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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning **Jul 1**, 2011, and ending **Jun 30**, 2012

Name of foundation Wheelwright Scientific School Number and street (or P O box number if mail is not delivered to street address) C/O Anna Makos 81 State Street, PO Box 510 City or town Newburyport State ZIP code MA 01950		A Employer identification number 04-6004390 B Telephone number (see the instructions) (978) 462-2344 C If exemption application is pending, check here ► <input type="checkbox"/> D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>																																																																																																	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change																																																																																																			
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																																																																																																			
I Fair market value of all assets at end of year <i>(from Part II, column (c), line 16)</i> ► \$ 3,342,125.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____																																																																																																	
Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>																																																																																																			
(a) Revenue and expenses per books (b) Net investment income (c) Adjusted net income (d) Disbursements for charitable purposes (cash basis only)																																																																																																			
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P 16

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
A S S E T S	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	207,199.	395,747.	395,747.
	3	Accounts receivable			
		Less, allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) L-10b Stmt	1,738,367.	1,551,353.	2,078,093.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt	832,706.	832,706.	868,285.
	11	Investments – land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	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)	2,778,272.	2,779,806.	3,342,125.
L I A B I L I T I E S	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	2,778,272.	2,779,806.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	2,778,272.	2,779,806.	
	31	Total liabilities and net assets/fund balances (see instructions)	2,778,272.	2,779,806.	

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	2,778,272.
2	Enter amount from Part I, line 27a	2	1,534.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,779,806.
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	2,779,806.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Publicly traded securities					
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 462,416.		397,648.	64,768.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))		
a			64,768.		
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	64,768.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	141,702.	3,249,232.	0.043611
2009	160,203.	3,110,331.	0.051507
2008	200,852.	3,072,564.	0.065370
2007	219,178.	3,831,184.	0.057209
2006	268,581.	3,960,062.	0.067822

2 Total of line 1, column (d) 2 0.285519

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 0.057104

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 3,277,014.

5 Multiply line 4 by line 3 5 187,131.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,169.

7 Add lines 5 and 6 7 188,300.

8 Enter qualifying distributions from Part XII, line 4 8 125,329.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1	(attach copy of letter if necessary - see instrs)	1	2,337.
Date of ruling or determination letter _____			
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, column (b)	2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3 Add lines 1 and 2	4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	2,337.
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 pmts and 2010 overpayment credited to 2011 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld	6a	5,172.
7 Total credits and payments Add lines 6a through 6d			
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 ► 2,835. Refunded	10	11	2,835.
► 2,835. Refunded			

Part VII-A Statements Regarding Activities

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b		
5	X	
6	X	
7	X	
8a		
8b	X	
9	X	
10	X	

1 a 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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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

c Did the foundation file Form 1120-POL for this year?

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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
 b If 'Yes,' has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If 'Yes,' attach the statement required by General Instruction T

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____
MA - Massachusetts

b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation

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

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

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?	13	X
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>Anna Makos</u> Telephone no ► <u>(978) 462-2344</u> Located at ► <u>81 State Street</u> <u>Newburyport</u> <u>MA</u> ZIP + 4 ► <u>01950</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	□
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes X
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► □	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years ► <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? 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)?

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?

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

5b

6b X

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
John W. Pramberg P.O. Box 455 Newburyport MA 01950	Trustee 2.00	6,400.	0.	0.
John C. Elwell 266 High Street Newburyport MA 01950	Trustee 2.00	9,400.	0.	0.
Peter DeMaranyville 4 Adams Street Newburyport MA 01950	Trustee 2.00	6,400.	0.	0.
See Information about Officers, Directors, Trustees, Etc		25,200.	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				
0				
0				
0				
0				

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		

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

None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	_____	
2	_____	
All other program-related investments See instructions		
3	_____	
Total. Add lines 1 through 3 ►		

All other program-related investments See instructions

Total. Add lines 1 through 3

BAA

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

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

1a	3,061,212.
1b	265,706.
1c	0.
1d	3,326,918.
1e	
2	
3	3,326,918.
4	49,904.
5	3,277,014.
6	163,851.

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

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

1	163,851.
2a	2,337.
2b	
2c	2,337.
3	161,514.
4	
5	161,514.
6	
7	161,514.

Part XII Qualifying Distributions (see instructions)

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

1a	125,329.
1b	
2	
3a	
3b	
4	125,329.
5	0.
6	125,329.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				161,514.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006 79,512.				
b From 2007 36,588.				
c From 2008 49,072.				
d From 2009 5,639.				
e From 2010 0.				
f Total of lines 3a through e 170,811.				
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 125,329.				
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 125,329.				
e Remaining amount distributed out of corpus 0.				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a)) 36,185.				36,185.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 134,626.				
b Prior years' undistributed income Subtract line 4b from line 2b 0.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions 0.				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions 0.				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 0.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) 43,327.				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 91,299.				
10 Analysis of line 9				
a Excess from 2007 36,588.				
b Excess from 2008 49,072.				
c Excess from 2009 5,639.				
d Excess from 2010 0.				
e Excess from 2011 0.				

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

N/A

1 a	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				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2 a	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)(ii)				
(3)	Largest amount of support from an exempt organization				
(4)	Gross investment income				

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
None

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

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

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

John C. Elwell
266 High Street
Newburyport

MA 01950

(978) 462-8749

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

c Any submission deadlines
April 30th

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
Residents of Newburyport pursuing a field of study in engineering or basic science. See attached application.

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				
University of New Hampshire 11 Garrison Avenue Durham NH 03824		Public Charity	Tuition Scholarship	6,000.
Villanova 800 E. Lancaster Avenue Villanova PA 19085		Public Charity	Tuition Scholarship	6,000.
Gordon College 255 Grapevine Road Wenham MA 01984		Public Charity	Tuition Scholarship	6,000.
Merrimack College 315 Turnpike Street North Andover MA 01845		Public Charity	Tuition Scholarship	6,000.
Duquesne University PO Box 640094 Pittsburgh PA 15264		Public Charity	Tuition Scholarship	6,000.
Suffolk University 41 Temple Street Boston MA 02108		Public Charity	Tuition Scholarship	6,000.
Northeastern University 360 Huntington Avenue Boston MA 02115		Public Charity	Tuition Scholarship	3,000.
University of Vermont PO Box 1306 Williston VT 05495		Public Charity	Tuition Scholarship	6,000.
Brown University Box 1911 Providence RI 02912 See Line 3a statement		Public Charity	Tuition Scholarship	6,000.
				24,000.
Total			► 3a	75,000.
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) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	157.	
4 Dividends and interest from securities			14	78,617.	
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			18		64,768.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Settlement proceeds			14	2,356.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				81,130.	64,768.
13 Total. Add line 12, columns (b), (d), and (e)				13	145,898.
(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)
N/A	

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

2011**Name of the organization**Wheelwright Scientific School**Employer identification number**

04-6004390

Organization type (check one).**Filers of:**

Form 990 or 990-EZ

Section:

501(c)(____) (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year

► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990,
990EZ, or 990-PF.****Schedule B** (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Wheelwright Scientific School

Employer identification number

04-6004390

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Thomas Cook 157 Middle Road West Newbury MA 01985	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)

Name	Employer Identification Number
Wheelwright Scientific School	04-6004390
Asset Information:	
Description of Property	Publicly traded securities
Date Acquired.	How Acquired
Date Sold	Name of Buyer
Sales Price	462,416. Cost or other basis (do not reduce by depreciation)
Sales Expense:	397,648. Valuation Method
Total Gain (Loss)	64,768. Accumulation Depreciation. . .
Description of Property:	
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method:
Total Gain (Loss):	Accumulation Depreciation
Description of Property	
Date Acquired.	How Acquired.
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	Accumulation Depreciation
Description of Property	
Date Acquired	How Acquired:
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	Accumulation Depreciation
Description of Property	
Date Acquired.	How Acquired
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	Accumulation Depreciation
Description of Property	
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	Accumulation Depreciation
Description of Property	
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method:
Total Gain (Loss).	Accumulation Depreciation
Description of Property	
Date Acquired	How Acquired
Date Sold	Name of Buyer
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss):	Accumulation Depreciation

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Liability insurance</u>	842.	0.		842.
<u>Newspaper notification</u>	135.	0.		135.
<u>Office supplies</u>	190.	0.		190.
Total	1,167.	0.		1,167.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/>				
<u>Josiah Welch</u>	Trustee	9,400.	0.	0.
P.O. Box 6013	2.00			
Newburyport MA 01950				
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/>	Trustee	9,400.	0.	0.
<u>James G. Zafris, Jr.</u>				
264 High Street	2.00			
Newburyport MA 01950				
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/>	Trustee	9,400.	0.	0.
<u>Honorable Donna Holaday</u>				
C/O City Hall	2.00	6,400.	0.	0.
Newburyport MA 01950				
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/>	Trustee			

Total

25,200. 0. 0.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
<i>a Paid during the year</i> <u>McGill University</u> <u>845 Sherbrooke Street, West</u> <u>Montreal</u> <u>QC</u>				Person or Business <input checked="" type="checkbox"/> 6,000.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Continued

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
<i>a Paid during the year</i>				
<u>University of New England</u> <u>716 Stevens Avenue</u> <u>Portland ME 04103</u>		<u>Public</u>		Person or Business <input checked="" type="checkbox"/> <u>6,000.</u>
<u>University of British Columbia</u> <u>2016-1874 East Mall</u> <u>Vancouver BC</u>		<u>Public</u> <u>Charity</u>	<u>Tuition Schloarship</u>	Person or Business <input checked="" type="checkbox"/> <u>6,000.</u>
<u>University of Connecticut</u> <u>233 Glenbrook Road, Unit 400</u> <u>Storrs CT 06269</u>		<u>Public</u> <u>Charity</u>	<u>Tuition Scholarship</u>	Person or Business <input checked="" type="checkbox"/> <u>6,000.</u>

Total

24,000.Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Anna Makos	Bookkeeping	<u>6,000.</u>	<u>3,000.</u>		<u>3,000.</u>
Fritz DeGuglielmo LLC	Tax Returns	<u>2,404.</u>	<u>1,202.</u>		<u>1,202.</u>
Total		<u>8,404.</u>	<u>4,202.</u>		<u>4,202.</u>

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Seaward Management	Investment Management	<u>22,303.</u>	<u>20,073.</u>		<u>2,230.</u>
charles Schwab Instit	Custodial fees	<u>40.</u>	<u>20.</u>		<u>20.</u>
Total		<u>22,343.</u>	<u>20,093.</u>		<u>2,250.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See attached statement	1,551,353.	2,078,093.
Total	<u>1,551,353.</u>	<u>2,078,093.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
See attached statement	832,706.	868,285.
Total	<u>832,706.</u>	<u>868,285.</u>

SEAWARD MANAGEMENT
DATE TO DATE GAINS AND LOSSES
WHEELWRIGHT SCIENTIFIC SCHOOL
SCHWAB INSTITUTIONAL A/C XX82-8174
From 07-01-11 to 06-30-12

Security	07-01-11 Market Value	Additions Withdrawals	06-30-12 Market Value	06-30-12 Cost Basis	Realized Gain or Loss		Unrealized Gain or Loss	
					Cost	Market	Cost	Market
CASH AND EQUIVALENTS								
SCHWAB US TREAS	179,077.85	203,957.98	360,753.48	360,753.48				
MONEY FD					360,753.48	360,753.48		
	179,077.85							
COMMON STOCK								
MATERIALS								
BHP BILLITON LTD SPONSORED ADR	47,725.00	-1,100.00	32,650.00	19,442.46	0.00	0.00	13,207.54	-15,075.00
ECOLAB INC	0.00	-12,764.12	0.00	0.00	12,566.92	12,566.92	0.00	0.00
MONSANTO CO	43,590.00	-708.00	49,668.00	47,707.70	0.00	0.00	1,960.30	6,078.00
NEW COM								
NALCO HOLDING COMPANY COM	21,465.00	-21,729.70	0.00	0.00	1,746.00	238.45	0.00	0.00
POTASH CORP SASK INC COM	50,436.00	-42,698.88	0.00	0.00	18,911.93	-7,926.12	0.00	0.00
PRAXAIR INC	76,307.00	-1,470.00	76,111.00	54,082.37	0.00	0.00	22,028.62	-196.00
	239,523.00		158,429.00	121,232.53	33,224.85	4,879.25	37,196.47	-9,193.00
INDUSTRIALS								
ABB LTD ADR	78,240.00	-2,108.56	48,960.00	77,444.20	0.00	0.00	-28,484.20	-29,280.00
DANAHER CORP	0.00	21,116.15	20,832.00	21,116.15	0.00	0.00	-284.15	-284.15
DEERE & CO	0.00	37,417.95	40,435.00	37,852.95	0.00	0.00	2,582.05	2,582.05
GENERAL ELECTRIC	57,600.00	-58,165.79	0.00	0.00	-54,144.21	-1,354.21	0.00	0.00
ILLINOIS TOOL WKS INC	69,132.00	-1,704.00	63,468.00	67,574.00	0.00	0.00	-4,106.00	-5,664.00
RAYTHEON	25,055.00	-28,226.74	0.00	0.00	675.69	2,276.74	0.00	0.00
UNITED TECHNOLOGIES	81,117.00	-1,728.00	67,977.00	61,441.40	0.00	0.00	6,535.60	-13,140.00
	311,144.00		241,672.00	265,428.70	-53,468.52	922.53	-23,756.70	-45,786.10
CONSUMER DISCRETIONARY								
BORGWARNER INC COM	0.00	50,627.20	49,192.50	50,627.20	0.00	0.00	-1,434.70	-1,434.70
PETSMART INC	91,540.00	-39,331.56	88,634.00	29,972.95	18,464.56	6,270.56	58,661.05	29,133.00
STAPLES INC	43,780.00	-40,057.79	0.00	0.00	12,594.46	-3,997.21	0.00	0.00
WHIRLPOOL CORP	49,668.00	-41,781.28	0.00	0.00	-4,120.93	-8,486.72	0.00	0.00
	184,988.00		137,826.50	80,600.15	26,938.09	-6,213.37	57,226.35	27,698.30
CONSUMER STAPLES								
CVS CAREMARK CORPORATION	37,970.00	-39,271.34	0.00	0.00	3,307.86	1,051.34	0.00	0.00
PEPSICO INC	105,285.00	-3,123.75	105,990.00	43,738.45	0.00	0.00	62,251.55	705.00
PROCTER & GAMBLE	64,270.00	-2,137.00	61,250.00	10,374.41	0.00	0.00	50,875.59	-3,020.00
WAL MART STORES	53,510.00	-1,525.00	69,720.00	1,889.37	0.00	0.00	67,830.62	16,210.00
	261,035.00		236,960.00	56,002.23	3,307.86	1,051.34	180,957.77	13,895.00
HEALTHCARE								
ABBOTT LABS	79,650.00	-34,141.85	64,470.00	1,038.90	30,697.40	4,666.85	63,431.10	11,370.00
GILEAD SCIENCES INC COM	20,975.00	0.00	25,640.00	23,083.95	0.00	0.00	2,556.05	4,665.00
JOHNSON & JOHNSON COM	53,840.00	-1,856.00	54,048.00	44,512.00	0.00	0.00	9,536.00	208.00
MEDCO HEALTH SOLUTIONS COM	34,098.00	-38,514.63	0.00	0.00	13,749.68	4,416.63	0.00	0.00
MEDNAX INC COM	0.00	22,363.45	23,989.00	22,363.45	0.00	0.00	1,625.55	1,625.55
ROCHE HLDG LTD SPONSORED ADR	0.00	23,008.95	21,610.00	23,008.95	0.00	0.00	-1,398.95	-1,398.95
TEVA PHARMACEUTICAL IND'S LTD ADR	36,750.00	-727.61	29,580.00	35,326.90	0.00	0.00	-5,746.90	-7,170.00

SEAWARD MANAGEMENT
DATE TO DATE GAINS AND LOSSES
WHEELWRIGHT SCIENTIFIC SCHOOL
SCHWAB INSTITUTIONAL A/C XX82-8174
From 07-01-11 to 06-30-12

Security	07-01-11 Market Value	Additions Withdrawals	06-30-12 Market Value	06-30-12 Cost Basis	Realized Gain or Loss		Unrealized Gain or Loss	
					Cost	Market	Cost	Market
THERMO FISHER SCIENTIFIC INC	65,010.00	-130.00	51,910.00	46,971.40	0.00	0.00	4,938.60	-13,100.00
	290,323.00		271,247.00	196,305.55	44,447.08	9,083.48	74,941.45	-3,800.40
ENERGY								
ANADARKO PETE CORP COM	58,432.50	-270.00	49,650.00	31,130.03	0.00	0.00	18,519.97	-8,782.50
APACHE CORP	74,244.00	-372.00	52,734.00	39,858.30	0.00	0.00	12,875.70	-21,510.00
BAKER HUGHES INC	29,172.00	-240.00	16,440.00	34,290.10	0.00	0.00	-17,850.10	-12,732.00
EXXON MOBIL CORP	65,608.00	-1,584.00	68,456.00	30,894.00	0.00	0.00	37,562.00	2,848.00
SCHLUMBERGER	65,700.00	-581.25	48,682.50	65,487.50	0.00	0.00	-16,805.00	-17,017.50
	293,156.50		235,962.50	201,659.93	0.00	0.00	34,302.57	-57,194.00
FINANCIAL								
BANK MONTREAL QUE COM	51,472.00	-2,211.09	44,208.00	47,564.79	0.00	0.00	-3,356.79	-7,264.00
FRANKLIN RES INC	67,130.00	-1,520.00	55,495.00	48,203.47	0.00	0.00	7,291.53	-11,635.00
J P MORGAN CHASE & CO	20,790.00	18,797.95	35,730.00	42,046.90	0.00	0.00	-6,316.90	-4,532.95
METLIFE INC COM	35,504.00	-592.00	24,680.00	36,359.42	0.00	0.00	-11,679.42	-10,824.00
	174,896.00		160,113.00	174,174.58	0.00	0.00	-14,061.58	-34,255.95
INFORMATION TECHNOLOGY								
ACCENTURE PLC IRELAND	66,957.00	-1,485.00	66,099.00	44,802.06	0.00	0.00	21,296.94	-858.00
ADOBE SYS INC COM	37,836.00	22,159.59	64,740.00	57,567.29	0.00	0.00	7,172.71	4,744.41
APPLE INC COM	68,652.00	0.00	116,800.00	60,017.47	0.00	0.00	56,782.53	48,148.00
CHECK POINT SOFTWARE ORD	39,725.00	0.00	34,713.00	20,712.08	0.00	0.00	14,000.92	-5,012.00
EMC CORP-MASS FISERV INC	83,490.00	0.00	76,890.00	46,435.90	0.00	0.00	30,454.10	-6,600.00
GOOGLE INC CL A	63,745.00	-60,306.69	0.00	0.00	8,532.05	-3,438.31	0.00	0.00
ORACLE CORP	52,102.80	0.00	58,007.00	57,284.34	0.00	0.00	722.66	5,904.20
QUALCOMM INC COM	79,320.00	-576.00	71,280.00	29,160.00	0.00	0.00	42,120.00	-8,040.00
	52,092.00	-805.50	50,112.00	42,294.10	0.00	0.00	7,817.90	-1,980.00
	543,919.80		538,641.00	358,273.24	8,532.05	-3,438.31	180,367.76	36,306.61
UTILITIES								
TRANSCANADA PIPELINES COM	52,776.00	-2,065.32	50,280.00	46,770.56	0.00	0.00	3,509.44	-2,496.00
	52,776.00		50,280.00	46,770.56	0.00	0.00	3,509.44	-2,496.00
INTERNATIONAL								
ISHARES INC MSCI BRAZIL	14,832.00	-13,809.45	0.00	0.00	1,786.25	-1,106.80	0.00	0.00
ISHARES TR MSCI EMERG MKT	43,344.00	13,055.26	46,962.00	50,905.75	0.00	0.00	-3,943.75	-10,415.65
	58,176.00		46,962.00	50,905.75	1,786.25	-1,106.80	-3,943.75	-10,415.65
COMMON STOCK Total	2,409,937.30		2,078,093.00	1,551,353.22	64,767.66	5,178.12	526,739.78	-85,241.19
CORPORATE BONDS								
INTERNATIONAL BUSINESS MACHS 4 750% Due 11-29-12	105,652.00	-4,750.00	101,848.00	106,067.00	0.00	0.00	-4,219.00	-3,804.00
BOEING CO 5 125% Due 02-15-13	106,741.00	-5,125.00	102,729.00	104,786.00	0.00	0.00	-2,057.00	-4,012.00
PEPSICO INC 3 750% Due 03-01-14	106,594.00	-3,750.00	104,899.00	100,981.00	0.00	0.00	3,918.00	-1,695.00

SEAWARD MANAGEMENT
DATE TO DATE GAINS AND LOSSES
WHEELWRIGHT SCIENTIFIC SCHOOL
SCHWAB INSTITUTIONAL A/C XX82-8174
From 07-01-11 to 06-30-12

Security	07-01-11 Market Value	Additions Withdrawals	06-30-12 Market Value	06-30-12 Cost Basis	Realized Gain or Loss		Unrealized Gain or Loss	
					Cost	Market	Cost	Market
CHEVRON CORPORATION 3.950% Due 03-03-14	107,643.00	-3,950.00	105,501.00	99,831.00	0.00	0.00	5,670.00	-2,142.00
HEWLETT PACKARD CO 4.750% Due 06-02-14	54,497.50	-2,375.00	52,864.50	52,679.50	0.00	0.00	185.00	-1,633.00
EMERSON ELEC CO 5.000% Due 12-15-14	111,399.00	-5,000.00	109,849.00	106,107.00	0.00	0.00	3,742.00	-1,550.00
BAXTER INTL INC 4.625% Due 03-15-15	54,724.00	-2,312.50	55,011.00	52,373.00	0.00	0.00	2,638.00	287.00
CISCO SYS INC 5.500% Due 02-22-16	113,505.00	-5,500.00	116,039.00	104,151.00	0.00	0.00	11,888.00	2,534.00
UNITED TECHNOLOGIES CORP 5.375% Due 12-15-17	113,928.00	-5,375.00	119,544.00	105,730.00	0.00	0.00	13,814.00	5,616.00
	874,683.50		868,284.50	832,705.50	0.00	0.00	35,579.00	-6,399.00
TOTAL PORTFOLIO	3,463,698.65		3,307,130.98	2,744,812.20	64,767.66	5,178.12	562,318.78	-91,640.19

**APPLICATION TO THE TRUSTEES
OF THE
WHEELWRIGHT SCIENTIFIC SCHOOL**

Student's Name _____ Social Security # _____

Address _____

Date of Birth _____ Home phone _____ Cell phone _____

E-mail address _____

Name and address of parents or guardian _____

I respectfully make application for assistance to obtain a Scientific Education at:

Name and address of University:

I desire to attend the above-named University for the following reasons: _____

My major will be: _____

Educational Expenses: **Tuition:** **\$** _____

Room and Board \$ _____

Books, materials, etc. \$ _____

Books, materials, etc. \$ _____

Total \$ _____

Please attach a copy of your High School Transcript

I am a Protestant as understood by that term, and attend the _____

Church of which I am () am not () a member.

In preparing for college, I attended the following school _____

of which is principal.

List names and amounts of scholarships or grants that you will be applying for or have already received:

I submit the following three names of people who have provided written letters of reference on my behalf. One of the references must be the minister of the church which you attend.

#1 _____ #2 _____ #3 _____

Please attach and return the 3 written references along with this application.

In making this application, I agree that, if accepted as a beneficiary of the Wheelwright Scientific School, I will pursue a course in engineering or the basic sciences; that I will notify the Secretary of the Wheelwright Scientific School at the end of each college year of my final grades or markings for the year, and furnish the Secretary with a list of my studies for the coming year; and that I will notify said Secretary promptly of any changes in my courses of study that in any way may diminish the emphasis on science. I understand and agree that any failure on my part to comply with either or all of the foregoing requirements will mean automatic cancellation of the Wheelwright Scholarship. I understand that the tuition payment for the upcoming semester is paid only after the Secretary receives a bill for tuition and a transcript of grades for the previous semester.

Signature of Applicant _____ Date _____

Part 2 – to be completed by the Principal or Headmaster

Will you please give the standing of _____ while at your school, as to:

Character _____

Scholarship (average rank by years) _____

General Department _____

Do you regard him as deserving and meritorious? _____

Signature _____

Important Notice

This application must be completed in detail by the applicant and must be returned to the Clerk of the Wheelwright Scientific School before April 20, 2011 at 81 State Street, Newburyport, MA 01950 in order to receive consideration.

CHECKLIST:

- COMPLETED APPLICATION
- COPY OF HIGH SCHOOL TRANSCRIPT
- THREE (3) LETTERS OF REFERENCE INCLUDING 1 FROM YOUR MINISTER