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

2011

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning MAY 1, 2011, and ending APR 30, 2012

Name of foundation SAILORS' SNUG HARBOR OF BOSTON, INC.		A Employer identification number 04-2104430
Number and street (or P.O. box number if mail is not delivered to street address) C/O GRANTS MGT, 77 SUMMER ST., 8TH FL.	Room/suite	B Telephone number (617) 426-7080
City or town, state, and ZIP code BOSTON, MA 02110		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,156,652.	J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	7.	7.		STATEMENT 1
4 Dividends and interest from securities	237,938.	237,938.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	34,756.			
b Gross sales price for all assets on line 6a	1,796,939.			
7 Capital gain net income (from Part IV, line 2)		34,756.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	-799.	-799.		STATEMENT 3
12 Total. Add lines 1 through 11	271,902.	271,902.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	9,937.	4,968.		4,969.
c Other professional fees	62,434.	37,138.		25,296.
17 Interest				
18 Taxes	13,631.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	1,961.	0.		1,961.
22 Printing and publications				
23 Other expenses	691.	0.		691.
24 Total operating and administrative expenses. Add lines 13 through 23	88,654.	42,106.		32,917.
25 Contributions, gifts, grants paid	353,200.			353,200.
26 Total expenses and disbursements. Add lines 24 and 25	441,854.	42,106.		386,117.
27 Subtract line 26 from line 12	-169,952.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		229,796.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Revenue

Operating and Administrative Expenses

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	29,225.	53,509.	53,509.
	2 Savings and temporary cash investments	26,114.	72,431.	72,431.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	1,206,114.	1,035,979.	1,035,979.
	b Investments - corporate stock STMT 9	4,751,159.	4,593,355.	4,593,355.
	c Investments - corporate bonds STMT 10	1,060,239.	1,202,012.	1,202,012.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	199,994.	199,365.	199,365.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ ART OBJECTS)	1.	1.	1.	
16 Total assets (to be completed by all filers)	7,272,846.	7,156,652.	7,156,652.	
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			
	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 ▶ <input checked="" type="checkbox"/> X			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	7,272,846.	7,156,652.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
	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			
30 Total net assets or fund balances	7,272,846.	7,156,652.		
31 Total liabilities and net assets/fund balances	7,272,846.	7,156,652.		

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	7,272,846.
2 Enter amount from Part I, line 27a	2	-169,952.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	53,758.
4 Add lines 1, 2, and 3	4	7,156,652.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,156,652.

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 PUBLICLY TRADED SECURITIES	P		
b KINDER MORGAN 1231 GAIN	P		
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 1,796,814.		1,762,183.	34,631.
b 125.			125.
c			
d			
e			

(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			34,631.
b			125.
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	34,756.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	420,927.	6,935,222.	.060694
2009	395,640.	6,501,794.	.060851
2008	424,047.	5,886,769.	.072034
2007	454,031.	7,885,211.	.057580
2006	485,441.	7,916,827.	.061318

2 Total of line 1, column (d)	2	.312477
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	.062495
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,021,372.
5 Multiply line 4 by line 3	5	438,801.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,298.
7 Add lines 5 and 6	7	441,099.
8 Enter qualifying distributions from Part XII, line 4 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	8	386,117.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	4,596.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	4,596.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	4,596.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 8,400.	7	8,400.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	3,804.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be credited to 2012 estimated tax	3,804. Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► GRANTS MANAGEMENT ASSOCIATES Telephone no ► 617-426-7172 Located at ► 77 SUMMER ST., 8TH FLOOR, 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	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	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

Form 990-PF (2011)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

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

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

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



0

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,066,077.
b	Average of monthly cash balances	1b	62,219.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,128,296.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,128,296.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	106,924.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,021,372.
6	Minimum investment return. Enter 5% of line 5	6	351,069.

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	351,069.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,596.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,596.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	346,473.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	346,473.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	346,473.

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	386,117.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	386,117.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	386,117.

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

Form 990-PF (2011)

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				346,473.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	101,658.			
b From 2007	77,600.			
c From 2008	134,017.			
d From 2009	74,682.			
e From 2010	82,397.			
f Total of lines 3a through e	470,354.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	386,117.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				346,473.
e Remaining amount distributed out of corpus	39,644.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	509,998.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	101,658.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	408,340.			
10 Analysis of line 9				
a Excess from 2007	77,600.			
b Excess from 2008	134,017.			
c Excess from 2009	74,682.			
d Excess from 2010	82,397.			
e Excess from 2011	39,644.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ABCD NORTHEND/WESTEND NEIGHBORHOOD SERVICE CENTER 1 MICHELANGELO STREET BOSTON, MA 02113	NONE	501(C)3	ELDER PROGRAMS	10,000.
ACTION, INC/FISHING FAMLIES IN TRANSITION 180 MAIN ST., 2ND FL GLOUCESTER, MA 01930	NONE	501(C)3	FISHING COMMUNITIES INITIATIVE	25,000.
ALIANZA HISPANA, LA 409 DUDLEY STREET ROXBURY, MA 02119	NONE	501(C)3	ELDER PROGRAMS	10,000.
BOSTON MEDICAL CENTER 801 MASSACHUSETTS AVE BOSTON, ME 02118	NONE	501(C)3	ELDER PROGRAMS	10,000.
CAPE COD COMM. HOOK FISHERMAN'S ASSOC. F/B/O FRIENDS OF SOUTH SHORE FISHERIES 210-E ORLEANS ROAD NORTH CHATHAM, MA 02650	NONE	501(C)3	FISHING COMMUNITIES INITIATIVE	15,000.
Total SEE CONTINUATION SHEET(S)			3a	353,200.
b Approved for future payment				
NONE				
Total			3b	0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CATHOLIC CHARITIES, NORTH REGION 55 LYNN SHORE DRIVE LYNN, MA 01902	NONE	501(C)3	SPECIAL ALLOCATIONS	10,000.
COMMUNITY DEVELOPMENT PARTNERSHIP 3 MAIN STREET, UNIT 7 EASTHAM, MA 02642	NONE	501(C)3	FISHING COMMUNITIES INITIATIVE	15,000.
COMMUNITY ECONOMIC DEV. CTR OF S.E. MA 181 HILLMAN STREET BUILDING #9, ROOM 203 NEW BEDFORD, MA 02740	NONE	501(C)3	FISHING COMMUNITIES INITIATIVE	10,000.
ELLIS MEMORIAL & ELDREDGE HOUSE, INC. P.O. BOX 170310 BOSTON, MA 02117	NONE	501(C)3	ELDER PROGRAMS	10,000.
FRIENDSHIPWORKS 105 CHAUNCY ST BOSTON, MA 02111	NONE	501(C)3	ELDER PROGRAMS	20,000.
GRANTMAKERS IN AGING 7333 PARAGON ROAD, SUITE 220 DAYTON, OH 45459	NONE	501(C)3	SPECIAL REQUEST	700.
GREATER BOSTON LEGAL SERVICES 197 FRIEND STREET BOSTON, MA 02114	NONE	501(C)3	ELDER PROGRAMS	7,500.
GULF OF MAINE RESEARCH INSTITUTE 350 COMMERCIAL STREET PORTLAND, ME 04101	NONE	501(C)3	FISHING COMMUNITIES INITIATIVE	25,000.
HEARTH 1640 WASHINGTON STREET BOSTON, MA 02118	NONE	501(C)3	ELDER PROGRAMS	20,000.
HOMEOWNER OPTIONS FOR MASS. ELDERS 150 GROSSMAN DRIVE, SUITE 401 BRAINTREE, MA 02184	NONE	501(C)3	ELDER PROGRAMS	20,000.
Total from continuation sheets				283,200.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
IMMIGRANTS' ASSISTANCE CENTER, INC. 58 CRAPO STREET NEW BEDFORD, MA 02740	NONE	501(C)3	FISHING COMMUNITIES INITIATIVE	15,000.
INQUILINOS BORUCUAS EN ACCION 405 SHAWMUT AVE BOSTON, MA 02118	NONE	501(C)3	ELDER PROGRAMS	7,500.
JEWISH COMMUNITY HOUSING FOR THE ELDERLY 30 WALLINGFORD ROAD BRIGHTON, MA 02135	NONE	501(C)3	ELDER PROGRAMS	7,500.
LOWER CAPE OUTREACH COUNCIL, INC. P.O. BOX 665 ORLEANS, MA 02653	NONE	501(C)3	FISHING COMMUNITIES INITIATIVE	15,000.
MASS. ALLIANCE PORTUGUESE SPEAKERS 1046 CAMBRIDGE ST. CAMBRIDGE, MA 02139	NONE	501(C)3	ELDER PROGRAMS	10,000.
METRO BOSTON HOUSING PARTNERSHIP, INC. 125 LINCOLN STREET, 5TH FLOOR BOSTON, MA 02111	NONE	501(C)3	ELDER PROGRAMS	7,500.
NEIGHBORHOOD OF AFFORDABLE HOUSING 143 BORDER STREET EAST BOSTON, MA 02128	NONE	501(C)3	ELDER PROGRAMS	10,000.
PACE/YOUTH BUILD NEW BEDFORD PO BOX 5-626 66 WILLIAMS STREET NEW BEDFORD, MA 02742	NONE	501(C)3	FISHING COMMUNITIES INITIATIVE	20,000.
ROGERSON COMMUNITIES ONE FLORENCE STREET BOSTON, MA 02131	NONE	501(C)3	ELDER PROGRAMS	10,000.
SOUTH BOSTON NEIGHBORHOOD HOUSE, INC 136 H STREET SOUTH SOUTH BOSTON, MA 02127	NONE	501(C)3	ELDER PROGRAMS	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
THE OPEN DOOR 28 EMERSON AVE. GLOUCESTER, MA 01930	NONE	501(C)3	FISHING COMMUNITIES INITIATIVE	7,500.
UNITED SOUTH END SETTLEMENTS 566 COLUMBUS AVENUE BOSTON, MA 02118	NONE	501(C)3	Elder Programs	10,000.
WOODS HOLE OCEANOGRAPHIC INSTITUTION WHOI MAIL STOP #40A WOODS HOLE, MA 02543	NONE	501(C)3	FISHING COMMUNITIES INITIATIVE	15,000.
Total from continuation sheets				

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. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- | b If "Yes," complete the following schedule | | |
|---------------------------------------------|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| N/A | | |
| | | |
| | | |
| | | |
| | | |

**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.

Signature of officer or trustee

Date 12/24/12

TREASURER
Title

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

☒ **X** Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

KEITH P. LAGUNES CPA

Kurt P. LaGraves CPA

10-8-12

P00068702

Firm's name ► **RUSSELL, BRIER & CO. LLP**

Firm's EIN ▶	04-1796830
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Firm's address ► TEN POST OFFICE SQUARE - 6TH FL
BOSTON, MA 02109-4689

Phone no 617-523-7094

Form **990-PF** (2011)

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	1
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SOURCE	AMOUNT
MONEY MARKET INTEREST INCOME	7.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	98,352.	0.	98,352.
INTEREST INCOME	139,472.	0.	139,472.
KINDER MORGAN-DIVIDEND	34.	0.	34.
KINDER MORGAN-INTEREST	80.	0.	80.
TOTAL TO FM 990-PF, PART I, LN 4	237,938.	0.	237,938.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
KINDER MORGAN	-799.	-799.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-799.	-799.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	9,937.	4,968.		4,969.
TO FORM 990-PF, PG 1, LN 16B	9,937.	4,968.		4,969.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT COUNSEL	34,361.	34,361.		0.	
CONSULTANTS ON GRANTS	25,296.	0.		25,296.	
AGENCY EXPENSE	2,777.	2,777.		0.	
TO FORM 990-PF, PG 1, LN 16C	62,434.	37,138.		25,296.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	5,231.	0.		0.	
ESTIMATE TAX	8,400.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	13,631.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS	691.	0.		691.	
TO FORM 990-PF, PG 1, LN 23	691.	0.		691.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED-US TREASURIES	X		1,035,979.	1,035,979.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,035,979.	1,035,979.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,035,979.	1,035,979.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED-COMMON STOCK		4,495,947.	4,495,947.
PUBLICLY TRADED-FOREIGN STOCKS		97,408.	97,408.
TOTAL TO FORM 990-PF, PART II, LINE 10B		4,593,355.	4,593,355.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED-CORPORATE BONDS		1,202,012.	1,202,012.
TOTAL TO FORM 990-PF, PART II, LINE 10C		1,202,012.	1,202,012.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DUXBURY CEMETERY DEED	FMV	1.	1.
MUNICIPAL BONDS	FMV	199,363.	199,363.
NATL SAILORS HOME	FMV	1.	1.
TOTAL TO FORM 990-PF, PART II, LINE 13		199,365.	199,365.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
ROBERT W. LORING C/O GRANTS MGMT, 77 SUMMER ST. 8TH FLOOR BOSTON, MA 02110	PRESIDENT 2.00	0.	0. 0.
PAMELA S. EVANS C/O GRANTS MGMT, 77 SUMMER ST. 8TH FLOOR BOSTON, MA 02110	TREASURER 2.00	0.	0. 0.
WILLIAM N. BANCROFT C/O GRANTS MGMT, 77 SUMMER ST. 8TH FLOOR BOSTON, MA 02110	DIRECTOR 2.00	0.	0. 0.
COURTNEY E. C. EVANS C/O GRANTS MGMT, 77 SUMMER ST. 8TH FLOOR BOSTON, MA 02110	DIRECTOR 2.00	0.	0. 0.
HERBERT P. DANE C/O GRANTS MGMT, 77 SUMMER ST. 8TH FLOOR BOSTON, MA 02110	DIRECTOR 2.00	0.	0. 0.
CHARLES R. EDDY C/O GRANTS MGMT, 77 SUMMER ST. 8TH FLOOR BOSTON, MA 02110	DIRECTOR 2.00	0.	0. 0.
EDWARD M. HOWLAND C/O GRANTS MGMT, 77 SUMMER ST. 8TH FLOOR BOSTON, MA 02110	DIRECTOR 2.00	0.	0. 0.
E. AMORY LORING C/O GRANTS MGMT, 77 SUMMER ST. 8TH FLOOR BOSTON, MA 02110	DIRECTOR 2.00	0.	0. 0.
WILLIAM C. EATON C/O GRANTS MGMT, 77 SUMMER ST. 8TH FLOOR BOSTON, MA 02110	VICE-PRESIDENT 2.00	0.	0. 0.

EVERETT MORSS	DIRECTOR			
C/O GRANTS MGMT, 77 SUMMER ST. 8TH				
FLOOR	2.00	0.	0.	0.
BOSTON, MA 02110				
 GEORGE B. MOTLEY	 DIRECTOR			
C/O GRANTS MGMT, 77 SUMMER ST. 8TH				
FLOOR	2.00	0.	0.	0.
BOSTON, MA 02110				
 ARTHUR B. PAGE	 CLERK			
C/O GRANTS MGMT, 77 SUMMER ST. 8TH				
FLOOR	2.00	0.	0.	0.
BOSTON, MA 02110				
 WILLIAM B. PERKINS	 DIRECTOR			
C/O GRANTS MGMT, 77 SUMMER ST. 8TH				
FLOOR	2.00	0.	0.	0.
BOSTON, MA 02110				
 THOMAS ROGERSON	 DIRECTOR			
C/O GRANTS MGMT, 77 SUMMER ST. 8TH				
FLOOR	2.00	0.	0.	0.
BOSTON, MA 02110				
 AMY E. SALTONSTALL ISAAC	 DIRECTOR			
C/O GRANTS MGMT, 77 SUMMER ST. 8TH				
FLOOR	2.00	0.	0.	0.
BOSTON, MA 02110				
 G. WEST SALTONSTALL	 ASSISTANT TREASURER			
C/O GRANTS MGMT, 77 SUMMER ST. 8TH				
FLOOR	2.00	0.	0.	0.
BOSTON, MA 02110				
 JO-ANN WATSON	 DIRECTOR			
C/O GRANTS MGMT, 77 SUMMER ST. 8TH				
FLOOR	2.00	0.	0.	0.
BOSTON, MA 02110				
 BENJAMIN J. WILLIAMS	 DIRECTOR			
C/O GRANTS MGMT, 77 SUMMER ST. 8TH				
FLOOR	2.00	0.	0.	0.
BOSTON, MA 02110				
 JONATHAN B. NASH	 DIRECTOR			
C/O GRANTS MGMT, 77 SUMMER ST. 8TH				
FLOOR	2.00	0.	0.	0.
BOSTON, MA 02110				

SAILORS' SNUG HARBOR OF BOSTON, INC.

04-2104430

CAROLINE GATES SLOCUM DIRECTOR
C/O GRANTS MGMT, 77 SUMMER ST. 8TH
FLOOR 2.00
BOSTON, MA 02110

0. 0. 0.

DAVID S. WILLIS DIRECTOR
C/O GRANTS MGMT, 77 SUMMER ST. 8TH
FLOOR 2.00
BOSTON, MA 02110

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 13
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GRANTS MANAGEMENT
77 SUMMER STREET, 8TH FLOOR
BOSTON, MA 02110

TELEPHONE NUMBER

617-426-7080

FORM AND CONTENT OF APPLICATIONS

APPLICANTS SHOULD SUBMIT A RESUME OF THEIR PROGRAM NEEDS, COPIES OF DETERMINATION LETTERS FROM THE IRS (RE: EXEMPTION FROM INCOME TAX UNDER IRC SECTION 501(C)3, AND AUDITED FINANCIAL STATEMENTS).

ANY SUBMISSION DEADLINES

APPLICATIONS SHOULD BE MADE IN TIME FOR APPROVAL AT MEETINGS HELD NOVEMBER 15, FEBRUARY 15, AND APRIL 15.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS TO ORGANIZATIONS ARE FOR THE HEALTH AND WELFARE OF OLDER CITIZENS, SAILORS AND OTHERS.