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

2011

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

Name of foundation **Forest Foundation**	**A Employer identification number** **04 - 3177775**
Number and street (or P O box number if mail is not delivered to street address) / Room/suite **Day Pitney, LLP One International Place**	**B** Telephone number (see instructions) **617 - 345-4600**
City or town, state, and ZIP code **Boston, MA 02110**	**C** If exemption application is pending, check here ▶ ☐

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

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 ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,324,617

J Accounting method: ☑ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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 (attach schedule) Schedule 1	210,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	63,491	63,491		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 Schedule 2				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule) Schedule 3				
	11	Other income (attach schedule) Schedule 4				
	12	**Total.** Add lines 1 through 11	273,491	63,491	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0	0	0	0
	14	Other employee salaries and wages	78,040			78,040
	15	Pension plans, employee benefits	6,859			6,859
	16a	Legal fees (attach schedule) Schedule 5				
	b	Accounting fees (attach schedule) Schedule 5	1,607			1,607
	c	Other professional fees (attach schedule) Schedule 5	1,800			1,800
	17	Interest Schedule 6				
	18	Taxes (attach schedule) (see instructions)	8,223	594		7,629
	19	Depreciation (attach schedule) and depletion Schedule 7				
	20	Occupancy				
	21	Travel, conferences, and meetings	2,094			2,094
	22	Printing and publications				
	23	Other expenses (attach schedule) Schedule 8	5,038			5,038
	24	**Total operating and administrative expenses.** Add lines 13 through 23	103,661	594	0	103,067
	25	Contributions, gifts, grants paid Schedule 9	92,180			
	26	**Total expenses and disbursements.** Add lines 24 and 25	195,841	594	0	103,067
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	77,650			
	b	**Net investment income** (if negative, enter -0-)		62,897		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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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	10,243	159	159
	2	Savings and temporary cash investments	17,823	31,124	31,124
	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) Schedule 10			
	7	Other notes and loans receivable (attach schedule) ▶ Schedule 11			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges Schedule 12			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,841,841	1,916,274	2,293,334
	c	Investments—corporate bonds (attach schedule) Schedule 12			
	11	Investments—land, buildings, and equipment: basis ▶ Schedule 13			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) Schedule 14			
	14	Land, buildings, and equipment: basis ▶ 14,166 Schedule 15			
		Less: accumulated depreciation (attach schedule) ▶ 14,166			
	15	Other assets (describe ▶ Schedule 16)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,869,907	1,947,557	2,324,617
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue Schedule 17			
	20	Loans from officers, directors, trustees, and other disqualified persons Schedule 18			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,841,841	1,904,747	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	28,066	42,810	
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,869,907	1,947,557	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,869,907	1,947,557	

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	1,869,907
2	Enter amount from Part I, line 27a	2	77,650
3	Other increases not included in line 2 (itemize) ▶ Schedule 20	3	
4	Add lines 1, 2, and 3	4	1,947,557
5	Decreases not included in line 2 (itemize) ▶ Schedule 21	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,947,557

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	NONE			
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

	(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				
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 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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

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

2	**Total** of line 1, column (d) . . .	2	NA
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	NA
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	NA
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	
7	Add lines 5 and 6 . . .	7	NA
8	Enter qualifying distributions from Part XII, line 4 . . .	8	NA

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 ▶ ☐ 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	1,258
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	1,258
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	1,258
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	0
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	1,258
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
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)?	1b		✓
	*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	N/A	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2	N/A	
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	N/A	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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	N/A	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ **Massachusetts**			
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	✓	
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*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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) . . . . Schedule 22	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ forestfoundation.net

14 The books are in care of ▶ David W. Fitts Telephone no. ▶ 617-345-4600
Located at ▶ One International Place Boston, MA ZIP+4 ▶ '02110

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

			Yes	No
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		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . ☐ 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 instructions)?	1b		✓
	Organizations relying on a current notice regarding disaster assistance check here . . . . ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		✓
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 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		✓
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		✓

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

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

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

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

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

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

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

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

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? **6b** ✓ (No)

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? N/A ☐ Yes ☐ No

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

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
Arthur P. Poor, Jr. 2202 Gulfshore Blvd. N. Naples, FL 34102	Trustee 1.0	0	0	0
Loel A. Poor 2202 Gulfshore Blvd. N. Naples, FL 34102	Trustee 1.0	0	0	0
David W. Fitts, Esq. International Place Boston MA 02110	Trustee 1.0	0	0	0
Elton McCausland 44 High St. Ipswich MA 01938	Trustee 1.0	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
David R. Sullivan 100 Federal St. Salem, MA 01970	Executive Dir 40.0	67,540	6,859	0

Total number of other employees paid over $50,000 ▶ 1

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NOT APPLICABLE	0
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 NOT APPLICABLE	0
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,237,499
b	Average of monthly cash balances	1b	20,000
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,257,499
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,257,499
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	33,862
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,223,637
6	**Minimum investment return.** Enter 5% of line 5	6	111,182

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	111,182
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,258		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,258
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	109,924
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	109,924
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	109,924

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	103,067
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	103,067
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	103,067

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					109,924
2	Undistributed income, if any, as of the end of 2011:					
a	Enter amount for 2010 only					
b	Total for prior years: 20 20 ,20 ____,20 ____					
3	Excess distributions carryover, if any, to 2011:					
a	From 2006	122,619				
b	From 2007	45,603				
c	From 2008	94,919				
d	From 2009	134,489				
e	From 2010	74,460				
f	**Total** of lines 3a through e		472,090			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 103,067					
a	Applied to 2010, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2011 distributable amount					103,067
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		6,857			6,857
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		465,233			
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					
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					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		115,762			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		349,471			
10	Analysis of line 9:					
a	Excess from 2007	45,603				
b	Excess from 2008	94,919				
c	Excess from 2009	134,489				
d	Excess from 2010	74,460				
e	Excess from 2011					

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . . . ▶

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

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

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

1 Information Regarding Foundation Managers:

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

SEE SCHEDULE 1

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:

David Sullivan P.O. Box 112 Boxford, MA 01921

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

No Particular Form

c Any submission deadlines:

None

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

Primarily Women and Children At Risk

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
a *Paid during the year*				
See Detail on Schedule 9	**See #9**	**See #9**	**For Charities to Provide**	**92,180**
			Services to at-risk	**0**
			families for their	**0**
			physical and mental	**0**
			well being	**0**
			Also, to provide	**0**
			for socially responsible	**0**
			institutions of	**0**
			higher learning	**0**
Total ▶ 3a				**92,180**
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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				63,491	
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					
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		63,491	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 63,491

(See worksheet in line 13 instructions to verify calculations.)

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)
	Not Applicable

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	1a(1)	N	A
	(2) Other assets	1a(2)	N	A
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	N	A
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	N	A
	(3) Rental of facilities, equipment, or other assets	1b(3)	N	A
	(4) Reimbursement arrangements	1b(4)	N	A
	(5) Loans or loan guarantees	1b(5)	N	A
	(6) Performance of services or membership or fundraising solicitations	1b(6)	N	A
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	N	A

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? N/A ☐ 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) is based on all information of which preparer has any knowledge

Arthur P. [signature] | 4/10/2012 | Trustee

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶ -	
	Firm's address ▶			Phone no -	

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Schedule 1: Part I, Line 1 - Contributions, Gifts, Grants, etc. Received

Description	Amount
1 ARTHUR P POOR, JR 2202 GULF SHORE BLVD N NAPLES, FL 34102	210,000
Total	210,000

Schedule 2: Part I, Line 6a - Net Gain or (Loss) from Sale of Assets Not on Line 10

Description	Date Acquired	How Acquired	Gross Sales Price	Cost, Other basis, or Donated Value Amount	Cost, Other basis, or Donated Value Which One	To Part XVI-A Line 8 (See Note)
1 NOT APPLICABLE						
Total			0	0		

	Date Sold	To Whom Sold	Expense of Sale and Cost of Improvements	Depreciation Since Acquisition	Gain or (Loss)
1					0
Total			0	0	0

Amounts Carried To Part XVI-A line 8	Gross Sales Price	Cost or Other Basis	Expense of Sale and Cost of Improvements	Depreciation Since Acquisition	Gain or (Loss)
Unrelated Business Income (Col B)	0	0	0	0	0
Excluded by Sec 512, 513, or 514 (Col D)	0	0	0	0	0
Related / Exempt Function Income (Col E)	0	0	0	0	0
Total	0	0	0	0	0

Note Numeric codes used above are
1 - if Unrelated Business Income (Part XVI-A, Column B),
2 - if Excluded by Sec 512, 513, or 514 (Part XVI-A, Column D)
Balance is Related / Exempt Function Income (Part XVI-A, Column E)

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Schedule 3: Part I, Line 10 - Gross Profit from Sales of Inventory

Description:	Gross Sales, Less Returns and Allowances	Cost of Goods Sold	Gross Profit of (Loss)	To Part XVI-A Line 10 (See Note)
1 NOT APPLICABLE			0	
Total	0	0	0	

Amounts Carried **To Part XVI-A line 10**			
Unrelated Business Income (Col B)	0	0	0
Excluded by Sec 512, 513, or 514 (Col D)	0	0	0
Related / Exempt Function Income (Col E)	0	0	0
Total	0	0	0

Note Numeric codes used above are
1 - if Unrelated Business Income (Part XVI-A, Column B),
2 - if Excluded by Sec 512, 513, or 514 (Part XVI-A, Column D)
Balance is Related / Exempt Function Income (Part XVI-A, Column E)

Schedule 4: Part I, Line 11 - Other Income

		From Part XVI-A			
Description		**Unrelated Business Income (Column (b))**	**Excluded by Section 512, 513, or 514 (Column (d))**	**Related or exempt function income (Column (e))**	**Total to Part I, Line 11**
1	Program Service Revenue (total of lines 1a through 1g)	0	0	0	0
2	Membership dues and assessments	0	0	0	0
7	Other investment income	0	0	0	0
9	Gross revenue from special events	0	0	0	0
11	Total Other Revenue (listed separately on line 11)				
a		0	0	0	0
b		0	0	0	0
c		0	0	0	0
d		0	0	0	0
e		0	0	0	0
	Total line 11	0	0	0	0
Total		0	0	0	0

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Schedule 5: Part I, Line 16a - Legal Fees

Type of service	Amount
1 NONE	
Total	0

Schedule 5: Part I, Line 16b - Accounting Fees

Type of service	Amount
1 BOOKKEEPING SERVICE	693
2 PAYROLL SERVICE	914
Total	1,607

Schedule 5: Part I, Line 16c - Other Professional Fees

Type of service	Amount
1 SPEAKERS FEES	1,800
Total	1,800

Schedule 6: Part I, Line 18 - Taxes

Type of tax	Amount
1 PAYROLL TAX	6,012
2 FEDERAL EXCISE TAX	1,617
3 FOREIGN TAXES ON DIVIDENDS	594
Total	8,223

Schedule 7: Part I, Line 19 - Depreciation and Depletion

Description	Date Acquired	Cost or Other Basis	Depreciation Allowable in Prior Years	Depreciation Method	Rate (%)	Depreciation This Year
NONE						
Total		0	0			0
Less Depreciation included in cost of goods sold and not on line 19						
Total						0

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Schedule 8: Part I, Line 23 - Other Expenses

Description		Amount
1	TELEPHONE	515
2	OFFICE SUPPLIES	3,671
3	AUTO EXPENSE	852
10	Amortization from schedule below	
Total		5,038

Amortization Description	Date Acquired, Completed or Expensed	Cost or Other Basis	Deduction Allowable in Prior Years	Amortization Period (Months)	Current Year Amortization
1 NOT APPLICABLE					
Total		0	0		0

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Schedule 9: Part I, Line 25 - Contributions, Gifts, Grants Paid

From detail below:	Cash Amount	Property Other than Cash	Total
Paid dunng the year	92,180	0	92,180
Approved for future payment	0	0	0
Total	92,180	0	92,180

Paid During the Year:

Class of Activity: Donee Name	Donee Address	Cash Amount	Property Other than Cash (1)	Relationship to Disqualified Persons (2)	Organizational Status of Donee (3)
1 ARGENTINE BETTERMENT CORPORATION	1416 S 27TH ST KANSAS CITY, KS 66106	10,380			PUBLIC CHARITY
2 0 ARGENTINE NEIGHBORHOOD DEVELOPMENT CORP	PO BOX 6146 KANSAS CITY, KS 60106	9,620			PUBLIC CHARITY
3 0 BOWDOIN COLLEGE ALUMNI FUND	4690 COLLEGE STATION BRUNSWICK, ME 04011	50,000			EDUCATIONAL INST
4 0 ESSEX ART CENTER	56 ISLAND ST LAWRENCE, MA 01840	130			PUBLIC CHARITY
5 0 LA VIDA, INC	29 GREEN ST LYNN, MA 01902	400			PUBLIC CHARITY
6 0 LAWRENCE COMMUNITY WORKS	168 NEWBURY ST LAWRENCE, MA 01841	1,300			PUBLIC CHARITY
7 0 NOBLE & GREENOUGH SCHOOL	10 CAMPUS DRIVE DEDHAM, MA 02026	20,000			EDUCATIONAL INST
8 0 NORTH READING TRANSPORTATION	10 MAIN ST NORTH READING, MA 01889	350			PUBLIC CHARITY
Total		92,180	0		
Total amount paid for which the foundation exercised expenditure responsibility					
Total Paid During the Year		92,180	0		

(1) Additional information for property other than cash included on continuation sheet
(2) Relationship of donee if related by blood, marriage, adoption or employment (including children of employees) to any disqualified person
(3) The organizational status of donee (e g , public charity—an organization described in section 509(a)(1), (2), or (3))

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Schedule 10: Part II, Line 6 - Receivables Due from Officers, Directors, Trustees, and Other Disqualified Persons

	End of Year Book Value	End of Year Value
Receivables Reported as Single Total:		
Subject to same terms and conditions as receivables from general public		
Travel advances for official business of the organization		
Receivables Reported Separately (see details below)	0	0
Total	0	0

Details of Receivables Reported Separately:

Borrower's Name and Title	Original Amount	Balance Due at Year end	Fair Market Value at Year end	Date of Note
1 NOT APPLICABLE				
Total		0	0	

Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower

Purpose of Loan	Description and Fair Market Value of Consideration

Schedule 11: Part II, Line 7 - Other Notes and Loans Receivable

	Amount	End of Year Book Value	End of Year Fair Market Value
Notes Receivable not listed on line 6 and not acquired as investments (see details below)		0	0
Loans receivable from the normal activities of the filing organization:			
Type of loan:			
1 NOT APPLICABLE			
Total	0	0	
Total		0	0
Less allowance for doubtful accounts		0	0
Net amount	0	0	0

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Schedule 12: Part II, Line 10 - Investments—Government Obligations, Corporate Stocks and Bonds

Line 10a - Investments - U.S. and state government obligations	Valued at Cost or Market Value	End of Year Book Value	End of Year Fair Market Value
Total U S Government obligations	0	0	0
NA			

Line 10b - Investments - Corporate Stock

1	748 SHS ABBOTT LABS	FMV	40,092	42,081
2	674 SHS APACHE CORP	FMV	75,358	61,039
3	1083 SHS AUTOMATIC DATA PROCESSING	FMV	50,843	58,493
4	4012 SHS BRISTOL MYERS SQUIBB	FMV	83,389	141,381
5	1529 SHS CH ROBINSON	FMV	69,657	106,677
6	2495 SHS CENOVIUS ENEERGY	FMV	75,570	82,849
7	577 SHS CHEVRON	FMV	51,838	61,413
8	960 SHS CLOROX	FMV	56,708	63,903
9	1614 SHS COLGATE	FMV	99,402	149,115
10	916 SHS DIAGEO	FMV	61,946	80,059
11	2501 SHS ENCANA	FMV	80,044	46,347
12	460 SHS FIRST SOLAR	FMV	64,228	15,530
13	1580 SHS HEINZ	FMV	62,681	85,376
14	890 SHS JOHNSON & JOHNSON	FMV	49,872	58,354
15	1634 SHS KIMBERLY CLARK	FMV	99,104	120,223
16	2756 SHS LOWES COMPANIES	FMV	64,996	69,948
17	1627 SHS MCDONALDS	FMV	88,500	163,284
18	775 SHS MONSANTO	FMV	63,687	54,298
19	1027 SHS OCCIDENTAL PETROLEUM	FMV	70,667	96,256
20	2201 SHS PAYCHEX	FMV	62,651	66,270
21	970 SHS PEPSICO	FMV	49,920	64,386
22	1019 SHS PROCTER & GAMBLE	FMV	54,575	67,948
23	1824 SHS SOUTHERN CO	FMV	52,726	84,432
24	1595 SHS SOUTHWESTERN ENERGY	FMV	44,668	50,944
25	2466 SHS SYSCO	FMV	58,850	72,331
26	742 SHS 3M	FMV	52,983	60,621
27	1971 SHS UNILEVER	FMV	57,419	66,055
28	1078 SHS UNITED PARCEL	FMV	58,434	78,918
29	1098 SHS WALMART	FMV	64,703	65,608
30	1810 SHS WASTE MANAGEMENT	FMV	50,763	59,195
	TOTAL		1,916,274	2,293,334

Line 10c - Investments - Corporate Bonds

1	NA		
Total		0	0

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Schedule 13: Part II, Line 11 - Investments—Land, Buildings, and Equipment

Description:	Cost or Other Basis	Accumulated Depreciation	End of Year Book Value	End of Year Fair Market Value
1 NOT APPLICABLE			0	
Total	0	0	0	0

Schedule 14: Part II, Line 13 - Investments—Other

Description:	Valued at Cost or Market Value	End of Year Book Value	End of Year Fair Market Value
Total		0	0

Schedule 15: Part II, Line 14 - Land, Buildings, and Equipment

Description:	Cost or Other Basis	Accumulated Depreciation	End of Year Book Value	End of Year Fair Market Value
1 DELL COMPUTER	2,591	2,591	0	
2 FAX MACHINE	293	293	0	
3 COMPUTER SOFTWARE	282	282	0	
4 AUTOMOBILE	11,000	11,000	0	
Total	14,166	14,166	0	0

Schedule 16: Part II, Line 15 - Other Assets

Description:	End of Year Book Value	End of Year Fair Market Value
1 NOT APPLICABLE		
Total	0	0

Schedule 17: Part II, Line 20 – Loans from Officers, Directors, Trustees, and Other Disqualified Persons

Name and Title of Lender	Original Amount	End of Year Balance Due	Date of Note	Maturity Date
1 NOT APPLICABLE				
Total		0		

Repayment Terms	Interest Rate	Security Provided by Borrower

Purpose of Loan	Description and Fair Market Value of Consideration

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Schedule 18: Part II, Line 21 - Mortgages and Other Notes Payable

	End of Year Balance Due
All mortgages payable	
All Other Notes Payable (see details below)	0
Total	0

Additional Information for Nonmortgage Notes Payable

Name of Lender	Relationship of Lender (1)	Original Amount	Balance Due	Date of Note	Maturity Date
1 NOT APPLICABLE					
Total			0		

Repayment Terms	Interest Rate	Security Provided by Borrower
1		

Purpose of Loan	Description and Fair Market Value of Consideration
1	

(1) Relationship of the lender to any officer, director, trustee, or key employee of the organization

Schedule 19: Part II, Line 22 - Other Liabilities

Description:	End of Year Amount
1 NOT APPLICABLE	
Total	0

Schedule 20: Part III, Line 3 - Other Increases Not Included in Line 2

Description	Amount
1 NOT APPLICABLE	
Total	0

Schedule 21: Part III, Line 5 - Decreases Not Included in Line 2

Description	Amount
1 NOT APPLICABLE	
Total	0

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Schedule 22: Part VII-A Line 11 - Information Regarding Controlled Entities

Controlled Entities Under Section 512(b)(13)

	Name	Address	(B) Employer Identification Number
a	NOT APPLICABLE		

(B) Employer