



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

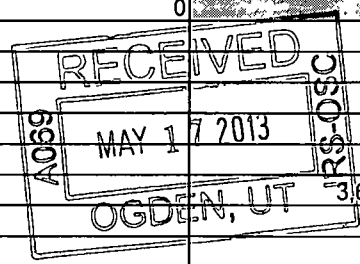
Name of foundation SEA BREEZE FOUNDATION-TR		A Employer identification number 04-3388014
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (617) 722-7316
Hope L. Baker c/o BNY Mellon, N.A. - P O BOX 185		C If exemption application is pending, check here ☐
City or town, state, and ZIP code Pittsburgh PA 15230-0185		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,785,153	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	37,182	37,182		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	51,123			
	b Gross sales price for all assets on line 6a	113,095			
	7 Capital gain net income (from Part IV, line 2)		51,123		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	88,305	88,305	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	9,095	5,457		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,284	662		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	35			35
	24 Total operating and administrative expenses. Add lines 13 through 23	10,414	6,119	0	3,673
	25 Contributions, gifts, grants paid	85,000			85,000
26 Total expenses and disbursements Add lines 24 and 25	95,414	6,119	0	88,673	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-7,109				
b Net investment income (if negative, enter -0-)		82,186			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

HTA


 ENVELOPE
 POSTMARK DATE
 MAY 14 2013

 SCANNED
 MAY 22 2013

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	12,125	15,557	15,557
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,918,030	1,907,489	1,769,596
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,930,155	1,923,046	1,785,153
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	1,930,155	1,923,046	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,930,155	1,923,046	
	31 Total liabilities and net assets/fund balances (see instructions)	1,930,155	1,923,046	

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	1,930,155
2 Enter amount from Part I, line 27a	2	-7,109
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,923,046
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,923,046

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 BNY MELLON BOND FUND-M		7/31/1998	12/18/2012
b BNY MELLON BOND FUND-M		12/17/2012	12/18/2012
c BNY MELLON BOND FUND-M		12/15/2011	12/18/2012
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 59,346		56,331	3,015
b 4,483		4,490	-7
c 1,171		1,151	20
d			
e			

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			3,015
b			-7
c			20
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	51,123
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

(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	84,266	1,803,970	0.046711
2010	73,582	1,708,058	0.043079
2009	95,506	1,537,760	0.062107
2008	103,247	1,895,006	0.054484
2007	104,104	2,225,997	0.046767

2 Total of line 1, column (d)	2	0.253148
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050630
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,767,141
5 Multiply line 4 by line 3	5	89,470
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	822
7 Add lines 5 and 6	7	90,292
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	88,673

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax

Refunded

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

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

If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation (2) On foundation managers

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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

8 a 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

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

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BNY MELLON, N.A. Telephone no ► (617) 722-7316 Located at ► P.O. BOX 185, PITTSBURGH, PA ZIP+4 ► 15230-0185			
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	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
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? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870 6b X

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? ☐ Yes ☒ No 7b N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HOPE L. BAKER 14 LOUISBURG SQ BOSTON, MA 02108	TRUSTEE 00	0		
SANDRA STEELE 45 SCHOOL STREET S DARTMOUTH, MA 02	TRUSTEE .00	0		
PAUL BRIGHAM 40 SPEEN STREET, SUITE 401 FRAMINGHAM	TRUSTEE 00	0		
BENJAMIN B. STEELE 29 WATER ST BOSTON, MA 02108	TRUSTEE .00	0		

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

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

Total number of other employees paid over \$50,000 ▶ NONE

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

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

Total number of others receiving over \$50,000 for professional services **▶ NONE****Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶ NONE	

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	1,776,815
b	Average of monthly cash balances	1b	17,237
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,794,052
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,794,052
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	26,911
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,767,141
6	Minimum investment return. Enter 5% of line 5	6	88,357

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	88,357
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,644
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,644
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	86,713
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	86,713
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	86,713

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	88,673
b	Program-related investments—total from Part IX-B	1b	NONE
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	88,673
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	88,673

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				86,713
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			84,905	
b Total for prior years 20____, 20____, 20____				
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 ▶ \$ 88,673				
a Applied to 2011, but not more than line 2a			84,905	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				3,768
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				82,945
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
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				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			▶ 3a	85,000
b Approved for future payment NONE				
Total			▶ 3b	NONE

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	37,182	
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	51,123	
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		88,305	0
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations)			13	88,305	88,305

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

- | 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? | | Yes | No |
|---|--|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | | | X |
| (2) Other assets | | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | | X |
| (3) Rental of facilities, equipment, or other assets | | | X |
| (4) Reimbursement arrangements | | | X |
| (5) Loans or loan guarantees | | | X |
| (6) Performance of services or membership or fundraising solicitations | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | | 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

**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.

Hope Baker
Signature of officer or trustee

4/26/2013
Date

Trustee
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

PTIN

Shawn P Hanlon

[Signature] CPA

4/25/2013

Check ☒ if
self-employed

P00965923

Firm's name ► PRICEWATERHOUSECOOPERS LLP

Firm's EIN ► 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219

Phone no (412) 355-6000

ACCOUNT NAME	ASSET TYPE	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALUE	BOOK VALUE
SEA BREEZE FOUNDATION-IMA	MELLON EQUITY/BALANCE MUT FND	05569M103	BNY MELLON LARGE CAP STK-M	91,103.80	814,468.00	1,003,019.84
SEA BREEZE FOUNDATION-IMA	MELLON EQUITY/BALANCE MUT FND	05569M509	BNY MELLON M/C MULTI-STRATEGY FUND	12,708.91	142,339.83	152,064.64
SEA BREEZE FOUNDATION-IMA	MELLON EQUITY/BALANCE MUT FND	05569M806	BNY MELLON S/C MULTI-STRATEGY FUND	5,449.92	64,963.00	58,289.13
SEA BREEZE FOUNDATION-IMA	MELLON FIXED INCOME MUT FUNDS	05569M830	BNY MELLON BOND FUND-M	36,565.05	496,553.45	461,840.40
SEA BREEZE FOUNDATION-IMA	MELLON EQUITY/BALANCE MUT FND	05569M855	BNY MELLON EMERGING MKTS-M	8,739.15	89,576.00	102,275.00
SEA BREEZE FOUNDATION-IMA	MELLON EQUITY/BALANCE MUT FND	05569M871	BNY MELLON INTERNATIONAL-M	16,089.10	161,695.55	130,000.00
SEA BREEZE FOUNDATION-IMA	CASH MANAGEMENT VEHICLES	991061052	CRA (BNY MELLON, N.A., MEMBER FDIC)	45.78	45.78	45.78
SEA BREEZE FOUNDATION-IMA	CASH MANAGEMENT VEHICLES	991061052	CRA (BNY MELLON, N.A., MEMBER FDIC)	15,511.45	15,511.45	15,511.45
SEA BREEZE FOUNDATION-IMA					1,785,153.06	1,923,046.24

SEA BREEZE FOUNDATION-TR

04-3388014 Page 1 of 3

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ANIMAL RESCUE LEAGUE OF BOSTON

Street

10 CHANDLER STREET

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,500

Name

BOSTON SYMPHONY ORCHESTRA

Street

301 MASSACHUSETTS AVE

City

BOSTON

State

MA

Zip Code

02115

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

BOURNE CONSERVATION TRUST

Street

P O BOX 203

City

CATAUMET

State

MA

Zip Code

02534

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

CAPE COD HEALTH CARE FOUNDATION

Street

348 GIFFORD ST

City

FALMOUTH

State

MA

Zip Code

02540

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

FIRST CHURCH IN BOSTON

Street

66 MARLBOROUGH STREET

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,500

Name

FRIENDS OF SOUTH GEORGIA ISLAND

Street

25 DAKOTA MEADOWS

City

CARBONDALE

State

CO

Zip Code

81623

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,500

SEA BREEZE FOUNDATION-TR

04-3388014 Page 2 of 3

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

FROM THE TOP

Street

295 HUNTINGTON AVE SUITE 201

City

BOSTON

State

MA

Zip Code

02115

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

MANOMET CENTER FOR CONSERVATION SCIENCES

Street

81 STAGE POINT ROAD

City

PLYMOUTH

State

MA

Zip Code

02360

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

7,500

Name

OCEAN EXPLORIUM

Street

174 UNION STREET

City

NEW BEDFORD

State

MA

Zip Code

02740

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

10,000

Name

OUR SISTERS SCHOOL

Street

145 BROWNELL AVENUE

City

NEW BEDFORD

State

MA

Zip Code

02740

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

TRUSTEES OF RESERVATIONS

Street

572 ESSEX STREET

City

LEOMINSTER

State

MA

Zip Code

01453

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

TUFTS - NEW ENGLAND MEDICAL CENTER

Street

800 WASHINGTON STREET

City

BOSTON

State

MA

Zip Code

02111

Foreign Country**Relationship**

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

7,500

SEA BREEZE FOUNDATION-TR

04-3388014 Page 3 of 3

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

WGBH

Street

ONE GUEST STREET

City

BOSTON

State

MA

Zip Code

02135

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

WINSOR SCHOOL

Street

PILGRIM ROAD

City

BOSTON

State

MA

Zip Code

02215

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

ZEITERION THEATRE

Street

684 PURCHASE STREET

City

NEW BEDFORD

State

MA

Zip Code

02740

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

7,500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

1

	23	0		15	-7	20
--	----	---	--	----	----	----

Part I, Line 16c (990-PF) - Other Professional Fees

		9,095	5,457	0	3,638
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	BNY MELLON, N.A.	9,095	5,457		3,638

Part I, Line 18 (990-PF) - Taxes

		1,284	662	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	662	662		
2	PY EXCISE TAX DUE	28			
3	ESTIMATED EXCISE PAYMENTS	594			

Part I, Line 23 (990-PF) - Other Expenses

		35	0	0	35
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FILING FEE	35	0		35

Part II, Line 13 (990-PF) - Investments - Other

		1,918,030		1,907,489		1,769,596
		Book Value	Book Value	Book Value	FMV	
		Beg. of Year	End of Year	End of Year	End of Year	
1	OTHER INVESTMENTS	1,918,030	1,907,489	1,907,489	1,769,596	

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Amount													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													
49,095													
0													
Long Term CG Distributions													
Short Term CG Distributions													

4

0	0	0	0	0
---	---	---	---	---

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return		1 0
2 First quarter estimated tax payment	5/9/2012	2 594
3 Second quarter estimated tax payment		3
4 Third quarter estimated tax payment		4
5 Fourth quarter estimated tax payment		5
6 Other payments		6
7 Total		7 594

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	84,905
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	84,905