerrys Landing Cambridge,MA 02138	None	Public Charity	Unrestricted	500
Career Collaborative 711 Atlantic Avenue suite B2 Boston,MA 02111	None	Public Charity	Unrestricted	4,000
Casa Myrna Vasquez PO Box 180019 Boston,MA 02118	None	Public Charity	Unrestricted	5,000
Charles River Clean Up 26 Lakeview Road Framingham,MA 01701	None	Public Charity	Unrestricted	1,000
Charles River Watershed 190 Park Road Weston,MA 02493	None	Public Charity	Unrestricted	1,000
Chocorua Chapel PO Box 356 Holderness,NH 03245	None	Public Charity	Unrestricted	3,500
City Year 287 Columbus Avenue Boston,MA 02116	None	Public Charity	Unrestricted	10,000
Community Servings 18 Marbury Terrace Jamiaca Plain,MA 02130	None	Public Charity	Unrestricted	10,000
Total  3a				2,116,979

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>				
Currier Art Gallery 150 Ash Street Manchester, NH 03104	None	Public Charity	Unrestricted	25,000
Dwight Hall At Yale University 67 High Street New Haven, CT 06520	None	Public Charity	Unrestricted	500
Edvestors 140 Clarendon Street Boston, MA 02116	None	Public Charity	Unrestricted	12,500
Emerald Necklace Conservancy 2 Brookline Place Brookline, MA 02445	None	Public Charity	Unrestricted	500
Esplanade Association Ten Derne Street Boston, MA 02114	None	Public Charity	Unrestricted	2,510
Facing History And Ourselves 16 Hurd Road Brookline, MA 02445	None	Public Charity	Unrestricted	1,000
Families First 99 Bishop Allen Drive Cambridge, MA 02138	None	Public Charity	Unrestricted	5,000
First Literacy 160 Boylston Street Boston, MA 02116	None	Public Charity	Unrestricted	500
French Library And Cultural Center 53 Marlborough St Boston, MA 02116	None	Public Charity	Unrestricted	1,500
Friends Of Tennis 212 Anchor Drive Key Largo, FL 33037	None	Public Charity	Unrestricted	2,500
Future Chefs 681 Main Street Suite 2-4 Waltham, MA 02451	None	Public Charity	Unrestricted	8,500
Germain Lawrence 18 Claremont Avenue Arlington, MA 02476	None	Public Charity	Unrestricted	1,500
Greater Boston Food Bank 99 Atkinson Street Boston, MA 02118	None	Public Charity	Unrestricted	10,000
Green Light Fund 2 Canal Park Cambridge, MA 02141	None	Public Charity	Unrestricted	15,250
Heading Home PO Box 390516 Cambridge, MA 02139	None	Public Charity	Unrestricted	5,000
Total  3a				2,116,979

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>				
Hill House 127 Mt Vernon Street Boston,MA 02108	None	Public Charity	Unrestricted	500
Historic New England 141 Cambridge Street Boston,MA 02114	None	Public Charity	Unrestricted	3,500
Holderness Historical Society PO Box 319 Holderness,NH 03245	None	Public Charity	Unrestricted	125
Holderness Library PO Box L Holderness,NH 03245	None	Public Charity	Unrestricted	500
Horizons For Homeless Children 90 Cushing Ave Dorchester,MA 02125	None	Public Charity	Unrestricted	50,000
Initiative For a Competitive Inner City 727 Atlantic Avenue Boston,MA 02111	None	Public Charity	Unrestricted	10,000
Inner-City Scholarship Fund 260 Franklin Street Boston,MA 02110	None	Public Charity	Unrestricted	12,000
Island Alliance 408 Atlantic Avenue Boston,MA 02110	None	Public Charity	Unrestricted	10,000
John D Mineck Foundation 90 Cushing Ave Dorchester,MA 02125	None	Public Charity	Unrestricted	800
Jumpstart Boston 308 Congress Street Boston,MA 02210	None	Public Charity	Unrestricted	25,000
Lakes Region United Way 95 Water Street Laconia,NH 03246	None	Public Charity	Unrestricted	10,000
Light Boston 3 School Street Boston,MA 02108	None	Public Charity	Unrestricted	500
Loon Preservation Committee PO Box 604 Moultonborough,NH 03254	None	Public Charity	Unrestricted	3,500
Masphumelele Corporation PO Box 221 Center Harbor,NH 03226	None	Public Charity	Unrestricted	5,000
Mass Women's Political Caucus Ed Fund 9B Hamilton Office Place Boston,MA 02108	None	Public Charity	Unrestricted	1,000
Total  3a				2,116,979

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>				
Massachusetts Alliance On Teen Pregnancy 105 Chauncy Street 8th Floor Boston,MA 02111	None	Public Charity	Unrestricted	10,000
Massachusetts Audubon Society 208 South Great Road Lincoln,MA 01773	None	Public Charity	Unrestricted	5,000
Massachusetts General Hospital 165 Cambridge Street Boston,MA 02114	None	Public Charity	Unrestricted	10,000
Mayhew Program 293 West Shore Road Bristol,NH 03222	None	Public Charity	Unrestricted	5,500
Mercy Corps 45 SW Ankeny Street Portland,OR 97204	None	Public Charity	Unrestricted	2,000
MetroLacrosse 150 Mt Vernon Street Dorchester,MA 02125	None	Public Charity	Unrestricted	5,000
Montana Land Reliance 324 Fuller Avenue POBox 355 Helena,MT 59624	None	Public Charity	Unrestricted	10,000
Mory's Preservation Inc 306 York Street New Haven,CT 06511	None	Public Charity	Unrestricted	50,000
Museum Of African American History 14 Beacon St Suite 719 Boston,MA 02108	None	Public Charity	Unrestricted	5,000
Museum Of Fine Arts 465 Huntington Avenue Boston,MA 02115	None	Public Charity	Unrestricted	10,000
Museum Of Modern Art 11 West 53rd Street New York,NY 10019	None	Public Charity	Unrestricted	120
Museum Of Science 1 Science Park Boston,MA 02114	None	Public Charity	Unrestricted	5,000
My Sister's Keeper PO Box 8555 Boston,MA 02114	None	Public Charity	Unrestricted	2,500
NARAL New Hampshire Foundation 18 Low Ave 5 Concord,NH 03301	None	Public Charity	Unrestricted	1,000
Neighborhood Association Of The Back Bay 337 Newbury Strret Boston,MA 02115	None	Public Charity	Unrestricted	500
Total  3a				2,116,979

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>				
New Hampshire Center For Public Policy One Eagle Square Concord, NH 03301	None	Public Charity	Unrestricted	5,000
New Hampshire Charitable Foundation 37 Pleasant Street Concord, NH 03301	None	Public Charity	Unrestricted	5,000
New Hampshire Children's Trust Fund 95 North State Street Suite 3 Concord, NH 03301	None	Public Charity	Unrestricted	500
New Hampshire Lakes Association 3 Silk Farm Road Concord, NH 03301	None	Public Charity	Unrestricted	10,000
New Hampshire Music Festival 52 symphony Lane Center Harbor, NH 03226	None	Public Charity	Unrestricted	4,000
New Hampshire Public Radio 2 Pillsbury Street Concord, NH 03301	None	Public Charity	Unrestricted	7,500
New Hampshire Public Television 268 Mast Road Durham, NH 03824	None	Public Charity	Unrestricted	10,000
New Schools Fund 49 Stevenson Street 575 San Francisco, CA 94105	None	Public Charity	Unrestricted	62,500
Northern Forest Center PO Box 201 Concord, NH 03302	None	Public Charity	Unrestricted	5,000
Northfield Mount Hermon One Lamplighter Way Mount Hermon, MA 01354	None	Public Charity	Unrestricted	15,000
Northwestern University 633 Clark Street Evanston, IL 60208	None	Public Charity	Unrestricted	100,000
Ocean Reef Cultural Center 200 Anchor Drive Key Largo, FL 33037	None	Public Charity	Unrestricted	4,000
Ocean Reef Fire Department 110 Anchor Drive Key Largo, FL 33037	None	Public Charity	Unrestricted	295
Ocean Reef Foundation 200 Anchor Drive Key Largo, FL 33037	None	Public Charity	Unrestricted	16,300
Old South Meeting House 310 Washington Street Boston, MA 02108	None	Public Charity	Unrestricted	500
Total  3a				2,116,979

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>				
One Love Foundation PO Box 1204 Brooklandville, MD 21022	none	public Charity	unrestricted	1,000
ORCAT 97 S Harbor Drive Key Largo, FL 33037	None	Public Charity	Unrestricted	1,000
Peer Health Exchange 140 Clarendon Street Boston, MA 02116	None	Public Charity	Unrestricted	63,500
Pemi-Baker Home Health Agency 258 Highland Street Suite 14 Plymouth, NH 03264	None	Public Charity	Unrestricted	5,000
Pemi-Valley Habitat For Humanity PO Box 238 Plymouth, NH 03264	None	Public Charity	Unrestricted	3,000
Pine Street Inn 444 Harrison Avenue Boston, MA 02118	None	Public Charity	Unrestricted	7,500
Planned Parenthood League Of Massachusetts 1055 Commonwealth Ave Boston, MA 02115	None	Public Charity	Unrestricted	15,000
Planned Parenthood Of Northern New England 89 South Main Street West Lebanon, NH 03784	None	Public Charity	Unrestricted	15,000
Plymouth Congregational Church 4 Post Office Square Plymouth, NH 03264	None	Public Charity	Unrestricted	14,500
PMC 77 4th Ave Needham, MA 02494	None	Public Charity	Unrestricted	500
Positive Spin For ALS 75 McNeil Way Suite 201 Dedham, MA 02026	None	Public Charity	Unrestricted	500
Princeton University 701 Carnegie Center Princeton, NJ 08544	None	Public Charity	Unrestricted	10,000
Project Bread 145 Border Street East Boston, MA 02128	None	Public Charity	Unrestricted	5,100
Project Hope 255 Carter Hall Lane Millwood, VA 22646	None	Public Charity	Unrestricted	2,500
Reach Out And Read 56 Roland Street Suite 100D Boston, MA 02129	None	Public Charity	Unrestricted	25,000
Total  3a				2,116,979

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>				
ROCA 101 Park Street Chelsea,MA 02150	None	Public Charity	Unrestricted	5,000
Room To Grow 142 Berkeley Street Boston,MA 02116	None	Public Charity	Unrestricted	5,000
Rosie's Place 889 Harrison Avenue Boston,MA 02118	None	Public Charity	Unrestricted	10,000
Seeing Eye The PO Box 375 Morristown,NJ 07963	None	Public Charity	Unrestricted	2,500
ServeNext 800K Street NW PO Box 51065 Washington,DC 20091	None	Public Charity	Unrestricted	10,000
Society For The Protection Of NH Forests 54 Portsmouth Street Concord,NH 03301	None	Public Charity	Unrestricted	10,000
Spaulding Youth Center PO Box 247 Tilton,NH 03279	None	Public Charity	Unrestricted	5,000
Spirit Builders One Bartlett Street Lowell,MA 01852	None	Public Charity	Unrestricted	3,000
Squam Lakes Association PO Box 204 Holderness,NH 03245	None	Public Charity	Unrestricted	6,000
Squam Lakes Conservation Society PO Box 696 Holderness,NH 03245	None	Public Charity	Unrestricted	30,500
Squam Lakes Natural Science Center 23 Science Center Road Holderness,NH 03245	None	Public Charity	Unrestricted	15,000
Squash Busters 795 Columbus Avenue Roxbury Crossing,MA 02120	None	Public Charity	Unrestricted	10,000
St Jude Children's Research Hospital 332 N Lauderdale Memphis,TN 38105	None	Public Charity	Unrestricted	1,000
Steppingstone Foundation 155 Federal Street Boston,MA 02110	None	Public Charity	Unrestricted	10,000
Stop Handgun Violence One Bridge Street Suite 300 Newton,MA 02458	None	Public Charity	Unrestricted	7,500
Total  3a				2,116,979

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				
Teach For America 60 Canal Street Boston,MA 02114	None	Public Charity	Unrestricted	50,000
Tenacity 367 Western Avenue Boston,MA 02135	None	Public Charity	Unrestricted	50,000
The Boston Foundation 75 Arlington Street 10th Floor Boston,MA 02116	None	Public Charity	Unrestricted	451,000
ThinkKids 313 Washington Street Newton,MA 02458	None	Public Charity	Unrestricted	20,000
Thompson Island Outward Bound Education Center PO Box 127 Boston,MA 02127	None	Public Charity	Unrestricted	10,000
Tilton School 30 School Street Tilton,NH 03276	None	Public Charity	Unrestricted	5,000
Trinity Boston Foundation 206 Clarendon Street Boston,MA 02116	None	Public Charity	Unrestricted	1,000
Trout Unlimited 1300 N 17th Street Sutie 500 Arlington,VA 22209	None	Public Charity	Unrestricted	500
Trust For Public Land New England 33 Union Street Boston,MA 02108	None	Public Charity	Unrestricted	10,000
United South End Settlements 566 Columbus Avenue Boston,MA 02118	None	Public Charity	Unrestricted	7,500
United States Institute Of Peace 2301 Constitution Avenue NW Washington,DC 20037	None	Public Charity	Unrestricted	50,000
United States Ski And Snowboard Team Foundation 1500 Kearns Boulevard Park City,UT 84060	None	Public Charity	Unrestricted	5,000
United Way Of Massachusetts Bay 51 Sleeper Street Boston,MA 02210	None	Public Charity	Unrestricted	5,000
WBUR Friends Group 890 Commonwealth Avenue Boston,MA 02215	None	Public Charity	Unrestricted	12,000
Wellesley Centers For Women 106 Central Street Wellesley,MA 02481	None	Public Charity	Unrestricted	500
Total  3a				2,116,979

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>				
WGBH Educational Foundation 125 Western Avenue Boston,MA 02134	None	Public Charity	Unrestricted	25,000
Whole Village Family Resource Center 258 Highland Street Plymouth,NH 03264	None	Public Charity	Unrestricted	2,500
Women's Fund Of New Hampshire 46 S Main Street Concord,NH 03301	None	Public Charity	Unrestricted	2,000
Wrexham Foundation PO Box 1913 New Haven,CT 06509	None	Public Charity	Unrestricted	1,000
Yale University PO Box 2038 New Haven,CT 06520	None	Public Charity	Unrestricted	31,500
Year Up 93 summer St 5th Floor Boston,MA 02110	None	Public Charity	Unrestricted	7,500
Youth Tennis Foundation Of New England 110 Turnpike Road Westborough,MA 01581	None	Public Charity	Unrestricted	5,000
YWCA 140 Clarendon Street Boston,MA 02116	None	Public Charity	Unrestricted	5,000
Zoo New England One Franklin Park Road Boston,MA 02121	None	Public Charity	Unrestricted	1,000
Total			3a	2,116,979

**TY 2010 Investments Corporate
Bonds Schedule**

Name: Lovett-Woodsum Foundation Inc
c/o Summit Partners

EIN: 04-2944183

TY 2010 Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Met West (Northern)	1,947	3,410

**TY 2010 Investments Corporate
Stock Schedule**

Name: Lovett-Woodsum Foundation Inc
c/o Summit Partners

EIN: 04-2944183

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Merrill Lynch (Div. Portf.)	1,925,305	2,371,820
Merrill Lynch (Intl. Portf.)	737,142	830,854
ML EIEMX	506,087	487,118
Northern ETF-BKF	204,748	167,478
Northern ETF-EEM	1,327,236	1,272,368
PIMCO	5,984,334	5,969,883

TY 2010 Investments - Other Schedule

Name: Lovett-Woodsum Foundation Inc
c/o Summit Partners

EIN: 04-2944183

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Bay Resources	AT COST	1,000,000	894,850
CMS Private REIT	AT COST	1,611,370	1,753,712
Discovery Global	AT COST	1,000,000	1,052,532
GSIP	AT COST	149,612	152,172
Hoplite	AT COST	2,000,000	2,580,523
Pershing Square	AT COST	1,000,000	953,050
Quellos Real Assets (E)	AT COST	482,791	507,799
Quellos Real Assets (T)	AT COST	846,347	921,550
Spindrift	AT COST	704,596	1,245,812
SS Equity Select	AT COST	6,017,672	3,191,620
SS Fixed Income	AT COST	0	0
SS Security	AT COST	2,199,343	6,501,214
Vanguard (Northern)	AT COST	3,097,339	3,227,100
Whitehall 2005	AT COST	1,459,330	78,034
Whitehall 2007	AT COST	945,522	335,093
Wellington Bay Pond	AT COST	273,473	575,686
VR Global	AT COST	1,000,000	942,260
HKL I LLC	AT COST	463,732	528,065

TY 2010 Other Expenses Schedule

Name: Lovett-Woodsum Foundation Inc
c/o Summit Partners

EIN: 04-2944183

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Fees	25	25		0
O ther Portfolio Deductions	108,431	108,431		0
O ther Expenses	19,770	18,346		0
State Filing Fees	19	19		0

TY 2010 Other Income Schedule

Name: Lovett-Woodsum Foundation Inc
c/o Summit Partners

EIN: 04-2944183

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
HKL I LLC - Net gain (loss) under section 1231	601	601	601
HKL I LLC - Ordinary Income	-254	-254	-254
HKL I LLC - Other Income	2,694	2,694	2,694
HKL I LLC - Royalties	553	553	553
Merrill Lynch (Div Portf) - Other Income	83,223	83,223	83,223
Merrill Lynch (Div Portf) Partnerships - Net gain (loss) under section 12	1,921	1,921	1,921
Merrill Lynch (Div Portf) Partnerships - Ordinary Income	-35,338	-35,338	-35,338
Merrill Lynch (Div Portf) Partnerships - Other Net Rental Income	123	123	123
Merrill Lynch (Div Portf) Partnerships - Other Portfolio Income	54	54	54
Merrill Lynch (Div Portf) Partnerships - Royalties	806	806	806
Merrill Lynch (Div Portf) Partnerships - Section 1256 Gains	3	3	3
Quellos Real Assets (E) - Net gain (loss) under section 1231	5,315	5,315	5,315
Quellos Real Assets (E) - Ordinary Income	77,861	77,861	77,861
Quellos Real Assets (E) - Other Income	289	289	289
Quellos Real Assets (E) - Other Net Rental Income	146	146	146
Quellos Real Assets (E) - Other Portfolio Income	-116	-116	-116
Quellos Real Assets (E) - Royalties	4,465	4,465	4,465
Quellos Real Assets (T) - Net gain (loss) under section 1231	11,379	11,379	11,379
Quellos Real Assets (T) - Ordinary Income	-7,776	-7,776	-7,776
Quellos Real Assets (T) - Other Net Rental Income	1,489	1,489	1,489
Quellos Real Assets (T) - Other Portfolio Income	30	30	30
SS Fixed Income - Section 1256 Gains	-4,000	-4,000	-4,000
Whitehall Par Global R/E LP 2007 - Net gain (loss) under section 1231	-43,151	-43,151	-43,151
Whitehall Par Global R/E LP 2007 - Ordinary Income	-37,040	-37,040	-37,040
Whitehall Par Global R/E LP 2007 - Other Income	7,627	7,627	7,627
Whitehall Par Global R/E LP 2007 - Other Net Rental Income	-33,705	-33,705	-33,705
Whitehall Par Global R/E LP 2007 - Other Portfolio Income	6,765	6,765	6,765
Whitehall Par Global R/E LP 2007 - Section 1256 Gains	6,856	6,856	6,856

TY 2010 Other Professional Fees Schedule

Name: Lovett-Woodsum Foundation Inc
c/o Summit Partners

EIN: 04-2944183

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Management Fees	44,617	44,617		0

TY 2010 Taxes Schedule

Name: Lovett-Woodsum Foundation Inc
c/o Summit Partners

EIN: 04-2944183

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Taxes	11,755	11,755		0
Federal Excise Taxes (sect 4940)	40,000	0		0
State Taxes	0	0		0