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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 JUL 1, 2011, and ending JUN 30, 2012

Name of foundation <b>EDWARD S &amp; WINIFRED G MOSELEY FOUNDATION</b>		A Employer identification number <b>74-3201002</b>
Number and street (or P O box number if mail is not delivered to street address) <b>SEAWARD MGMT LP, 265 FRANKLIN ST 20FL</b>	Room/suite	B Telephone number <b>617-224-1900</b>
City or town, state, and ZIP code <b>BOSTON, MA 02110-3199</b>		C If exemption application is pending, 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		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) <b>\$ 17,993,056.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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					
4 Dividends and interest from securities		485,837.	485,837.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-579,988.			
b Gross sales price for all assets on line 6a <b>1,808,963.</b>					
7 Capital gain net income (from Part IV, line 2)			0.		
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					
12 Total. Add lines 1 through 11		-94,151.	485,837.		
13 Compensation of officers, directors, trustees, etc		16,000.	0.		16,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 2		3,236.	2,158.		1,078.
b Accounting fees STMT 3		4,970.	3,313.		1,657.
c Other professional fees STMT 4		91,821.	63,062.		28,759.
17 Interest					
18 Taxes STMT 5		6,764.	3,701.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		432.	0.		432.
22 Printing and publications		89.	0.		89.
23 Other expenses STMT 6		760.	260.		500.
24 Total operating and administrative expenses. Add lines 13 through 23		124,072.	72,494.		48,515.
25 Contributions, gifts, grants paid		865,800.			865,800.
26 Total expenses and disbursements. Add lines 24 and 25		989,872.	72,494.		914,315.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,084,023.			
b Net investment income (if negative, enter -0-)			413,343.		
c Adjusted net income (if negative, enter -0-)				N/A	

**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
<b>Assets</b>	1 Cash - non-interest-bearing	500.	37,724.	37,724.
	2 Savings and temporary cash investments	1,110,425.	765,724.	765,724.
	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			
	b Investments - corporate stock STMT 8	12,863,921.	11,828,331.	13,318,421.
	c Investments - corporate bonds STMT 9	2,775,664.	3,040,321.	3,178,136.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	551,871.	546,258.	693,051.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers)	17,302,381.	16,218,358.	17,993,056.	
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	17,302,381.	17,302,381.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	-1,084,023.		
30 <b>Total net assets or fund balances</b>	17,302,381.	16,218,358.		
31 <b>Total liabilities and net assets/fund balances</b>	17,302,381.	16,218,358.		

**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	17,302,381.
2 Enter amount from Part I, line 27a	2	-1,084,023.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	16,218,358.
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	16,218,358.

**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			
b <b>SEE ATTACHED STATEMENTS</b>			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e <b>1,808,963.</b>		<b>2,388,951.</b>	<b>-579,988.</b>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<b>-579,988.</b>

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	<b>-579,988.</b>
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	<b>N/A</b>

**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	<b>916,652.</b>	<b>17,132,845.</b>	<b>.053503</b>
2009	<b>639,325.</b>	<b>15,543,689.</b>	<b>.041131</b>
2008	<b>691,518.</b>	<b>15,146,477.</b>	<b>.045655</b>
2007	<b>749,633.</b>	<b>17,202,809.</b>	<b>.043576</b>
2006	<b>373,500.</b>	<b>15,095,627.</b>	<b>.024742</b>

2 Total of line 1, column (d)	2	<b>.208607</b>
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	<b>.041721</b>
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	<b>17,298,697.</b>
5 Multiply line 4 by line 3	5	<b>721,719.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>4,133.</b>
7 Add lines 5 and 6	7	<b>725,852.</b>
8 Enter qualifying distributions from Part XII, line 4	8	<b>914,315.</b>

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,133.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,133.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,133.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,400.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,400.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	267.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 267. Refunded <input type="checkbox"/>	11	0.	

**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
b 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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?		
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) <input checked="" type="checkbox"/> 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

N/A

**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 ► C. T. BARROW, SEAWARD MGMT LP Telephone no. ► (617) 224-1900 Located at ► 265 FRANKLIN ST 20FL, 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 checked="" type="checkbox"/> Yes <input 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 ► <input type="checkbox"/>	1b	X
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	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. ► , , ,		
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	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)?

☐ 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

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

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
CHRISTOPHER T BARROW	TRUSTEE			
SEAWARD MGMT LP, 265 FRANKLIN ST				
BOSTON, MA 02110	4.00	0.	0.	0.
ROGER D SCOVILLE	TRUSTEE			
SEAWARD MGMT LP, 265 FRANKLIN ST				
BOSTON, MA 02110	2.00	0.	0.	0.
ROBERT G HOWE	TRUSTEE			
311 E. MORSE BLVD, #6-21				
WINTER PARK, FL 32789	7.50	8,000.	0.	0.
KAY HOWE	TRUSTEE			
311 E. MORSE BLVD, #6-21				
WINTER PARK, FL 32789	7.50	8,000.	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

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1	
SEE STATEMENT 11	0.
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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**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	16,692,530.
b	Average of monthly cash balances	1b	869,599.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	17,562,129.
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	17,562,129.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	263,432.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,298,697.
6	Minimum investment return. Enter 5% of line 5	6	864,935.

**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	864,935.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,133.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,133.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	860,802.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	860,802.
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	860,802.

**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	914,315.
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	914,315.
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	4,133.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	910,182.

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7				860,802.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008				
<b>d</b> From 2009				
<b>e</b> From 2010				37,625.
<b>f</b> Total of lines 3a through e	37,625.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ 914,315.				
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				860,802.
<b>e</b> Remaining amount distributed out of corpus	53,513.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	91,138.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	91,138.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007				
<b>b</b> Excess from 2008				
<b>c</b> Excess from 2009				
<b>d</b> Excess from 2010				37,625.
<b>e</b> Excess from 2011				53,513.



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
<b>a Paid during the year</b>				
ACTION, INC 180 MAIN STREET GLOUCESTER, MA 01930	NONE	501(C)(3)	COMPASS YOUTH PROGRAM	15,000.
ANNA JAQUES HOSPITAL 25 HIGHLAND AVENUE NEWBURYPORT, MA 01950	NONE	509(A)(1)	ZEISS SCOPE ADAPTER	25,000.
BEVERLY CHILDREN'S LEARNING CENTER INC 600 CUMMINGS CENTER, SUITE 171X BEVERLY, MA 01915	NONE	501(C)(3)	PURCHASE OF NEW PASSENGER VAN	25,000.
BLESSED STEPHEN BELLESINI O.S.A. ACADEMY 94 BRADFORD STREET LAWRENCE, MA 01840	NONE	509(A)(1)	2012 SUMMER PROGRAM	10,000.
BOAT CAMP NATURE SCHOOL 54R MERRIMAC STREET NEWBURYPORT, MA 01950	NONE	501(C)(3)	2012 SUMMER PROGRAM	4,300.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>865,800.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

## 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
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
<b>1</b>	Program service revenue:					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities			<b>14</b>	<b>485,837.</b>	
<b>5</b>	Net rental income or (loss) from real estate:					
<b>a</b>	Debt-financed property					
<b>b</b>	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			<b>14</b>	<b>-579,988.</b>	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue:					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal. Add columns (b), (d), and (e)		<b>0.</b>		<b>-94,151.</b>	<b>0.</b>
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)					<b>-94,151.</b>

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

### Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

## Part XVII

### Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |          |  | Yes   | No |
|----------|--|-------|----|
| <b>1</b> | 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?  |       |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |    |
|          | (1) Cash   | 1a(1) | X  |
|          | (2) Other assets   | 1a(2) | X  |
| <b>b</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  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| <b>d</b> | 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: 7/19/12

TRUSTEE

May the IRS discuss this return with the preparer

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

E.H.KFOURY, CPA

Preparer's signature

E. H. KFOURY, CPA

Date

07/18/12

Check ☐ self-employed

PTIN
------

P00004533

Firm's name ▶ **EARLENE D BAKERMAN CPA**

Firm's EIN ► 22-2674480

Firm's address ► 865 TURNPIKE STREET  
NORTH ANDOVER, MA 01845-6139

Phone no. 978-691-5115

**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
BOYS AND GIRLS CLUB OF GREATER LOWELL 657 MIDDLESEX STREET LOWELL, MA 01851	NONE	501(C)(3)	2011 SUMMER PROGRAM	10,000.
BOYS AND GIRLS CLUB OF GREATER LOWELL 657 MIDDLESEX STREET LOWELL, MA 01851	NONE	501(C)(3)	HEALTHY HABITS 2012-2013	10,000.
BOYS AND GIRLS CLUB OF LOWER MERRIMACK VALLEY 18 MAPLE STREET SALISBURY, MA 01952	NONE	501(C)(3)	MENTORING, BULLY, GIRLS ONLY PROGRAMS AND SUMMER PROGRAM	50,000.
COR UNUM MEAL CENTER - ST PATRICK'S PARISH 118 SOUTH BROADWAY LAWRENCE, MA 01843	NONE	501(C)(3)	COR UNUM MEAL CENTER	25,000.
ENDICOTT COLLEGE 376 HALE STREET BEVERLY, MA 01915	NONE	509(A)(1)	KEYS TO DEGREES: SINGLE PARENT PROGRAM	25,000.
ESSEX COUNTY COMMUNITY FOUNDATION 175 ANDOVER STREET, SUITE 101 DANVERS, MA 09123	NONE	501(C)(3)	SUPPORT FOR 2012 YOUTH AT RISK CONFERENCE	3,000.
G.A.R. MEMORIAL LIBRARY 490 MAIN STREET WEST NEWBURY, MA 01985	NONE	509(A)(1)	PURCHASE MUSEUM PASSES FOR CHILDREN	2,500.
HAWC - HEALING ABUSE WORKING FOR CHANGE 27 CONGRESS STREET, SUITE 201 SALEM, MA 01970	NONE	501(C)(3)	PARENT CHILD TRAUMA RECOVERY PROGRAM	50,000.
JEANNE GEIGER CRISIS CENTER INC TWO HARRIS STREET NEWBURYPORT, MA 01950	NONE	501(C)(3)	DOMESTIC VIOLENCE HIGH RISK TEAM NETWORK	25,000.
JOURNEYS OF HOPE INC P.O. BOX 937 SALEM, MA 01970	NONE	501(C)(3)	JOURNEYS OF HOPE HOMELESS YOUNG ADULT DAY PROGRAM	7,000.
<b>Total from continuation sheets</b>				<b>786,500.</b>

**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
KIPP ACADEMY OF LYNN 25 BESSOM STREET LYNN, MA 01902	NONE	501(C)(3)	MORE TIME PROGRAM	50,000.
NORTEHRN ESSEX COMMUNITY COLLEGE 100 ELLIOTT STREET HAVERHILL, MA 01830	NONE	501(C)(3)	STEM COLLEGE FOR KIDS	10,000.
NOTRE DAME HIGH SCHOOL 207 HAMPSHIRE STREET LAWRENCE, MA 01841	NONE	501(C)(3)	15 PASSENGER VAN	25,000.
OUR NEIGHBORS' TABLE P.O. BOX 592, 145 MAIN STREET AMESBURY, MA 01913	NONE	509(A)(1)	FOOD PANTRY/GENERAL OPERATING	20,000.
PATHWAYS FOR CHILDREN INC 29 EMERSON AVENUE GLOUCESTER, MA 01930	NONE	501(C)(3)	INFANT AND TODDLERS PROGRAM AND THE ADOLESCENT PARENT	20,000.
PHILLIPS ACADEMY 180 MAIN STREET ANDOVER, MA 01810	NONE	501(C)(3)	PALS AND ABL - TWO SUMMER PROGRAMS	15,000.
PREGANANCY CARE CENTER OF THE MERRIMACK VALLEY INC 496 MAIN STREET HAVERHILL, MA 01835	NONE	501(C)(3)	COUNSELING, EDUCATION AND MATERIAL SERVICES	15,000.
PINGREE SCHOOL 537 HIGHLAND STREET SOUTH HAMILTON, MA 01982	NONE	501(C)(3)	PREP @ PINGREE	15,000.
RAW ART WORKS (RAW) 37 CENTRAL SQUARE LYNN, MA 01901	NONE	501(C)(3)	FREE ARTS GROUPS FOR ELEMENTARY AND MIDDLE SCHOOL CHILDREN	10,000.
PETTENGILL HOUSE INC P.O. BOX 5551, 13 LAFAYETTE RD SALISBURY, MA 01952	NONE	501(C)(3)	TO SUPPORT AT-RISK CHILDREN AND THEIR FAMILIES ADDRESSING BASIC NEEDS, SAFETY, HEALTH EDUCATION AND	50,000.
<b>Total from continuation sheets</b>				



**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
PLUMMER HOME FOR BOYS 37 WINTER ISLAND ROAD SALEM, MA 01970	NONE	501(C)(3)	PREPAREDNESS AND HEALTH AND WELLNESS PROGRAMMING	25,000.
YMCA OF GREATER LAWRENCE 38 LAWRENCE STREET LAWRENCE, MA 01840	NONE	501(C)(3)	SUMMER ECONOMIC EMPOWERMENT PROJECT	10,000.
YMCA OF NORTH SHORE (SALEM YMCA) 245 CABOT STREET BEVERLY, MA 01915	NONE	501(C)(3)	MEDIA VOCATIONAL TRAINING CENTER SERVING SALEM YMCA TEENS	25,000.
THE FOOD PROJECT INC 10 LEWIS STREET LINCOLN, MA 01773	NONE	501(C)(3)	GROWING TOGETHER: CULTIVATING HEALTHY SCHOOL COMMUNITIES	15,000.
GREATER LAWRENCE FAMILY HEALTH CENTER 34 HAVERHILL STREET LAWRENCE, MA 01840	NONE	501(C)(3)	LAWRENCE FAMILY MEDICAL RESIDENCY	25,000.
IRONSTONE FARM (CHALLENGE UNLIMITED) 450 LOWELL STREET ANDOVER, MA 01810	NONE	501(C)(3)	HAVERHILL ALTERNATE SCHOOL PROGRAM	5,000.
LA VIDA INC 40 GREEN STREET LYNN, MA 01902	NONE	501(C)(3)	LA VIDA SCHOLARS	20,000.
LAWRENCE COMMUNITY WORKS 168 NEWBURY STREET LAWRENCE, MA 01841	NONE	501(C)(3)	MOVEMENT CITY YOUTH NETWORK - LEADING MOVEMENT	30,000.
LAWRENCE FAMILY DEVELOPMENT & EDUCATION FUND, INC 34 WEST STREET LAWRENCE, MA 01841	NONE	501(C)(3)	YOUTHBUILD-LAWRENCE PROGRAM	65,000.
LAZARUS HOUSE MINISTRIES P.O. BOX 408 LAWRENCE, MA 01842	NONE	501(C)(3)	BREAKING THE CYCLE OF POVERTY THROUGH EDUCATION AND JOB TRAINING	25,000.
<b>Total from continuation sheets</b>				

**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
MERRIMACK VALLEY YMCA 101 AMESBURY STREET, 4TH FLOOR LAWRENCE, MA 01840	NONE	501(C)(3)	ACTIVE ACHIEVERS! : AN AFTERSCHOOL INITIATIVE TO PROMOTE FITNESS, NUTRITION AND ACADEMIC ACHIEVEMENT	20,000.
MERRIMACK VALLEY YMCA LAWRENCE 101 AMESBURY STREET, 4TH FLOOR LAWRENCE, MA 01840	NONE	501(C)(3)	SMART HOOPS AND CAMPERSHIPS	10,000.
NORTH SHORE COMMUNITY COLLEGE FOUNDATION, INC 1 FERNCROFT ROAD, DB-330 DANVERS, MA 01923	NONE	501(C)(3)	WOMEN IN TRANSITION (WIT) & CHALLENGES, CHOICES AND CHANGE (CCC)	10,000.
NORTH SHORE COMMUNITY MEDIATION CENTER 100 CUMMINGS CENTER, SUITE 307-J BEVERLY, MA 01915	NONE	501(C)(3)	PEER MEDIATION AND CONFLICT RESOLUTION TRAINING PROGRAM	5,000.
OUR NEIGHBORS' TABLE P.O. BOX 592, 145 MAIN STREET AMESBURY, MA 01913	NONE	501(C)(3)	FOOD PANTRY PROGRAMS	15,000.
PENTUCKET REGIONAL SCHOLARSHIP FOUNDATION P.O. BOX 36 GROVELAND, MA 01834	NONE	501(C)(3)	FOUNDERS' SCHOLARSHIP IN THE MOSELEY'S MEMORY THAT WAS ESTABLISHED IN '08	20,000.
ST. JOSEPH'S FOOD PANTRY (HARVEST OF HOPE) P.O. BOX 876, 13 FRANKLIN STREET SALEM, MA 01970	NONE	501(C)(3)	FOOD PANTRY OPERATIONS	5,000.
TURNING POINT, INC 5 PERRY WAY, P.O. BOX 548 NEWBURYPORT, MA 01950	NONE	501(C)(3)	PROJECT "SPRUCE UP" - HOW TO MAKE A SHELTER A HOME	15,000.
UP WITH MUSIC 1213 SALEM STREET NORTH ANDOVER, MA 01845	NONE	501(C)(3)	COMMUNITY STRINGS	4,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - PETTENGILL HOUSE INC

TO SUPPORT AT-RISK CHILDREN AND THEIR FAMILIES ADDRESSING BASIC NEEDS,  
SAFETY, HEALTH EDUCATION AND WELL BEING

NAME OF RECIPIENT - MERRIMACK VALLEY YMCA

ACTIVE ACHIEVERS!: AN AFTERSCHOOL INITITATIVE TO PROMOTE FITNESS,  
NUTRITION AND ACADEMIC ACHIEVEMENT IN LAWRENCE YOUTH

**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	1000 CISCO SYSTEMS INC	P	03/12/07	08/17/11
b	2000 CISCO SYSTEMS INC	P	02/27/08	08/17/11
c	4100 CISCO SYSTEMS INC	P	07/30/08	08/17/11
d	1466 CISCO SYSTEMS INC	P	07/22/08	08/17/11
e	15000 GENERAL ELECTRIC	P	07/12/06	08/17/11
f	750 COVIDIEN PLC	P	07/12/06	12/19/11
g	1000 PROCTER & GAMBLE	P	07/12/06	12/19/11
h	2500 URS CORP	P	08/24/07	12/19/11
i	500 URS CORP	P	11/14/07	12/19/11
j	2944 ENCANA CORP	P	07/12/06	02/02/12
k	250000 KIMBERLY CLARK CORP 5.625%	P	06/13/07	02/15/12
l	1000 3M CO	P	07/12/06	02/24/12
m	1500 CANON INC	P	03/12/07	02/24/12
n	500 CANON INC	P	02/27/08	02/24/12
o	1500 PROCTER & GAMBLE	P	07/12/06	02/24/12

(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 15,670.		26,150.	-10,480.
b 31,339.		49,240.	-17,901.
c 64,246.		91,143.	-26,897.
d 22,972.		31,982.	-9,010.
e 241,795.		496,650.	-254,855.
f 32,452.		26,093.	6,359.
g 65,339.		56,920.	8,419.
h 86,848.		126,127.	-39,279.
i 17,370.		28,583.	-11,213.
j 57,256.		79,628.	-22,372.
k 250,000.		249,430.	570.
l 87,968.		73,030.	14,938.
m 67,637.		80,596.	-12,959.
n 22,546.		23,410.	-864.
o 100,018.		85,380.	14,638.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-10,480.
b			-17,901.
c			-26,897.
d			-9,010.
e			-254,855.
f			6,359.
g			8,419.
h			-39,279.
i			-11,213.
j			-22,372.
k			570.
l			14,938.
m			-12,959.
n			-864.
o			14,638.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8 }

3

**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	20000 GENERAL ELECTRIC	P	07/12/06	04/09/12
b	7000 BARRICK GOLD CORP	P	04/25/07	05/08/12
c	BANK OF AMERICA CLASS ACTION PROCEEDS	P		09/23/11
d	MCKESSON SECURITIES CLASS ACTION PROCEEDS	P		06/12/12
e	FROM K-1 KINDER MORGAN ENERGY	P		
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 381,358.		662,200.	-280,842.
b 255,916.		202,389.	53,527.
c 163.			163.
d 43.			43.
e 281.			281.
f 7,746.			7,746.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-280,842.
b			53,527.
c			163.
d			43.
e			281.
f			7,746.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	-579,988.
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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FROM K-1 KINDER MORGAN ENERGY PARTNERS	630.	0.	630.
STATE STREET BANK-NOMINEE	492,953.	7,746.	485,207.
TOTAL TO FM 990-PF, PART I, LN 4	493,583.	7,746.	485,837.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	3,236.	2,158.		1,078.
TO FM 990-PF, PG 1, LN 16A	3,236.	2,158.		1,078.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	4,970.	3,313.		1,657.
TO FORM 990-PF, PG 1, LN 16B	4,970.	3,313.		1,657.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEE	86,279.	57,520.		28,759.
CUSTODIAL FEES	5,488.	5,488.		0.
ADR FEE	54.	54.		0.
TO FORM 990-PF, PG 1, LN 16C	91,821.	63,062.		28,759.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	3,701.	3,701.		0.	
EXCISE TAX	3,063.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	6,764.	3,701.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT INTEREST EXP - FROM K-1 KINDER MORGAN ENERGY PTRS LP	260.	260.		0.	
FORM PC FILING FEE	500.	0.		500.	
TO FORM 990-PF, PG 1, LN 23	760.	260.		500.	

FOOTNOTES				STATEMENT	7
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## PART VIII

CHRISTOPHER T BARROW AND ROGER G SCOVILLE, TRUSTEES, ARE PRINCIPALS IN THE INVESTMENT FIRM OF SEAWARD MANAGEMENT. THEY EACH PROVIDE INVESTMENT MANAGEMENT AND HAVE BEEN COMPENSATED FOR THEIR INVESTMENT SERVICES IN ACCORDANCE WITH THE COMPANY'S STANDARD RATE SCHEDULE.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3M CO	511,210.	627,200.
ABB LTD SPONSORED ADR	112,918.	65,280.
ABBOTT LABORATORIES	594,518.	859,579.
ADOBE SYSTEMS INC	99,145.	97,110.
AMGEN	132,560.	145,820.
APPLE INC	281,768.	584,000.
AUTOMATIC DATA PROCESSING	161,702.	222,640.
BARRICK GOLD CORP	0.	0.
BAXTER INTERNATIONAL	65,678.	94,820.
BECTON DICKINSON & CO	169,742.	149,500.
CANON INC SPONS	0.	0.
CHECKPOINT SOFTWARE TECH	139,892.	173,565.
CHUBB	261,050.	383,761.
CISCO SYSTEMS INC	210,370.	171,700.
COCA COLA CO	176,803.	316,670.
CONOCOPHILIPS	410,941.	441,452.
COVIDEN PLC	0.	0.
CVS/CAREMARK	188,651.	233,650.
DANAHER CORP	149,049.	208,320.
DIAGEO PLC ADR	208,356.	309,210.
DU PONT EI DE NEMOURS	398,298.	517,382.
EDWARDS LIFESCIENCES CORP	33,980.	144,620.
EMC COR MASS	259,434.	502,348.
ENCANA CORP	0.	0.
EXXON MOBIL CORP	670,005.	898,485.
FRANKLIN RESOURCES	103,414.	110,990.
GENERAL ELECTRIC	1,655,500.	1,042,000.
GOOGLE INC	116,560.	116,014.
INTEL CORP	173,160.	207,870.
ISHARES MSCI EMERGING MKTS INDEX	123,810.	117,405.
MCDONALDS CORP	115,668.	177,060.
MORGAN STANLEY AISA PACIFIC	199,570.	136,900.
PEPSICO INC	186,145.	211,980.
PLUM CREEK TIMBER CO	149,449.	158,800.
POTASH CORP SASK INC	189,100.	218,450.
PRAXAIR INC	140,883.	195,714.
PROCTER & GAMBLE	654,580.	704,375.
RAYTHEON CO	208,525.	226,360.
RIO TINTO PLC ADR	139,842.	133,868.
SCHLUMBERGER	210,078.	155,784.
STAPLES INC	167,706.	96,570.
TEVA PHARM INDS ADR	161,838.	118,320.
THERMO FISHER SCIENTIFIC INC	162,348.	155,730.
TRANSCANADA CORP	267,910.	293,300.
UNION PACIFIC CORP	117,678.	238,620.
UNITED TECHNOLOGIES CORP	121,143.	128,401.
URS CORP	0.	0.



WELLS FARGO & CO	174,155.	167,200.
BORGWARNER INC	189,302.	196,770.
DEERE & CO	148,361.	161,740.
PHILLIPS 66-W/I	129,577.	131,298.
QUALCOMM INC	125,972.	139,200.
BHP BILLITON LTD ADR	220,766.	195,900.
TORONTO DOMINION BANK	239,221.	234,690.

TOTAL TO FORM 990-PF, PART II, LINE 10B	11,828,331.	13,318,421.
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FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3M COMPANY MTN 4.375%, 8/15/13	200,588.	208,928.
BANK OF AMERICA CORP 5.125%, 11/15/14	250,185.	260,758.
BAXTER INTL INC. 4.625%, 3/15/15	254,450.	275,055.
CISCO COMPANY MTN 4.375% 8/15/13	253,643.	290,098.
DUKE ENERGY CORP 5.625%, 11/30/12	262,767.	255,050.
EMERSON ELEC CO 4.5%, 5/1/13	199,412.	206,362.
GEN DYNAMICS CORP 5.375%, 8/15/15	255,398.	283,798.
GENERAL ELECTRIC, 5%, 2/1/13	252,255.	256,393.
KIMBERLY CLARK CORP 5.625%, 2/15/12	0.	0.
PACCAR INC 6.875%, 2/15/14	206,640.	219,354.
PEPSICO INC. 4.65%, 2/15/13	97,636.	102,569.
POTASH CORP	100,262.	107,035.
WALT DISNEY CO 4.7%, 12/1/12	192,998.	203,426.
GOLDMAN SACHS FROUP 3.7%	253,742.	252,210.
JP MORGAN CHASE & CO 3.15%	260,345.	257,100.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,040,321.	3,178,136.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
KINDER MORGAN ENERGY PARTNERS LP	COST	110,969.	235,740.
VANGUARD GNMA FUND	COST	46,444.	47,609.
VANGUARD INTM TERM INVT GRADE	COST	388,845.	409,702.
TOTAL TO FORM 990-PF, PART II, LINE 13		546,258.	693,051.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 11

## ACTIVITY ONE

THE EDWARD S & WINIFRED G MOSELEY FOUNDATION WAS CREATED TO PROVIDE FINANCIAL SUPPORT TO CHARITABLE ORGANIZATIONS WHICH ARE ENTITLED TO EXEMPTION UNDER SECTION 501(C)(3) OF THE IRS CODE OF 1986. THE FOUNDATION FURTHER LIMITS ITS SUPPORT TO ORGANIZATIONS WHICH FOSTER THE HEALTH, EDUCATION, SAFETY OR WELFARE OF CHILDREN, WITH PARTICULAR ATTENTION TO (BUT NOT LIMITED TO) ORGANIZATIONS, ORGANIZED AND OPERATING WITHIN THE GREATER BOSTON AREA. THE TRUSTEES FOCUS ON ORGANIZATIONS THAT SUPPORT FAMILIES AS WELL AS CHILDREN.

## EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

0.