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

2011

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 2011, or tax year beginning **, 2011, and ending**

ANNE WHITEMAN RICHARDSON RESIDUARY
c/o Acadia Trust, NA
511 Congress Street - Ninth Floor
Portland, ME 04101

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

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

I Fair market value of all assets at end of year **(from Part II, column (c), line 16)** **J** Accounting method Cash Accrual
► \$ 1,597,809. **(Part I, column (d) must be on cash basis)**

A Employer identification number **01-6145027**

B Telephone number (see the instructions) **207-619-8600**

C If exemption application is pending, check here ►

D **1** Foreign organizations, check here ►
2 Foreign organizations meeting the 85% test, check here and attach computation ►

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts grants etc received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	44,919.	44,919.	44,919.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	84,733.			
	b Gross sales price for all assets on line 6a	667,122.			
	7 Capital gain net income (from Part IV line 2)		84,733.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
ADMINISTRATIVE EXPENSES	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	129,652.	129,652.	44,919.	
	13 Compensation of officers directors trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	21,650.	21,650.	21,650.	
OPERATING EXPENSES	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stmt 2	4,493.	667.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 3	23.			
	24 Total operating and administrative expenses. Add lines 13 through 23	26,166.	22,317.	21,650.	
	25 Contributions, gifts, grants paid Part XV	78,976.			78,976.
NET INVESTMENT	26 Total expenses and disbursements. Add lines 24 and 25	105,142.	22,317.	21,650.	78,976.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	24,510.			
	b Net investment income (if negative enter -0)		107,335.		
	c Adjusted net income (if negative enter -0)			23,269.	

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				
	2	Savings and temporary cash investments	92,388.	155,751.	155,751.	
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		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)	Statement 4	301,989.	451,964.	467,705.
	b	Investments – corporate stock (attach schedule)	Statement 5	800,493.	732,396.	865,139.
	c	Investments – corporate bonds (attach schedule)	Statement 6	99,821.	99,819.	109,214.
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)		121,187.			
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		1,415,878.	1,439,930.	1,597,809.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds		1,415,878.	1,439,930.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)		1,415,878.	1,439,930.		
31	Total liabilities and net assets/fund balances (see instructions)		1,415,878.	1,439,930.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,415,878.
2	Enter amount from Part I, line 27a	2	24,510.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,440,388.
5	Decreases not included in line 2 (itemize)	5	458.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,439,930.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 8					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))		
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]		2	84,733.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	[If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]		3	-1,116.	

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)

N/A

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010			
2009			
2008			
2007			
2006			

2 Total of line 1, column (d)	2
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4	8

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)	
1		2,147.
2		0.
3		2,147.
4		0.
5		2,147.
6	Credits/Payments	
6a	a 2011 estimated tax pmts and 2010 overpayment credited to 2011	3,200.
6b	b Exempt foreign organizations – tax withheld at source	
6c	c Tax paid with application for extension of time to file (Form 8868)	
6d	d Backup withholding erroneously withheld	
7	7 Total credits and payments Add lines 6a through 6d	3,200.
8	8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	
9	9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	0.
10	10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11	11 Enter the amount of line 10 to be Credited to 2012 estimated tax ► 1,053. Refunded	0.

Part VII-A Statements 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 <input type="checkbox"/> No <input checked="" type="checkbox"/>
1b	b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	Yes <input checked="" type="checkbox"/>
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		
1c	c Did the foundation file Form 1120-POL for this year?	Yes <input type="checkbox"/>
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	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	Yes <input type="checkbox"/>
3	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	Yes <input type="checkbox"/>
4a	4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If 'Yes,' has it filed a tax return on Form 990-T for this year?	Yes <input type="checkbox"/>
5	5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T	Yes <input type="checkbox"/>
6	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?	Yes <input type="checkbox"/>
7	7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	Yes <input type="checkbox"/>
8a	8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► ME	
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	Yes <input type="checkbox"/>
9	9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	Yes <input type="checkbox"/>
10	10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	Yes <input type="checkbox"/>

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Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	13	X
14	The books are in care of ► <u>Acadia Trust, NA</u> Telephone no <u>207-619-8600</u> Located at ► <u>511 Congress St - Ninth Floor Portland ME</u> ZIP + 4 ► <u>04101</u>		
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	N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes X No
See the instructions for exceptions and filing requirements for Form TD F 90-221. If 'Yes,' enter the name of the foreign country ►			

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years ► <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20__ , 20__ , 20__ , 20__</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? <i>(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)</i>	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

(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 Yes No Yes No Yes No 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)?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?

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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Christopher Maniatty Acadia Trust NA-511 Congress Portland, ME 04101	1.00	0.	0.	0.

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

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

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

►

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 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 <u>Distributions to charitable organizations for their unrestricted use</u>	
	26,166.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 <u>N/A</u>	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2011)

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

1a	1,497,098.
1b	124,069.
1c	
1d	1,621,167.
1e	0.
2	0.
3	1,621,167.
4	24,318.
5	1,596,849.
6	79,842.

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

2a	2,147.
2b	
2c	2,147.
3	77,695.
4	
5	77,695.
6	
7	77,695.

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

1a	78,976.
1b	
2	
3a	
3b	
4	78,976.
5	
6	78,976.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				77,695.
2 Undistributed income, if any, as of the end of 2011			78,976.	
a Enter amount for 2010 only		0.		
b Total for prior years 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 78,976.			78,976.	
a Applied to 2010, but not more than line 2a				
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 2011 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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 instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				77,695.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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Form 990-PF (2011)

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

N/A

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
PROTESTANT EPISCOPAL CHURCH 8 Church St Greenfield, MA 01301,	N/A	None	Unrestricted gifts	26,326.
YALE UNIVERSITY P.O. Box 208231-Yale Station New Haven, CT 06520-8231,	N/A	None	Unrestricted gifts	26,325.
EPISCOPAL DIVINITY SCHOOL 99 Brattle St Cambridge, MA 02138,	N/A	None	Unrestricted gifts	26,325.
Total			► 3a	78,976.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				14	44,919.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					84,733.
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)				44,919.	84,733.
13 Total Add line 12, columns (b), (d), and (e)				13	129,652.

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

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

Part XVII | Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1 a (1)	X
(2)	Other assets	1 a (2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3)	Rental of facilities, equipment, or other assets	1 b (3)	X
(4)	Reimbursement arrangements	1 b (4)	X
(5)	Loans or loan guarantees	1 b (5)	X
(6)	Performance of services or membership or fundraising solicitations	1 b (6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c	X

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

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

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
N/A		

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

**Sign
Here**

Signature of officer or trustee

✓ Date _____

Title

May the IRS discuss
this return with the
preparer shown below
(see instructions)?

Print/Type preparer's name		Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self employed	PTIN
Paid Preparer Use Only		David R. Hawkes	4/19/12		P00141575
Firm's name	► HAWKES & QUIRK LLC			Firm's EIN ► 26-2427545	
Firm's address	► 66 MAIN ST STE 303			Phone no (207) 667-2581	
	ELLSWORTH, ME 04605				

BAA

Form 990-PF (2011)

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management fees	\$ 21,650.	\$ 21,650.	\$ 21,650.	\$ 0.
Total	<u>\$ 21,650.</u>	<u>\$ 21,650.</u>	<u>\$ 21,650.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2010 Federal Income Tax	\$ 626.			
Estimated Tax Payments	3,200.			
Foreign tax	667.	\$ 667.	\$ 0.	\$ 0.
Total	<u>\$ 4,493.</u>	<u>\$ 667.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Misc Admin expenses	\$ 3.			
Public Notification	20.			
Total	<u>\$ 23.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
Federal Farm Credit Bank	Cost	\$ 34,537.	\$ 36,856.
Federal Farm Credit Bank	Cost	15,386.	16,106.
Federal Home Loan Bank	Cost	50,077.	50,667.
Federal Farm Credit Bank	Cost	50,045.	52,709.
Federal Home Loan Bank	Cost	50,970.	55,564.
Federal Farm Credit Bank	Cost	50,974.	55,169.
Federal Home Loan Bank	Cost	50,000.	50,119.
Federal Home Loan Bank	Cost	50,000.	50,041.
Federal Home Loan Bank	Cost	50,000.	50,398.
Federal Home Loan Bank	Cost	49,975.	50,076.
		<u>\$ 451,964.</u>	<u>\$ 467,705.</u>
Total		<u>\$ 451,964.</u>	<u>\$ 467,705.</u>

Statement 5
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Chevron-Texaco Corp	Cost	\$ 0.	\$ 0.
Emerson Electric Co	Cost	0.	0.
Exxon Mobil Corp	Cost	8,391.	33,904.
Genuine Parts Co	Cost	14,260.	24,480.
International Business Machines	Cost	0.	0.
Johnson & Johnson	Cost	14,838.	32,790.
Lockheed Martin Corporation	Cost	0.	0.
Pepsico Inc	Cost	13,132.	23,223.
Proctor & Gamble Co	Cost	30,670.	34,356.
Accenture Ltd	Cost	13,720.	23,954.
BP plc	Cost	0.	0.
Covidien Ltd	Cost	0.	0.
Transocean Ltd	Cost	0.	0.
Total Fina Elf SA Adr	Cost	0.	0.
Honeywell International Inc	Cost	0.	0.
ITT Corp	Cost	0.	0.
Abbott Laboratories	Cost	30,719.	36,268.
Activision Blizzard Inc	Cost	0.	0.
AT&T Inc	Cost	18,141.	22,982.
Bank of New York Mellon Corp	Cost	0.	0.
Baxter International Inc	Cost	19,134.	18,555.
Chubb Corp	Cost	19,770.	34,610.
Consolidated Edison Inc	Cost	0.	0.
Dominion Resources Inc	Cost	0.	0.
Fluor Corp	Cost	0.	0.
Kimberly Clark Corp	Cost	19,648.	29,056.
Kroger & Co	Cost	0.	0.
McDonalds Corp	Cost	0.	0.
Piedmont Natural Gas Company Inc	Cost	0.	0.
Scana Corporation	Cost	18,394.	29,064.
Wal-Mart Stores Inc	Cost	0.	0.
Glaxosmithkline PLC ADR	Cost	0.	0.
Teva Pharmaceutical Industries LTD ADR	Cost	41,267.	35,517.
Air Products & Chemicals Inc	Cost	0.	0.
Cisco Systems Inc	Cost	0.	0.
Hewlett Packard Co	Cost	0.	0.
Hudson City Bancorp Inc	Cost	0.	0.
Medtronic Inc	Cost	26,228.	29,452.
Microsoft Corp	Cost	20,952.	21,287.
NextEra Energy Inc	Cost	20,601.	24,656.
Omnicom Group Inc	Cost	27,897.	32,989.
The Travelers Companies, Inc	Cost	21,439.	25,739.
Diageo Plc Spon ADR	Cost	0.	0.
Encana Corp	Cost	26,544.	15,565.
Toyota Motor Corp	Cost	26,956.	24,137.
Applied Materials, Inc	Cost	20,220.	19,921.
Campbell Soup	Cost	18,059.	19,113.
Merck & Co	Cost	27,092.	29,029.
Murphy Oil corp	Cost	20,429.	25,083.
Nucor Corp	Cost	19,482.	21,961.
Plum Creek Timber Co	Cost	21,124.	20,839.
Republic Services Inc	Cost	22,169.	19,974.
Sysco Corp	Cost	20,675.	21,704.
UGI Corp	Cost	20,422.	21,462.
Wal-Mart Stores, Inc	Cost	26,026.	30,776.

Statement 5 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Xylem Inc	Cost	\$ 15,816.	\$ 13,128.
Barrick Gold Corp	Cost	20,827.	19,231.
China Mobile Limited	Cost	27,902.	29,094.
Goldcorp, Inc	Cost	19,452.	21,240.
	Total	<u>\$ 732,396.</u>	<u>\$ 865,139.</u>

Statement 6
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Household Finance Corp	Cost	\$ 0.	\$ 0.
Wal-Mart Stores 3.% Bond	Cost	48,977.	52,655.
Pfizer Inc 5.350% Bond	Cost	50,842.	56,559.
	Total	<u>\$ 99,819.</u>	<u>\$ 109,214.</u>

Statement 7
Form 990-PF, Part III, Line 5
Other Decreases

Year end timing difference		\$ 458.
	Total	<u>\$ 458.</u>

Statement 8
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>
1	Bank of America	Purchased	7/05/2011	9/01/2011
2	Cisco Systems	Purchased	Various	5/19/2011
3	Hewlett Packard	Purchased	4/15/2011	11/14/2011
4	Hudson City Bancorp	Purchased	2/28/2011	3/02/2011
5	Vanguard Short Term Bond Index	Purchased	Various	1/18/2011
6	Chevron Corporation	Purchased	10/11/1996	1/03/2011
7	Exxon	Purchased	4/15/1997	1/03/2011
8	Johnson & Johnson	Purchased	5/22/1997	9/19/2011
9	Lockhead Martin Corp	Purchased	10/21/2002	10/20/2011
10	Abbott Laboratories	Purchased	1/15/2009	12/28/2011
11	Activision Blizzard	Purchased	12/03/2009	10/27/2011
12	Air Products & Chemicals	Purchased	4/16/2010	10/20/2011
13	Bank of New York Mellon Corp	Purchased	11/05/2009	9/01/2011
14	Consolidated Edison Inc	Purchased	5/22/2009	9/23/2011
15	Covidien PLC	Purchased	12/03/2008	4/20/2011
16	Diageo Plc	Purchased	3/25/2010	6/29/2011

Statement 8 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired		(c) Date Acquired		(d) Date Sold		
		Purchased		Purchased		Purchased		
17	Exelix Inc			3/24/2008		11/14/2011		
18	Federal Home Loan Bank	Purchased		2/18/2010		3/03/2011		
19	Fluor Corp	Purchased		12/17/2009		1/07/2001		
20	Hewlett Packard	Purchased		9/01/2010		11/14/2011		
21	Hudson City Bancorp	Purchased		2/11/2010		3/02/2011		
22	ITT Corp	Purchased		3/24/2008		11/14/2011		
23	Kroger & Co	Purchased		9/01/2009		3/02/2011		
24	Piedmont Natural Gas	Purchased		11/24/2009		10/27/2011		
25	Teva Pharmaceutical	Purchased		5/21/2009		12/28/2011		
26	Total Fina Elf	Purchased		2/14/2008		10/13/2011		
27	Vanguard Short Term Bond Index	Purchased		12/24/2009		1/18/2011		
Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	2,498.		3,088.	-590.				\$ -590.
2	25,802.		33,299.	-7,497.				-7,497.
3	7,218.		10,055.	-2,837.				-2,837.
4	2,973.		3,456.	-483.				-483.
5	49,856.		50,508.	-652.				-652.
6	39,184.		12,677.	26,507.				26,507.
7	11,188.		3,146.	8,042.				8,042.
8	31,849.		14,838.	17,011.				17,011.
9	37,788.		23,653.	14,135.				14,135.
10	15,365.		13,351.	2,014.				2,014.
11	24,778.		21,309.	3,469.				3,469.
12	24,447.		22,304.	2,143.				2,143.
13	20,190.		25,612.	-5,422.				-5,422.
14	30,655.		18,778.	11,877.				11,877.
15	29,803.		19,483.	10,320.				10,320.
16	26,422.		21,663.	4,759.				4,759.
17	5,181.		6,380.	-1,199.				-1,199.
18	50,000.		50,000.	0.				0.
19	32,153.		21,210.	10,943.				10,943.
20	14,164.		20,390.	-6,226.				-6,226.
21	15,957.		21,042.	-5,085.				-5,085.
22	5,081.		5,257.	-176.				-176.
23	23,474.		22,344.	1,130.				1,130.
24	29,525.		21,477.	8,048.				8,048.
25	16,153.		17,566.	-1,413.				-1,413.
26	23,305.		28,824.	-5,519.				-5,519.
27	72,113.		70,679.	1,434.				1,434.
						Total \$ 84,733.		