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: THE EASTWOOD FAMILY FOUNDATION

A Employer identification number: 31-1587433

Number and street (or P O box number if mail is not delivered to street address): C/O JAMES W. EASTWOOD, 705 STURBRIDGE DRIVE

Room/suite:

B Telephone number (see instructions): (215) 665-7092

City or town, state, and ZIP code: BRYN MAWR, PA 19010-2082

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: [X] 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) ▶ $ 630,758.

J Accounting method: [X] 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)				
	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	25,561.	24,839.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-56.			
	b Gross sales price for all assets on line 6a 75,416.				
	7 Capital gain net income (from Part IV, line 2)		138.		
	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)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	25,505.	24,977.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	16,175.	6,470.		9,705.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	4,150.	4,150.		
	c Other professional fees (attach schedule)				
	17 Interest ATTACHMENT 3	729.	620.		
	18 Taxes (attach schedule) (see instructions) **	2,057.	791.		1,039.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	1,567.	571.		996.
	24 Total operating and administrative expenses. Add lines 13 through 23	24,678.	12,602.		11,740.
	25 Contributions, gifts, grants paid	70,434.			70,434.
	26 Total expenses and disbursements Add lines 24 and 25	95,112.	12,602.	0	82,174.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-69,607.			
	b Net investment income (if negative, enter -0-)		12,375.		
	c Adjusted net income (if negative, enter -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			
	2	Savings and temporary cash investments	22,923.	8,297.	8,297.
	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 schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	264,095.	204,449.	224,737.
	c	Investments - corporate bonds (attach schedule) ATCH 7	171,115.	171,115.	197,060.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	168,731.	173,396.	200,664.
	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)	626,864.	557,257.	630,758.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	626,864.	557,257.	
	30	Total net assets or fund balances (see instructions)	626,864.	557,257.	
	31	Total liabilities and net assets/fund balances (see instructions)	626,864.	557,257.	

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	626,864.
2	Enter amount from Part I, line 27a	2	-69,607.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	557,257.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	557,257.

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 PART IV SCHEDULE			
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	138.
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	0

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	71,936.	587,831.	0.122375
2009	44,243.	432,314.	0.102340
2008	57,811.	599,607.	0.096415
2007	55,339.	280,850.	0.197041
2006	30,509.	305,562.	0.099846

2	**Total** of line 1, column (d)	2	0.618017
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	0.123603
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	718,330.
5	Multiply line 4 by line 3	5	88,788.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	124.
7	Add lines 5 and 6	7	88,912.
8	Enter qualifying distributions from Part XII, line 4	8	82,174.

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	248.
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	
3	Add lines 1 and 2	3	248.
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	248.
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 300.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	300.
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	52.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 52. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ______ (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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA,			
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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)	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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FOUNDATION OFFICERS Telephone no ▶ 215-665-7092

Located at ▶ 705 STURBRIDGE DRIVE BRYN MAWR, PA ZIP + 4 ▶ 19010-2082

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		X
	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		X
	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		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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
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 ▶ ______, ______, ______, ______			
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	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

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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 ▶ ☐ N/A

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
ATTACHMENT 9		16,175.	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 ▶ NONE

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 N/A	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	750,240.
b	Average of monthly cash balances	1b	9,827.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	760,067.
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	30,798.
3	Subtract line 2 from line 1d	3	729,269.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	10,939.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	718,330.
6	**Minimum investment return.** Enter 5% of line 5	6	35,917.

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	35,917.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	248.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	248.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	35,669.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	35,669.
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	35,669.

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	82,174.
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	82,174.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	82,174.

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

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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				35,669.
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only				
b	Total for prior years 20 09 ,20 08 ,20 07				
3	Excess distributions carryover, if any, to 2011				
a	From 2006 ... 15,331.				
b	From 2007 ... 41,412.				
c	From 2008 ... 27,831.				
d	From 2009 ... 22,627.				
e	From 2010 ... 42,998.				
f	Total of lines 3a through e	150,199.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 82,174.				
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				35,669.
e	Remaining amount distributed out of corpus	46,505.			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	196,704.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
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)	15,331.			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	181,373.			
10	Analysis of line 9				
a	Excess from 2007 ... 41,412.				
b	Excess from 2008 ... 27,831.				
c	Excess from 2009 ... 22,627.				
d	Excess from 2010 ... 42,998.				
e	Excess from 2011 ... 46,505.				

Form **990-PF** (2011)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 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))

JAMES AND LINDA EASTWOOD

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

N/A

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

Check here ▶ [X] 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

N/A

c Any submission deadlines

N/A

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

N/A

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 STATEMENT 10				70,434.
Total . . . . ▶ **3a**				70,434.
b *Approved for future payment*				
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) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	900099	722.	14	24,839.	
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	900099	-194.	18	138.	
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)		528.		24,977.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 25,505.

(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)

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

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

James W. Eastwood — 11/13/12 — President

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
JAMES G. MCGRORY, CPA	CPA	11/12/2012		P00179347
Firm's name ▶ DRUCKER & SCACCETTI, P.C.			Firm's EIN ▶ 23-2628118	
Firm's address ▶ 1600 MARKET STREET, SUITE 3300 PHILADELPHIA, PA 19103			Phone no 215-665-3960	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					494.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					925.	
		6.0000 SHS CANON INC ADR					VARIOUS	11/29/2011
258.		263.					-5.	
		.0203 SHS CANON INC ADR LIQ.					09/06/2011	11/30/2011
1.		1.						
		290.0000 SHS FLEXTRONICS INLT					VARIOUS	11/29/2011
1,578.		1,298.					280.	
		180.0000 SHS CANON INC ADR					VARIOUS	11/29/2011
7,727.		6,105.					1,622.	
		47.8930 SHS DAVIS NY VENT. FD.					12/22/1995	12/19/2011
1,500.		722.					778.	
		65.0000 SHS FUJI HEAVY IND.					VARIOUS	11/29/2011
3,646.		2,847.					799.	
		572.0000 SHS KONINKLIJKE ADR					VARIOUS	11/29/2011
6,970.		3,882.					3,088.	
		3,7000.0000 SHS MORGAN STANLEY					12/31/2008	11/29/2011
49,166.		57,231.					-8,065.	
		100.0000 SHS DE DIV. INC. FD.					12/28/2010	01/12/2011
921.		917.					4.	
		163.0000 SHS DE DIV. INC. FD.					VARIOUS	01/18/2011
1,502.		1,524.					-22.	
		225.0000 SHS FRANKLIN INC. FD.					VARIOUS	01/21/2011
504.		469.					35.	
		100.0000 SHS FRANKLIN INC. FD.					10/06/2011	01/25/2011
224.		213.					11.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		MSSB, LLC ST - DEBT FINANCED					VARIOUS	VARIOUS
							1.	
		MSSB, LLC LT - DEBT FINANCED					VARIOUS	VARIOUS
							193.	
TOTAL GAIN(LOSS)							138.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MSSB, LLC #72040 - DIVIDENDS	9,788.	9,788.
MSSB, LLC #72040 - INTEREST	10,946.	10,946.
MSSB, LLC #07215 - DIVIDENDS	4,827.	4,105.
TOTAL	25,561.	24,839.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING & TAX PREPARATION	4,150.	4,150.		
TOTALS	4,150.	4,150.		

ATTACHMENT 3

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MSSB, LLC - INTEREST EXPENSE	729.	620.	
TOTALS	729.	620.	

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAXES	1,731.	692.	1,039.
FOREIGN TAXES	99.	99.	
EXCISE TAX ON NET INV INCOME	227.		
TOTALS	2,057.	791.	1,039.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL SERVICE FEES	1,376.	550.	826.
PA WORKER'S COMPENSATION	259.	104.	155.
REGISTRATION FEES	15.		15.
ADR FEES	12.	12.	
MISCELLANEOUS EXPENSE	-95.	-95.	
TOTALS	1,567.	571.	996.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MSSB #07215 - COMMON STOCK -SEE ATTACHED	161,165.	91,708.	89,210.
MSSB #72040 - COMMON STOCK -SEE ATTACHED	86,940.	96,751.	117,628.
MSSB #72040 - PREFERRED STOCK -SEE ATTACHED	15,990.	15,990.	17,899.
TOTALS	264,095.	204,449.	224,737.

COPY

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
5,800	MORGAN STANLEY	MS	12/31/08	$ 89,713.39	$ 15.467	$ 15.13	$ 87,754.00	($ 1,959.39) LT		
3.4196	Reinvestments to date			88.09	25.76	15.13	51.74	(36.35) LT		

Ref' 00008351 00063250

MorganStanley
SmithBarney

Reserved Client
Financial Management Account
December 1 - December 31, 2011

THE EASTWOOD FAMILY FOUNDATION *Account number 705-07215-18 558*

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
	MORGAN STANLEY	MS								
92 8136	Reinvestments to date			$ 1,906.35	$ 20.539	$ 15.13	$ 1,404.27	($ 502.08) ST		
5,896.2332				**91,707.83**	**15.554**		**89,210.01**	**(2,497.82)**	**1.321**	**1,179.25**
Total common stocks and options				**$ 91,707.83**			**$ 89,210.01**	**($ 502.08) ST**	**1.32**	
								($ 1,995.74) LT		**$ 1,179.25**

COPY

Common stocks & options

Citi Investment Research & Analysis (CIRA), Morgan Stanley & Co. LLC (Morgan Stanley) and Standard & Poor's equity research ratings may be shown for certain securities. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance. Because the applicable research report for each company contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating. Where a particular company is covered by both CIRA and Morgan Stanley, you can and should view both research reports. CIRA's equity research ratings are (1) (Buy), (2) (Neutral) and (3) (Sell). For ease of comparison, Morgan Stanley and Standard & Poor's equity research ratings have been normalized to a 1 (Buy), 2 (Hold), and 3 (Sell). Please refer to the end of this statement for a summary guide describing CIRA, Morgan Stanley and Standard & Poor's ratings. Morgan Stanley Smith Barney does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared by Standard & Poor's.

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Average % yield	Anticipated Income (annualized)
815	AT&T INC **Rating:** Citigroup : 1 Morgan Stanley : 1 S&P : 1	T	02/12/09	$ 19,748.38	$ 24.10	$ 30.24	$ 24,645.60	$ 4,897.22	LT		
93.9531	Reinvestments to date			2,488.36	26.485	30.24	2,841.14	352.78	LT		
54.1602	Reinvestments to date			1,598.08	29.506	30.24	1,637.80	39.72	ST		
963.1133				**23,834.82**	**24.748**		**29,124.54**	**5,289.72**		**5.82**	**1,695.08**
350	JOHNSON & JOHNSON **Rating:** Citigroup : 1 Morgan Stanley : 2 S&P : 1	JNJ	02/12/09	19,888.50	56.52	65.58	22,953.00	3,064.50	LT		
24.5685	Reinvestments to date			1,458.57	59.367	65.58	1,611.20	152.63	LT		
13.5224	Reinvestments to date			854.30	63.176	65.58	886.80	32.50	ST		
388.0909				**22,201.37**	**57.207**		**25,451.00**	**3,249.63**		**3.476**	**884.85**
675	MERCK & CO INC NEW **Rating:** Citigroup : 2 Morgan Stanley : 2 S&P : 1	MRK	02/12/09	19,829.75	29.377	37.70	25,447.50	5,617.75	LT		
56.5848	Reinvestments to date			1,864.06	32.942	37.70	2,133.25	269.19	LT		
32.5889	Reinvestments to date			1,129.89	34.671	37.70	1,228.60	98.71	ST		
764.1737				**22,823.70**	**29.867**		**28,809.35**	**5,985.65**		**4.456**	**1,283.81**
400	PROCTER & GAMBLE CO **Rating:** Citigroup : 1 Morgan Stanley : 1 S&P . 2	PG	02/12/09	20,349.00	50.61	66.71	26,684.00	6,335.00	LT		
22.1709	Reinvestments to date			1,313.76	59.256	66.71	1,479.02	165.26	LT		
13.7744	Reinvestments to date			878.75	63.795	66.71	918.89	40.14	ST		
435.9453				**22,541.51**	**51.707**		**29,081.91**	**6,540.40**		**3.147**	**915.49**

COPY

THE EASTWOOD FAMILY FOUNDATION ***Account number 138-72040-17 520***

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
130	UNIVERSAL HEALTH REALTY INCOME TRUST SBI	UHT	06/23/11	$ 5,270.71	$ 39.728	$ 39.00	$ 5,070.00	($ 200.71) ST		
2.3401	Reinvestments to date			78.65	33.609	39.00	91.26	12.61 ST		
132.3401				**5,349.36**	**40.421**		**5,161.26**	**(188.10)**	**6.256**	**322.91**
Total common stocks and options				**1 $ 96,750.76**			**2 $ 117,628.06**	**$ 22.97 ST**	**4.33**	
								$ 20,854.33 LT		**$ 5,102.14**

Preferred stocks

The credit rating from Moody's Investors Service and Standard & Poor's may be shown for certain securities. All credit ratings represent the "opinions" of the provider and are not representations or guarantees of performance. Your Financial Advisor will be pleased to provide you with further information or assistance in interpreting these credit ratings.

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
685	PNC CAPITAL TRUST E 7.75% SCHEDULE MATURITY 3/15/2038 Rated BBB Next call on 03/15/13	PNH	07/09/09	**$ 15,989.94**	$ 23.132	$ 26.13	**$ 17,899.05**	**$ 1,909.11** LT	**7.414%**	**$ 1,327.19**
Total preferred stocks				**1 $ 15,989.94**			**2 $ 17,899.05**	**$ 0.00 ST**	**7.41**	
								$ 1,909.11 LT		**$ 1,327.19**

COPY

Σ 1 = 112,740.07 Cost Σ 2 = 135,527.11 FMV

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MSSB #72040 - CORPORATE BONDS-SEE ATTACHED	171,115.	171,115.	197,060.
TOTALS	171,115.	171,115.	197,060.

THE EASTWOOD FAMILY FOUNDATION ***Account number 138-72040-17 520***

Bonds

Unrealized gains & losses have been adjusted to account for the accretion of OID (original issue discount), the amortization of premium, and/or the accretion of market discount.

Call features shown indicate the next regularly scheduled call date and price. Your holdings may be subject to other redemption features including sinking funds or extraordinary calls.

The credit rating from Moody's Investors Service and Standard & Poor's may be shown for certain securities. All credit ratings represent the "opinions" of the provider and are not representations or guarantees of performance. Your Financial Advisor will be pleased to provide you with further information or assistance in interpreting these credit ratings.

Corporate bonds

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
50,000	AMERICAN EXPRESS CR CORP MEDIUM TERM NTS BOOK ENTRY DTD 12/02/2005 INT: 05.300% MATY: 12/02/2015 Rating: A2/BBB+	02/10/09 0258M0BZ1	$ 47,322.50 **$ 47,322.50**	$ 94.635 $ 94.635	109.051 **$ 213.47**	**$ 54,525.50**	$ 7,203.00 **$ 7,203.00**	LT LT	4.86 **$ 2,650.00**	**$ 1,000.50** **$ 6,202.50**
50,000	VERIZON COMMUNICATIONS INC NTS BOOK/ENTRY DD 4/3/2007 INT: 05.500% MATY: 04/01/2017 Rating: A3/A-	02/09/09 92343VAG9	50,639.00 **50,437.00**	101.268 100.874	115.777 **687.50**	**57,888.50**	7,249.50 **7,451.50**	LT LT	4.75 2,750.00	0.00 7,451.50
25,000	GEN ELEC CAP CORP DTD 09/24/07 INT: 05.625% MATY: 09/15/2017 Rating. AA2/AA+	02/06/09 36962G3H5	23,264.50 **23,264.50**	93.038 93.038	110.878 **414.06**	**27,669.50**	4,405.00 **4,405.00**	LT LT	5.082 1,406.25	477.00 3,928.00
50,000	WELLS FARGO & CO BOOK/ENTRY DTD 12/10/07 INT: 05.625% MATY: 12/11/2017 Rating: A2/A+	02/06/09 949746NX5	49,888 50 **49,888.50**	99.767 99.767	113.953 **156.25**	**56,976.50**	7,088.00 **7,088.00**	LT LT	4 936 2,812.50	0 00 7,088.00
Total corporate bonds **175,000**			**$ 171,114.50** **$ 170,912.50**		**$ 1,471.28**	**$ 197,060.00**	**$ 0.00** **$ 26,147.50**	**ST** **LT**	**4.88** **$ 9,618.75**	**$ 1,477.50** **$ 24,670.00**

COPY

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MSSB #07215 - MUTUAL FUNDS - SEE ATTACHED	62,376.	63,785.	92,841.
MSSB #72040 - MUTUAL FUNDS - SEE ATTACHED	106,355.	109,611.	107,823.
TOTALS	168,731.	173,396.	200,664.

Mutual funds

An investment in a money market fund is neither insured nor guaranteed by the FDIC or any other government agency Although money market funds seek to preserve the value of your investment at $1.00 per share, there can be no assurance that will occur and it is possible to lose money should the fund value per share fall. Moreover, in some circumstances money market funds may be forced to cease operations when the value of a fund drops below $1.00 per share. In that event, the fund's holdings would be liquidated and distributed to the fund's shareholders. This liquidation process could take up to one month or more. During that time, these funds would not be available to you to support purchases, withdrawals, and if applicable, check writing or ATM debits from your account

Certain mutual funds may not be transferable to other broker-dealers. For further information, please refer to the fund's Prospectus or call your Financial Advisor.

Yield is the current distribution annualized, divided by the fund's net asset value at the end of the statement period. Distributions may consist of income, capital gains or the return of capital. Distributions and current dividend for funds are based upon information provided by an outside vendor and are not verified by us. ***"Tax-Based Cost vs. Current Value"*** *is being provided for information purposes only.* ***"Cash Distributions (since inception)"*** *when shown, may reflect distributions on positions no longer held in the account, and may not reflect all distributions received in cash due to but not limited to the following: Investments made prior to 1/1/89, asset transfers, recent activity and certain adjustments made in your account* ***"Total Purchases vs. Current Value"*** *is provided to assist you in comparing your* ***"Total purchases"*** *excluding reinvested distributions, with the current value of the fund's shares in your account* ***"Fund Value Increase/Decrease"*** *reflects the difference between your total purchases and the current value of the fund's shares, plus cash distributions since inception.*

Number of shares	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Net Value Increase/ Decrease	Yield	Anticipated income (annualized)
1,827.062	DAVIS NEW YORK VENTURE FUND CLASS A	NYVTX	12/22/95	$ 27,552.09	$ 15.08	$ 32.50	$ 59,379.52	$ 31,827.43 LT		.603%	$ 358.10
	Cash distributions (since inception)								5,319.70		
	Total Purchases vs. Current Value			27,552.09			59,379.52		31,827.43		
	Fund Value Increase/Decrease								37,147.13		
2,436.99	TEMPLETON GLOBAL BOND FUND CLASS C	TEGBX	05/13/10	32,875.00	13.49	12.43	30,291.79	(2,583.21) LT			
2,436.99	**Total Purchases**			**32,875.00**	**13.49**	**12.43**	**30,291.79**	**(2,583.21)**			
91.445	Reinvestments to date			1,227.16	13.419	12.43	1,136.66	(90.50) LT			
163.553	Reinvestments to date			2,130.48	13.026	12.43	2,032.96	(97.52) ST			
2,691 988	**Tax-based Cost vs Current Value**			**36,232.64**	**13.459**		**33,461.41**	**(2,771.23)**		**4.392**	**1,469.82**
	TEMPLETON GLOBAL BOND FUND CLASS C	TEGBX									
	Total Purchases vs. Current Value			**$ 32,875.00**			**$ 33,461.41**		**$ 586.41**		
	Fund Value Increase/Decrease								**586 41**		
	Total mutual funds (Tax based)			**$ 63,784.73**			**$ 92,840.93**	**($ 97.52) ST**		**1.96**	
								$ 29,153.72 LT			**$ 1,827.92**

Mutual funds

An investment in a money market fund is neither insured nor guaranteed by the FDIC or any other government agency. Although money market funds seek to preserve the value of your investment at $1.00 per share, there can be no assurance that will occur and it is possible to lose money should the fund value per share fall. Moreover, in some circumstances money market funds may be forced to cease operations when the value of a fund drops below $1.00 per share. In that event, the fund's holdings would be liquidated and distributed to the fund's shareholders. This liquidation process could take up to one month or more. During that time, these funds would not be available to you to support purchases, withdrawals, and if applicable, check writing or ATM debits from your account.

Certain mutual funds may not be transferable to other broker-dealers. For further information, please refer to the fund's Prospectus or call your Financial Advisor.

Yield is the current distribution annualized, divided by the fund's net asset value at the end of the statement period. Distributions may consist of income, capital gains or the return of capital. Distributions and current dividend for funds are based upon information provided by an outside vendor and are not verified by us. ***"Tax-Based Cost vs. Current Value"*** *is being provided for information purposes only.* ***"Cash Distributions (since inception)"*** *when shown, may reflect distributions on positions no longer held in the account, and may not reflect all distributions received in cash due to but not limited to the following: investments made prior to 1/1/89, asset transfers, recent activity and certain adjustments made in your account.* ***"Total Purchases vs. Current Value"*** *is provided to assist you in comparing your* ***"Total purchases"*** *excluding reinvested distributions, with the current value of the fund's shares in your account.* ***"Fund Value Increase/Decrease"*** *reflects the difference between your total purchases and the current value of the fund's shares, plus cash distributions since inception.*

Number of shares	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Net Value Increase/ Decrease	Yield	Anticipated Income (annualized)
4,684.194	DELAWARE DIVERSIFIED INCOME FUND CL C	DPCFX	08/04/10	$ 44,827.74	$ 9.57	$ 9.16	$ 42,907.22	($ 1,920.52) LT			
4,684.194	**Total Purchases**			**44,827.74**	**9.57**	**9.16**	**42,907.22**	**(1,920.52)**			
3.671	Reinvestments to date			34.85	9.493	9.16	33.63	(1.22) LT			
290.273	Reinvestments to date			2,676.81	9.221	9.16	2,658.90	(17.91) ST			
4,978.138	**Tax-based Cost vs. Current Value**			**47,539.40**	**9.55**		**45,599.75**	**(1,939.65)**		**3.526**	**1,607.93**
	Total Purchases vs. Current Value			**44,827.74**			**45,599.75**		**772.01**		
	Fund Value Increase/Decrease								**772.01**		
23,234.579	FRANKLIN INCOME FUND CLASS C	FCISX	08/04/10	48,792.62	2.10	2.12	49,257.31	464.69 LT			
4,147.465			12/17/10	9,000.00	2.17	2.12	8,792.63	(207.37) LT			
27,382.044	**Total Purchases**			**57,792.62**	**2.11**	**2.12**	**58,049.94**	**257.32**			
269.743	Reinvestments to date			577.01	2.139	2.12	571.86	(5.15) LT			
1,698.603	Reinvestments to date			3,701.83	2.179	2.12	3,601.04	(100.79) ST			
29,350.39	**Tax-based Cost vs. Current Value**			**62,071.46**	**2.115**		**62,222.84**	**151.38**		**5.99**	**3,727.49**
	Total Purchases vs. Current Value			**57,792.62**			**62,222.84**		**4,430.22**		
	Fund Value Increase/Decrease								**4,430.22**		
Total mutual funds (Tax based)				**$ 109,610.86**			**$ 107,822.59**	**($ 118.70) ST**		**4.94**	
								($ 1,669.57) LT			**$ 5,335.42**
Total Fund Value Increase/Decrease									**$ 5,202.23**		

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FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JAMES W. EASTWOOD 705 STURBRIDGE DRIVE BRYN MAWR, PA 19010-2082	PRESIDENT 2.00	0	0	0
LINDA D. EASTWOOD 705 STURBRIDGE DRIVE BRYN MAWR, PA 19010-2082	SECRETARY 2.00	0	0	0
JAMES T. EASTWOOD 1 RIDGEVIEW ROAD NEWTOWN SQUARE, PA 19073	EXECUTIVE DIRECTOR 40.00	16,175.	0	0
	GRAND TOTALS	16,175.	0	0

The Eastwood Family Foundation
EIN. 31-1587433
Form 990-PF, Part XV
Tax Year Ended December 31, 2011

Recipient Name and Address		Relationship to Substantial Contributor / Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
American Heart Association	1617 JFK Blvd , Suite 700	NONE	Charitable	250
	Philadelphia, PA 19103	Public Charity		
Blue White Scholarship Foundation	P O Box 412	NONE	Charitable	200
	Villanova, PA 19085	Public Charity		
Breast Cancer Organization	Customers Bank, Phoenixville Branch	NONE	Charitable	250
	99 Bridge Street	Public Charity		
	Phoenixville, PA 91460			
Brendan Muarray Memorial Scholarship Fdn	7 E Lancaster Ave , 3rd Floor	NONE	Charitable	1,000
	Ardmore, PA 19003	Public Charity		
Daylesford Abbey	220 S Valley Road	NONE	Charitable	1,000
	Paoli, PA 19301-1900	Public Charity		
Friends of St Martin DePorres	2300 W Lehigh Ave	NONE	Charitable	1,000
	Philadelphia	Public Charity		
Friends of Medal of Honor Grove	P O Box 3039	NONE	Charitable	4,500
	West Chester, PA 19381	Public Charity		
Historic Strawberry Mansion	P O Box 539	NONE	Charitable	300
	Moorestown, NJ 08057	Public Charity		
Jack McDonald Memorial Fund	220 Gibraltor Rd, Suite 350	NONE	Charitable	850
	Horsham, PA 19044	Public Charity		
Jersey Shore University Medical Center FDN	1345 Campus Parkway, Suite A2	NONE	Charitable	100
	Neptune, NJ 07753	Public Charity		
Justinian Foundation	Furia Scholarship Fund	NONE	Charitable	1,000
	Pietragalia Law, 1818 Market Street	Public Charity		
	Philphia, PA 191			
Lankenau Medical Center Foundation	100 E Lancaster Ave	NONE	Charitable	250
	Wynnewood, PA 19096	Public Charity		
Malvern Preparatory School	418 S Warren Avenue	NONE	Charitable	1,000
	Malvern, PA 19355	Public Charity		
Navy League	45 Grove Ave	NONE	Charitable	300
	Flourtown, PA 19031	Public Charity		
Sisters of the Holy Redeemer	521 Moredon Road	NONE	Charitable	250
	Huntingdon Valley, PA 19006	Public Charity		
Susan Komen Fdn	4 LaFite Court	NONE	Charitable	100
	West Deptford, NJ 08096	Public Charity		
Sts John Neumann & Maria Goretti High School	1736 South 10th Street	NONE	Charitable	5,700
	Philadelphia, PA 19148	Public Charity		
St John Neumann Church/Parish	380 Highland Lane	NONE	Charitable	12,600
	Bryn Mawr, PA 19010	Public Charity		
St Bernadette School	Bond & Turner Avenue	NONE	Charitable	2,500
	Drexel Hill, PA 19026	Public Charity		
St Monica School	635 First Avenue	NONE	Charitable	1,000
	Berwyn, PA 19312-1652	Public Charity		
The Leukemia & Lymphoma Society	1311 Mamaroneck Avenue, Suite 310	NONE	Charitable	250
	White Plains, NY 10605	Public Charity		
The Millay Club Scholarship	1736 South 10th Street	NONE	Charitable	7,425
	Philadelphia, PA 19148	Public Charity		

The Eastwood Family Foundation
EIN: 31-1587433
Form 990-PF, Part XV
Tax Year Ended December 31, 2011

Recipient Name and Address		Relationship to Substantial Contributor / Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
U S Navy Memorial	P O Box 96570	NONE	Chantable	190
	Washington, DC 20077	Public Chanty		
USNI	291 Wood Road	NONE	Chantable	319
	Annapolis, MD 21402	Public Chanty		
Vendemia Foundation	1841 S Broad Street	NONE	Chantable	1,000
	Philadelphia, PA 19148	Public Chanty		
Villanova University	800 Lancaster Avenue	NONE	Chantable	26,827
	Villanova, PA 19085	Public Chanty		
Vietnam Veterans of America	8719 Colesville Road, Suite 100	NONE	Chantable	23
	Silver Spnngs MD 20910-9901	Public Chanty		
Wentworth Inst Of Technologh	Athletics Dept	NONE	Chantable	250
	550 Huntington Ave	Public Chanty		
	Boston, MA 02115-5998			

Totals $70,434

S \2012\Scaccetti\Granary\Foundation\Acct\[Chantable Contributions2011 xlsx]Sheet1

Form **8868** (Rev January 2012) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: THE EASTWOOD FAMILY FOUNDATION

Employer identification number (EIN) or [X] 31-1587433

Number, street, and room or suite no If a P O box, see instructions: C/O JAMES W. EASTWOOD ; 705 Sturbridge Dr.

Social security number (SSN) [ ]

City, town or post office, state, and ZIP code For a foreign address, see instructions: BRYN MAWR, PA 19010-2082

Enter the Return code for the return that this application is for (file a separate application for each return) . . . 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

ORIGINAL ELECTRONICALLY FILED

- The books are in the care of ▶ FOUNDATION OFFICERS

Telephone No ▶ 215 665-7092 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box . . . ▶ [ ] If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶ [X] calendar year 20 11 or

▶ [ ] tax year beginning ____, 20__, and ending ____, 20__

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 300.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 0
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 300.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE EASTWOOD FAMILY FOUNDATION	Employer identification number (EIN) or [X] 31-1587433
	Number, street, and room or suite no If a P O box, see instructions C/O JAMES W. EASTWOOD; 705 STURBRIDGE DR.	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions BRYN MAWR, PA 19010-2082	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ FOUNDATION OFFICERS
  Telephone No ▶ 215 665-7092 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

ORIGINAL ELECTRONICALLY FILED

4 I request an additional 3-month extension of time until 11/15, 20 12 .

5 For calendar year 2011 , or other tax year beginning ______, 20 ___, and ending ______, 20 ___ .

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED IN ORDER TO OBTAIN CERTAIN INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN

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8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**8a** $	300.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b** $	300.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c** $	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ CPA Date ▶ 7/31/2012

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