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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation BABSON-WEBBER-MUSTARD FUND C/O JUDITH RHOME, TRUSTEE		A Employer identification number 04-2307820
Number and street (or P O box number if mail is not delivered to street address) 434 RED TOP ROAD		B Telephone number 508-258-0321
City or town, state, and ZIP code BREWSTER, MA 02631		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,691,159.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue			N/A	
1 Contributions, gifts, grants, etc., received				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	7,642.	7,642.		STATEMENT 1
4 Dividends and interest from securities	156,162.	156,162.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	185,359.			
b Gross sales price for all assets on line 6a	1,542,556.			
7 Capital gain net income (from Part IV, line 2)		185,359.		
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	349,163.	349,163.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	27,600.	0.		27,600.
14 Other employee salaries and wages	28,000.	0.		28,000.
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	1,675.	0.		1,675.
c Other professional fees	737.	737.		0.
17 Interest				
18 Taxes	13,581.	865.		3,201.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	1,870.	571.		1,299.
24 Total operating and administrative expenses. Add lines 13 through 23	73,463.	2,173.		61,775.
25 Contributions, gifts, grants paid	167,411.			167,411.
26 Total expenses and disbursements. Add lines 24 and 25	240,874.	2,173.		229,186.
27 Subtract line 26 from line 12	108,289.			
a Excess of revenue over expenses and disbursements		346,990.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	34,279.	45,051.	45,051.
	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 7	2,935,819.	2,779,689.	2,779,689.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	1,487,601.	1,866,419.	1,866,419.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	4,457,699.	4,691,159.	4,691,159.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	4,457,699.	4,691,159.		
31 Total liabilities and net assets/fund balances	4,457,699.	4,691,159.		

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	4,457,699.
2 Enter amount from Part I, line 27a	2	108,289.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	125,171.
4 Add lines 1, 2, and 3	4	4,691,159.
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	4,691,159.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b CAPITAL GAINS DIVIDENDS					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,540,134.		1,357,197.	182,937.		
b 2,422.			2,422.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a			182,937.		
b			2,422.		
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	185,359.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	225,099.	4,377,170.	.051426
2010	225,590.	4,241,810.	.053182
2009	234,273.	4,037,951.	.058018
2008	239,817.	4,462,031.	.053746
2007	256,415.	4,918,863.	.052129
2 Total of line 1, column (d)			2 .268501
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 .053700
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 4,648,706.
5 Multiply line 4 by line 3			5 249,636.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,470.
7 Add lines 5 and 6			7 253,106.
8 Enter qualifying distributions from Part XII, line 4			8 229,186.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	6,940.
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	6,940.
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	6,940.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,640.	
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	7,640.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	11.	
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	689.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐	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. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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

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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 ► JUDITH RHOME Telephone no. ► 508-238-0321 Located at ► 434 RED TOP ROAD, BREWSTER, MA ZIP+4 ► 02631			
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 2012, 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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 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? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.) 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 2012?	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
JUDITH RHOME	TRUSTEE			
434 RED TOP ROAD				
BREWSTER, MA 02631	2.50	9,200.	0.	0.
ROBERT S. HOFFMAN, III	TRUSTEE			
37 HOPEWELL FARM ROAD				
NATICK, MA 01760	2.50	9,200.	0.	0.
JESSE M. PUTNEY	TRUSTEE			
118 BROADSIDE ROAD				
WOLFEBORO, NH 03894	2.50	9,200.	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 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	4,609,977.
b	Average of monthly cash balances	1b	109,521.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,719,498.
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	4,719,498.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	70,792.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,648,706.
6	Minimum investment return. Enter 5% of line 5	6	232,435.

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	232,435.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,940.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,940.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	225,495.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	225,495.
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	225,495.

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	229,186.
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	229,186.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	229,186.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				225,495.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,533.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 229,186.				
a Applied to 2011, but not more than line 2a			1,533.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				225,495.
e Remaining amount distributed out of corpus	2,158.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,158.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,158.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	2,158.			

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 2012, enter the date of the ruling

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(i)(3) or ☐ 4942(i)(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)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

[illegible]

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

- ## 1 Information Regarding Foundation Managers:

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

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 or e-mail of the person to whom applications should be addressed:

JUDITH RHOME, 508-238-0321
434 RED TOP ROAD, BREWSTER, MA 02631

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

LETTER OR TELEPHONE

- c Any submission deadlines:

NO

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

LIMITED TO NEEDY RESIDENTS OF MASSACHUSETTS AT CHRISTMAS TIME

BABSON-WEBBER-MUSTARD FUND

Form 990-PF (2012)

C/O JUDITH RHOME, TRUSTEE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED LIST 165 VARIOUS ADDRESSES LOCAL TOWNS, MA 02631	UNRELATED		CASH AND EDUCATIONAL BOOKS FOR NEEDY INDIVIDUALS	84,911.
SEE ATTACHED LIST 33 VARIOUS ADDRESSES LOCAL TOWNS, MA 02631	UNRELATED	PUBLICLY SUPPORTED	CASH TO RELIGIOUS ORGS TO HELP THE NEEDY	82,500.
Total			3a	167,411.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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		
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	7,642.		
4 Dividends and interest from securities				14	156,162.		
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	185,359.		
9 Net income or (loss) from special events							
10 Gross profit or (loss) from sales of inventory							
11 Other revenue:							
a _____							
b _____							
c _____							
d _____							
e _____							
12 Subtotal. Add columns (b), (d), and (e)			0.		349,163.	0.	
13 Total. Add line 12, columns (b), (d), and (e)						349,163.	

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

Part XVI-B 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 |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| | a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| | b Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| | c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| | d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here  James T. Rhone 15/14/13  **TRUSTEE**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	JOEL ARONSON, CPA	JOEL ARONSON, CPA	05/08/13		P01375551
	Firm's name ▶ ALEXANDER, ARONSON, FINNING & CO., P.C.			Firm's EIN ▶ 04-2571780	
	Firm's address ▶ 21 EAST MAIN STREET WESTBORO, MA 01581			Phone no. 508-366-9100	

BABSON-WEBBER-MUSTARD FUND INDIVIDUAL LIST 2012
IDENTIFICATION #04-2307820

1 Mr. & Mrs.	Josiah	Aberle	29 Centennial Ave	Gloucester	MA	01930
2 Mr. & Mrs.	Sal	Aiello	176 Thatcher Road	Rockport	MA	01966
3	Elsa	Alava	5 Whitney St.	Shrewsbury	MA	01545
4	Dorothy	Allen	22 High St. #41	Brookline	MA	02445
5	Charlet	Allshouse	55 Farwell St. Apt. #7	Newtonville	MA	02460
6	James	Applebee	91 Prospect St.	Gloucester	MA	01930
7	Patricia	Arman	30 Mystic St.	Arlington	MA	02174
8	Heidi	Ayer	35 Broughton Road	Marblehead	MA	01945
9 Mr. & Mrs.	Viktor	Baburins	19 Highland Ave.	Waltham	MA	02453
10 Mr.	Walter	Bailey	25 Lyman St.	Waltham	MA	02452
11 Mr. & Mrs	Brian	Barbre	46 Summer St.	Gloucester	MA	01930
12	Bonnie	Barrish	88 Pleasant St.	Gloucester	MA	01930
13 Mr. & Mrs.	Ernie	Beauparlant	6 Beacon St.	Gloucester	MA	01930
14	Max	Beauchamp	60 Rexford St.	Mattapan	MA	02126
15	Crystal	Beninati	12 Harding Ave.	Waltham	MA	02453
16	Jackie	Birdsall	15 N. Main St. 2nd Floor	Natick	MA	01760
17 Mr. & Mrs.	Fred	Blankenship	226 Massachusetts Ave.	Boxborough	MA	01719
18	Sherry	Borge	66 Grove St.	Gloucester	MA	01930
19	Cindy	Brandner	7 South Kirby Street	Gloucester	MA	01930
20	Christine	Brown	131 Prospect St.	Gloucester	MA	01930
21	Matthew	Brown	65 Eastern Ave.	Essex	MA	01929
22 Mrs.	Patricia	Burlenson	600 Washington St.	Gloucester	MA	01930
23	Brandelyn	Burnham	3 Heritage Drive	Salem	MA	01970
24	Linda	Cain	143 Colburn Street	Westwood	MA	02090
25	Peter	Cameron	P.O. Box 3112	Gloucester	MA	01930
26 Mr. & Mrs.	David	Cantanzaro	108 Maplewood Rd.	Gloucester	MA	01930
27	Cheryl	Casey	30 Mystic Street	Arlington	MA	02474
28 Mr.	David	Castellucci	394 Washington St.	Gloucester	MA	01930
29 Mr. & Mrs.	Joseph	Castellucci	394 Washington St.	Gloucester	MA	01930
30	Vincie	Cassie	8 Sargent Street	Gloucester	MA	01930
31	Rufus	Collinson	10 Dale Ave.	Gloucester	MA	01930
32 Mrs.	Joanne	Contri	6 Washington Square	Gloucester	MA	01930
33	Carol	Copeland	27 Marathon Street	Arlington	MA	02474
34	Wayne	Corliss	3 Linden Road	Gloucester	MA	01930
35 Mr.	David	Cox	42A Dennison St.	Gloucester	MA	01930
36	Talia	Creary	19 French St.	Mattapan	MA	02186
37 Mr. & Mrs.	Joseph	Curcuro	36B Orchard St. (Basement apt.)	Gloucester	MA	01930

BABSON-WEBBER-MUSTARD FUND INDIVIDUAL LIST 2012
IDENTIFICATION #04-2307820

38	Mr. & Mrs.	Patricia	Decicco	109 Holt Street	Watertown	MA	02492
39		Glen	Deckert	19 Langsford Street	Gloucester	MA	01930
40		Lani	DeJesus	3 Summit Street	Gloucester	MA	01930
41		Marcy	Doma	16 Dickson Lane	Weston	MA	02493
42		Patricia	Doucette	26 Revere St.	Gloucester	MA	01930
43	Mr. & Mrs	Don	Dunbar	50 Agawam Village	Ipswich	MA	01938
44		Arlene	Durkee	190 Essex St.	Gloucester	MA	01930
45		Sally	Early	108 Cobblestone Lane	Gloucester	MA	01930
46		Jane	Edwards	35R School St.	Rockport	MA	01966
47		Judy	Edwards	30 Mystic St.	Arlington	MA	02174
48		Shari	Eklund	114 Overbrook Drive	Wellesley	MA	02481
49		Valerie	Elliot	24 School St.	Gloucester	MA	01930
50	Mr. & Mrs.	Ron	Estes	12 Webster St.	Gloucester	MA	01930
51		Jennifer	Eures	84 Curve Street	Dedham	MA	02062
52		Susie	Favazza	4 York Road	Gloucester	MA	01930
53	Mr.	Michael	Feener	16 Macomber Road	Gloucester	MA	01930
54		Tracy	Fisher	3 York Rd.	Gloucester	MA	01930
55	Mrs.	Christine	Fitzgerald	58 Parkerside Ave.	Braintree	MA	02184
56	Mr. & Mrs.	Jean	Fleurjuste	50 Dix St.	Waltham	MA	02453
57		William	Flygare	208A Washington Street	Gloucester	MA	01930
58		Pam	Fox	10 High Street	Rockport	MA	01966
59	Mr. & Mrs.	Mike	Francis	4 Sargent St. Ext.	Gloucester	MA	01930
60		Audrey	Freeman	145 Main Street 1st Floor	Maynard	MA	01754
61		Marilyn	Gahan	41 Chambers St. Apt. E	Needham	MA	02492
62		Michelle	Gandra	3 Columbus Square	Salem	MA	01970
63	Mr. & Mrs.	Doug	Germain	14 Lyndale Ave.	Gloucester	MA	01930
64		Kathy	Gibson	11 West Union Street	E. Bridgewater	MA	02333
65		Joanne	Gleason	1 School Street Apt. 313	Gloucester	MA	01930
66	Mr. & Mrs	Andy	Gonzales	37 Cleveland St. 2nd Floor	Gloucester	MA	01930
67		Linda	Gonzalez	3 Wilson Circle	Newton	MA	02461
68		Nicole	Green	80 Wood Ave. Apt. 2	Hyde Park	MA	02136
69		Loretta	Halliday	15 Spring Road	Arlington	MA	02476
70		Deb	Hardy	5 Cedar St.	Gloucester	MA	01930
71		Charlene	Harper	60 W. Central St.	Natick	MA	01760
72		Joan	Hawes	202 Heights at Cape Ann	Gloucester	MA	01930
73		Shirley	Henderson	72 Cedar Ave.	Natick	MA	01760
74	Mrs.	Henry	Hilton	91 Friend St.	Gloucester	MA	01930

BABSON-WEBBER-MUSTARD FUND INDIVIDUAL LIST 2012
IDENTIFICATION #04-2307820

75	Margaret	Hilton	88 Pleasant Street Apt. 112	Gloucester	MA	01930
76	Roxy	Holsher	174 East Main Street	Gloucester	MA	01930
77	Chista	Huit	43R South Street	Rockport	MA	01966
78 Mr. & Mrs.	Tali	Jamir	144 Hancock St.	Auburndale	MA	02466
79 Mr. & Mrs.	Robert	Johnsen	317 Washington St.	Gloucester	MA	01930
80 Mr. & Mrs.	Bryan	Johnson	P.O. Box 945	Gloucester	MA	01930
81	Hilda	Johnson	120 Granite Street	Rockport	MA	01966
82	Angela	Kaizer	34 Washington Green Apt. 1	East Walpole	MA	02032
83	Kim	Keefe	30 Mystic St.	Arlington	MA	02474
84	Linda	Lachowicz	104 Pleasant St. #1	Gloucester	MA	01930
85	Judith	Laris	1 Butler Ave.	Manchester	MA	01944
86	Thelma	Leary	41 Hardy Pond Rd.	Waltham	MA	02451
87 Mr. & Mrs.	Paul	Leavitt	33 Briarwood	Gloucester	MA	01930
88	Michelle	Leibensperger	5 Sadler St.	Gloucester	MA	01930
89 Mr & Mrs.	Jonathan	Lovelace	152 Atlantic Ave.	Gloucester	MA	01930
90 Mr & Mrs.	Ben	Lower	6 Brierwood St.	Gloucester	MA	01930
91 Mrs.	Roselene	Luma	115 Charles St.	Waltham	MA	02453
92	Jean	Lyons	50 Poplar Park	Gloucester	MA	01930
93	Linda	Marshall	1 Lynwood Ave.	Gloucester	MA	01930
94	Charlotte	McBrayer	104 Wellingtonhill St.	Mattapan	MA	02120
95	Debra	McBrayer	104 Wellingtonhill St.	Mattapan	MA	02120
96	Kathie	McElwain	704 Sandy Bay Estates	Rockport	MA	01966
97	Leslie	McFarland	23 Story St. 2A	Essex	MA	01929
98 Mrs.	Eleanor	McGregor	20 Riverside St. G-7	Watertown	MA	02472
99 Mr.	William	Melvin	461 Western Ave.	Gloucester	MA	01930
100 Mr. & Mrs.	Herb	Merrick	P.O. Box 2506	S. Hamilton	MA	01982
101 Mr & Mrs.	Frank	Miaskiewicz	23 Summer Street #2	Gloucester	MA	01930
102	Breana	Militello	29 East Main St.	Gloucester	MA	01930
103	Colleen	Moceri	2 Overlook Ave.	Gloucester	MA	01930
104 Mr.	Robert	Moore	45D Willowood Rd.	Gloucester	MA	01930
105 Mrs.	Marjorie	Morse	31 Gee Ave.	Gloucester	MA	01930
106	Sandi	Mountain	31 Prospect St.	Gloucester	MA	01930
107	Walter	Murphy	48 Harrison Ave.	Gloucester	MA	01930
108	Chabeli	Nadar	30 Mystic St.	Arlington	MA	02474
109 Mr. & Mrs	Jerry	Nelson	63 Myrtle St.	Norfolk	MA	02056
110	William	Newman	30 Mystic St.	Arlington	MA	02474
111 Mr.	Ron	Nilsson	P.O. Box 616	Gloucester	MA	01930

BABSON-WEBBER-MUSTARD FUND INDIVIDUAL LIST 2012
IDENTIFICATION #04-2307820

112	Gerry	Noble							
113	Mr & Mrs. Josh	Nochella		88 Pleasant St. Apt. 109	Gloucester	MA	01930		
114	Mrs. Rene	Young-O'Hanley		124R Centennial Ave.	Gloucester	MA	01930		
115	Amanda	Orlando		3 Young's Rd.	Gloucester	MA	01930		
116	Mr. & Mrs. Fred	Orozco		49 Sterns St.	Waltham	MA	02473		
117	Heidi	O'Shea		91 Lake St.	Waltham	MA	02451		
118	Mr. & Mrs. Doug	Parsons		16 King St.	Rockport	MA	01966		
119	Lori	Paterno		1067 Washington St.	Gloucester	MA	01930		
120	Elizabeth	Patino		9R Mondello Sq.	Gloucester	MA	01930		
121	Susie	Pellegrine		73 Presidents Row	Ashland	MA	01721		
122	Lauren	Peiz		60 Clinton St.	Newton	MA	02455		
123	Mary Beth	Pereira		120 Granite Street	Rockport	MA	01966		
124	Loretta	Peres		29 Langsford St.	Gloucester	MA	01930		
125	Corey	Peterson		16 Patriot Circle	Gloucester	MA	01930		
126	Mr. Edward	Price		23 Hartz Street	Gloucester	MA	01930		
127	Mrs. Agnes	Puff		1209 The Heights of Cape Ann	Gloucester	MA	01930		
128	Mr. & Mrs. Steve	Quinn		37 Gloucester Ave.	Gloucester	MA	01930		
129	Roselle	Randazza		582 Essex Ave.	Gloucester	MA	01930		
130	Mrs. Gail	Rennie		20 Reservoir Rd.	Gloucester	MA	01930		
131	Camelia	Rich		103 Henderson	Needham	MA	02492		
132	Brenda	Richard		167 Magnolia Ave.	Gloucester	MA	01930		
133	Karen	Rideout		9 Tarr Road	Gloucester	MA	01930		
134	Mr. & Mrs. Markus	Rolph		29 Main St 2nd Floor	So. Grafton	MA	01560		
135	Francy	Romero		16 Walker Rd.	Peabody	MA	01960		
136	Joyce	Rowe		31 Moreland Ave.	Dedham	MA	02026		
137	Mrs. Jean	Rudenauer		P.O. Box 832	Gloucester	MA	01930		
138	Mrs. Eugenie	Sampson		167 Great Rd.	Maynard	MA	01754		
139	Mrs. Brieana	Militello		3 Leverett Lane	Gloucester	MA	01930		
140	Cheryl	Sholds		29 East Main Street	Gloucester	MA	01930		
141	Mrs. Lois	Showalter		2 Mt. Pleasant Place	Rockport	MA	01966		
142	Lida	Sipla		1900 Beacon St.	Brookline	MA	02445		
143	Kerri	Slavickas		36 Cocasset St.	Foxboro	MA	02035		
144	Marianne	Smith		4 Stockholm Ave.	Rockport	MA	01966		
145	Mildred	Stacey		16 Pleasant St.	Wellesley	MA	02482		
146	Gina	Staples		8 Becker Lane	Gloucester	MA	01930		
147	Sandy	Stillman		441 Lowell St.	Peabody	MA	01960		
148	Sylvia	Stillman		33 LePage Lane	Gloucester	MA	01930		
				99 Prospect St.	Gloucester	MA	01930		

BABSON-WEBBER-MUSTARD FUND INDIVIDUAL LIST 2012
IDENTIFICATION #04-2307820

149 Mr. & Mrs.	John	Storer	80 Myrtle St. Apt. 1	Waltham	MA	02453
150	Michelle	Stratton	428 Broadway	Raynham	MA	02767
151	Nancy	Stratton	130 Chestnut Street	Foxboro	MA	02035
152	Erica	Thompson	55 Dale St.	Roxbury	MA	02119
153	Jamie	Thompson	49 Cheney St. Apt. 14	Dorchester	MA	02121
154 Mrs.	Karen	Thompson	317 Hollis St.	Framingham	MA	01702
155 Mr. & Mrs.	Peter	Todd	384 Washington St.	Gloucester	MA	01930
156	Victoria	Walton	1 Webster St. Apt. 2L	Gloucester	MA	01930
157	Chontel	Washington	13 Mill St.	Roxbury	MA	02119
158	Tamara	Washington	39 Rosedale St.	Dorchester	MA	02124
159	Casey	Williams	44 John Eliot Square Apt. 209	Roxbury	MA	02119
160	Glenn	Williams	26 Warner St.	Gloucester	MA	01930
161	Jennifer	Williams	4 Veterans Way	Gloucester	MA	01930
162 Mr. & Mrs.	Leslie	Williams	25 Fernald St.	Gloucester	MA	01930
163 Mr. & Mrs.	Robert	Williams	120 Granite Street	Rockport	MA	01966
164	Ashley	Wilson	11 Veterans Way	Gloucester	MA	01930
165	Anayis	Wright	8 Briarwood Rd.	Rutland	MA	01543
			c/o Calvary Chapel Baptist			
			c/o Anne Morris			
			c/o Rev. Patrick Slyman			
			c/o Susan Mampre			

Total 2011	174
Deleted	54
Added	45
Total 2012	165

Amount	\$500.00
Total	\$82,500

2,411	Books
84,911	Total

BABSON-WEBBER-MUSTARD FUND DISCRETIONARY FUND 2012
IDENTIFICATION #04-2307820

1 Rev.	Mathew	Fitzgerald	Wellesley Hills Congregational Church	207 Washington St.	Wellesley Hills	MA	02481
2	Katherine	Bullock, Clerk	First Church of Christ Scientist	Rockland St.	Wellesley	MA	02481
3 Rev.	Richard	Fitzgerald	St. Paul's Parish	503 Washington St.	Wellesley	MA	02481
4 Rev.	Kevin	Crispell	Elmwood Chapel	42 Elmwood Rd.	Wellesley	MA	02481
5 Rabbi	Joel	Sisenwine	Temple Beth Elohim	10 Bethel Rd.	Wellesley	MA	02481
6 Rev.	Thomas	Powers	St. John the Evangelist Parish	9 Glen Rd.	Wellesley Hills	MA	02481
7 Rev.	George	Stephens	St. Mary's Episcopal Church	258 Concord St.	Newton Lower Falls	MA	02462
8	Patricia	Shotwell	Wellesley Friends Meeting	26 Benvenue St.	Wellesley	MA	02481
9 Rev.	William	Eddy, Interim	St. Andrews Episcopal Church	79 Denton Rd.	Wellesley	MA	02482
10 Rev.	Thomas	Bentley	Trinity Congregational Church	70 Middle St.	Gloucester	MA	01930
11 Pastor	Ann	Deneen	St. Paul Lutheran Church	1123 Washington St.	Gloucester	MA	01930
12 Mr.	Dean	Sidell, Elder	Community Church of East Gloucester	7 Chapel St.	Gloucester	MA	01930
13 Rabbi	Steven	Lewis	Temple Ahavet Achim	86 Middle St.	Gloucester	MA	01930
14 Rev.	Peter	Aberle	Orthodox Congregational Church	1120 Washington St.	Gloucester	MA	01930
15 Pastor	Bradley	Keefer	Gloucester United Methodist Church	436 Washington St.	Gloucester	MA	01930
16 Deacons			Calvary Chapel Baptist Church	384 Washington St.	Gloucester	MA	01930
17 Rev.	Wendy	Fitting	Independent Christian Church Unitarian	10 Church St.	Gloucester	MA	01930
18 Pastor	Robert	Jarvis	Cape Ann Bible Church	8 Thompson St.	Gloucester	MA	01930
19 Rev.	Deirdre	Greenwood White	The Annisquam Village Church	820 Washington St.	Gloucester	MA	01930
20 Rev.	Bret	Hayes	St. John's Episcopal Church	48 Middle St.	Gloucester	MA	01930
21	Frederick	Bishop, Treas.	Society of St. Vincent DePaul	60 Prospect St.	Gloucester	MA	01930
22 Rev.	Eugene	Alves	Our Lady of Good Voyage	142 Prospect Street	Gloucester	MA	01930
23 Rev.	James	Williams	Gloucester Assembly of God	211 Washington St.	Gloucester	MA	01930
24 Pastor	Jack	Brown	North Shore Bible Church	65 Eastern Ave.	Essex	MA	01929
25 Ms.	Susan	Oleksiw	North Shore Aids Health Project	67 Middle St.	Gloucester	MA	01930
26 Ms.	Annie	Garmy	Hearth	1640 Washington St.	Boston	MA	02118
27 Rev.	James	Sinclair	First Baptist Church	400 Lexington St.	Waltham	MA	02154
28 Ms.	Alberta	Elias	Arlington Area/Dept of SS	30 Mystic St.	Arlington	MA	02474
29 Ms.	Maggi	Howard	Action, Inc.	180 Main Street	Gloucester	MA	01930
30 Rev.	Evan	Hines	Elit Congregational Church	56 Dale St.	Boston	MA	02119
31 Rev.	Sara	Asher	Unitarian Universalist Society of W.H.	309 Washington St.	Wellesley Hills	MA	02481
32 Pastor	Patrick	Slyman	Pigeon Cove Chapel	155 Granite Street	Rockport	MA	01966
33 Mr.	Merlin	Southwick	Mt. Pleasant Home	301 S.Huntington Ave.	Jamaica Plain	MA	02130

Amount \$2,500.00
Total \$82,500.00

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MERRILL LYNCH - INTEREST	7,635.
PEOPLE'S UNITED BANK	7.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7,642.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH - DIVIDENDS	113,473.	2,422.	111,051.
MERRILL LYNCH - INTEREST	45,111.	0.	45,111.
TOTAL TO FM 990-PF, PART I, LN 4	158,584.	2,422.	156,162.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,675.	0.		1,675.
TO FORM 990-PF, PG 1, LN 16B	1,675.	0.		1,675.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	737.	737.		0.
TO FORM 990-PF, PG 1, LN 16C	737.	737.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAX	3,201.	0.		3,201.
FOREIGN TAX	865.	865.		0.
EXCISE TAX	9,515.	0.		0.
TO FORM 990-PF, PG 1, LN 18	13,581.	865.		3,201.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	616.	0.		616.
OFFICE EXPENSE	1,184.	571.		613.
FILING FEES	70.	0.		70.
TO FORM 990-PF, PG 1, LN 23	1,870.	571.		1,299.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	2,779,689.	2,779,689.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,779,689.	2,779,689.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	617,002.	617,002.
CERTIFICATES OF DEPOSIT	FMV	1,249,417.	1,249,417.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,866,419.	1,866,419.