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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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

DAVID P. WHEATLAND CHARITABLE TRUST

Number and street (or P O box number if mail is not delivered to street address)

C/O ACADIA MGMT, 111 DEVONSHIRE STREET

Room/suite  
620

City or town, state, and ZIP code

BOSTON, MA 02109

G Check all that apply:

Initial return       Initial return of a former public charity  
 Final return       Amended return  
 Address change       Name change

H Check type of organization.  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at end of year  
(from Part II, col. (c), line 16)J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

► \$ 8,852,161. (Part I, column (d) must be on cash basis)

A Employer identification number

04-6744379

B Telephone number

617-426-5755

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► 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)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	126.	126.		Statement 1
4 Dividends and interest from securities	232,987.	232,987.		Statement 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	293,012.			
b Gross sales price for all assets on line 6a	1,238,580.			
7 Capital gain net income (from Part IV, line 2)		293,012.		
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	526,125.	526,125.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees Stmt 3	31,539.	0.		31,539.
c Other professional fees				
17 Interest				
18 Taxes	26,463.	2,867.		23,596.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses OGD Stmt 15	831.	0.		831.
24 Total operating and administrative expenses. Add lines 13 through 23	58,833.	2,867.		55,966.
25 Contributions, gifts, grants paid	362,000.			362,000.
26 Total expenses and disbursements. Add lines 24 and 25	420,833.	2,867.		417,966.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	105,292.			
b Net investment income (if negative, enter -0-)		523,258.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Assets	Part II Balance Sheets	Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
	1 Cash - non-interest-bearing	209.	209.	209.	
	2 Savings and temporary cash investments	1,011,533.	1,016,895.	1,016,895.	
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations Stmt 6	1,003,647.	1,206,263.	1,213,123.	
	b Investments - corporate stock Stmt 7	4,121,702.	4,019,016.	6,621,934.	
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► )				
	16 Total assets (to be completed by all filers)	6,137,091.	6,242,383.	8,852,161.	
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ► )				
	23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	6,137,091.	6,242,383.		
	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	6,137,091.	6,242,383.		
	31 Total liabilities and net assets/fund balances	6,137,091.	6,242,383.		

## 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	6,137,091.
2 Enter amount from Part I, line 27a	2	105,292.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	6,242,383.
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	6,242,383.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c	See Part IV Continuation Schedule				
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	1,238,580.	945,568.	293,012.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e			293,012.		
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	293,012.	
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	393,935.	8,451,638.	.046610
2010	367,237.	7,864,134.	.046698
2009	406,037.	7,264,830.	.055891
2008	426,386.	8,385,094.	.050850
2007	404,519.	8,954,392.	.045175

2 Total of line 1, column (d)

2 .245224

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 .049045

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 8,680,674.

5 Multiply line 4 by line 3

5 425,744.

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

6 5,233.

7 Add lines 5 and 6

7 430,977.

8 Enter qualifying distributions from Part XII, line 4

8 417,966.

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

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**1a Exempt operating foundations described in section 4940(d)(2), check here ►  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

6a 13,740.

6b

6c

6d

7 13,740.

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 attached9 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** ►

3,275.

Refunded ►

11 0.

Part VII-A Statements Regarding Activities

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?

Yes No

1a X

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

1b X

*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.*

1c X

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. ► \$ 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?

2 X

*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*

3 X

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

4a X

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

4b X

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

5 X

*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:

N/A

• 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?

6 X

7 Did the foundation have at least \$5,000 in assets at any time during the year?

7 X

*If "Yes," complete Part II, col. (c), and Part XV*

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

8b X

MA

9 X

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 X

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	<input checked="" type="checkbox"/>	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	<input checked="" type="checkbox"/>	X		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>NONE</b>	13	<input checked="" type="checkbox"/>	X		
14	The books are in care of ► <b>ACADIA MANAGEMENT CO INC</b> Telephone no. ► <b>617-426-5755</b> Located at ► <b>111 DEVONSHIRE ST. #620, BOSTON, MA</b> ZIP+4 ► <b>02109</b>					
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	<input type="checkbox"/>	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	<input checked="" type="checkbox"/>	Yes	<input type="checkbox"/>	No

**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.

1a	During the year did the foundation (either directly or indirectly):	Yes	No			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	►			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	<input type="checkbox"/>	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)).	2b				
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?	2b	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
If "Yes," list the years ►		2b				
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b				
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	2b				
►		2b				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3b	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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				
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input type="checkbox"/>	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	<input type="checkbox"/>	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)?

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?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**  Yes  No**N/A****►** **5b****N/A****►** **6b****X****N/A****►** **7b****N/A****►** **0****0.****0.****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 **►** **0**

**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

---

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

1

0

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

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

Number of organizations and other organizations served, conferences convened, research papers produced, etc.	
1	N/A
2	
3	
4	

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

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

**Amount**

1	N/A	
2		

---

All other program-related investments. See instructions.

**3** \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Total. Add lines 1 through 3** ► **0.**

**Total. Add lines 1 through 3** ► 0 ..

**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	8,812,667.
b	Average of monthly cash balances	1b	200.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	8,812,867.
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	8,812,867.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	132,193.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,680,674.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	434,034.

**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	434,034.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,465.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,465.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	423,569.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	423,569.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	423,569.

**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	417,966.
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:	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	417,966.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5	0.
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	6	417,966.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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				423,569.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			361,258.	
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: ► \$ 417,966.				
a Applied to 2011, but not more than line 2a			361,258.	
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		0.		56,708.
e Remaining amount distributed out of corpus				0.
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		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				366,861.
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		0.		
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 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(j)(3) or 4942(j)(5)

**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:

SEE STATEMENT 9

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

SEE STATEMENT 9

**c. Any submission deadlines:**

SEE STATEMENT 9

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

Any restrictions or limitations  
SEE STATEMENT 9

**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)				
<b>a Paid during the year</b>				
PEABODY ESSEX MUSEUM EAST INDIA SQUARE SALEM, MA 01970			FOR THE GARDNER PINGREE HOUSE ENDOWMENT	50,000.
PEABODY ESSEX MUSEUM EAST INDIA SQUARE SALEM, MA 01970			FOR RENOVATION AND UPGRADE OF COLLECTIONS STORAGE AT THE PHILLIPS LIBRARY	31,000.
COLLECTION OF HISTORICAL SCIENTIFIC INSTRUMENTS, HARVARD UNIVERSITY ONE OXFORD STREET CAMBRIDGE, MA 02138			FOR FUNDING FOR ASSISTANT COLLECTION MANAGER	85,000.
COLLECTION OF HISTORICAL SCIENTIFIC INSTRUMENTS, HARVARD UNIVERSITY ONE OXFORD STREET CAMBRIDGE, MA 02138			FOR STORAGE SPACE CONSOLIDATION AT THE SCIENCE CENTER	15,000.
COLLECTION OF HISTORICAL SCIENTIFIC INSTRUMENTS, HARVARD UNIVERSITY ONE OXFORD STREET CAMBRIDGE, MA 02138			FOR WEB INITIATIVES AND ARCHIVING	10,000.
<b>Total</b>	<b>See continuation sheet(s)</b>			► 3a 362,000.
<b>b Approved for future payment</b>				
None				
<b>Total</b>				► 3b 0.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

	Unrelated business income		(e) Related or exempt function income	
	(a) Business code	(b) Amount		
1 Program service revenue: a N/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				
5 Net rental income or (loss) from real estate: a Debt-financed property		126.	-126.	
b Not debt-financed property		232,987.	-232,987.	
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory		293,012.	-293,012.	
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)		526,125.	-526,125.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	0.

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

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

▼ N/A



## Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
MONEY MARKET GOVERNMENT OBLIGATIONS	126.
Total to Form 990-PF, Part I, line 3, Column A	126.

## Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
3M CO	6,785.	0.	6,785.
ACCENTURE PLC CL A	5,940.	0.	5,940.
AT&T	8,800.	0.	8,800.
AUTOMATIC DATA PROCESSING	4,740.	0.	4,740.
BP PLC SPONS ADR	9,900.	0.	9,900.
CHUBB CORP	5,328.	0.	5,328.
CISCO SYS INC	1,836.	0.	1,836.
CLOROX CO	9,920.	0.	9,920.
COLGATE PALMOLIVE	5,914.	0.	5,914.
CONOCOPHILLIPS	7,656.	0.	7,656.
DOW CHEM CO	8,030.	0.	8,030.
EMERSON ELEC CO	6,440.	0.	6,440.
FED FARM CREDIT BANKS .25%			
11/27/13	63.	0.	63.
FED FARM CREDIT BANKS .41%			
4/16/14	205.	0.	205.
FED HOME LOAN BANKS .26% 9/9/13	66.	0.	66.
FED HOME LOAN BANKS .34% 4/30/14	170.	0.	170.
FED HOME LOAN BANKS .45%			
10/23/14	225.	0.	225.
FED HOME LOAN BANKS .5% 11/15/13	500.	0.	500.
FED HOME LOAN BANKS .55%			
10/25/13	1,100.	0.	1,100.
FED HOME LOAN BANKS 1.17%			
11/8/13	1,755.	0.	1,755.
FED HOME LOAN BANKS 1.625%			
3/20/13	2,438.	0.	2,438.
FED HOME LOAN BANKS 5% 3/9/12	2,500.	0.	2,500.
FED HOME LOAN BANKS 5% 9/14/12	5,000.	0.	5,000.
FED HOME LOAN BANKS 5.25%			
6/18/14	5,250.	0.	5,250.
GENERAL MLS INC	7,620.	0.	7,620.
HERSHEY CO	4,212.	0.	4,212.
INTEL CORP	6,525.	0.	6,525.
INTERNATIONAL FLAVORS & FRAGRANCES	9,016.	0.	9,016.

## DAVID P. WHEATLAND CHARITABLE TRUST

04-6744379

JOHNSON & JOHNSON	9,600.	0.	9,600.
MEDTRONIC INC	6,325.	0.	6,325.
MERCK & CO	11,760.	0.	11,760.
NORTHERN TR CORP	7,154.	0.	7,154.
NOVARTIS	8,191.	0.	8,191.
PEPSICO INC	8,935.	0.	8,935.
PFIZER INC	10,780.	0.	10,780.
PHILLIPS 66	1,305.	0.	1,305.
PROCTER & GAMBLE CO	8,755.	0.	8,755.
QUESTAR CORP	3,325.	0.	3,325.
SCHLUMBERGER LTD	2,150.	0.	2,150.
SIGMA ALDRICH CORP	2,260.	0.	2,260.
SYSCO CORP	6,480.	0.	6,480.
TECO ENERGY INC	5,280.	0.	5,280.
UNITED PARCEL SERVICES CL B	5,700.	0.	5,700.
VERIZON COMMUNICATIONS INC	7,053.	0.	7,053.
Total to Fm 990-PF, Part I, ln 4	232,987.	0.	232,987.

Form 990-PF	Accounting Fees			Statement 3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MANAGEMENT FEE	30,879.	0.		30,879.
TAX PREPARATION	660.	0.		660.
To Form 990-PF, Pg 1, ln 16b	31,539.	0.		31,539.

Form 990-PF	Taxes			Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL 2012 ESTIMATED TAX PAYMENTS	13,740.	0.		13,740.
FEDERAL 2011 TAX PAYMENT	9,856.	0.		9,856.
FOREIGN TAXES	2,867.	2,867.		0.
To Form 990-PF, Pg 1, ln 18	26,463.	2,867.		23,596.

Form 990-PF

Other Expenses

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MASSACHUSETTS FILING FEE	70.	0.		70.
ACCRUED INTEREST ON BOND PURCHASE	141.	0.		141.
ACCRUED INTEREST ON PURCHASE OF US TREASURY NOTE	620.	0.		620.
To Form 990-PF, Pg 1, ln 23	831.	0.		831.

Form 990-PF

U.S. and State/City Government Obligations

Statement 6

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
FEDERAL GOVERNMENT BONDS	X		1,206,263.	1,213,123.
Total U.S. Government Obligations			1,206,263.	1,213,123.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			1,206,263.	1,213,123.

Form 990-PF

Corporate Stock

Statement 7

Description	Book Value	Fair Market Value
COMMON STOCKS	4,019,016.	6,621,934.
Total to Form 990-PF, Part II, line 10b	4,019,016.	6,621,934.

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NAME AND ADDRESS (HOME OR BUSINESS)				
COLLECTION OF HISTORICAL SCIENTIFIC INSTRUMENTS, HARVARD UNIVERSITY ONE OXFORD STREET CAMBRIDGE, MA 02138			FOR SPECIAL EXHIBITION INITIATIVES AND COLLABORATIONS	10,000.
COLLECTION OF HISTORICAL SCIENTIFIC INSTRUMENTS, HARVARD UNIVERSITY ONE OXFORD STREET CAMBRIDGE, MA 02138			FOR TEMPORARY STUDENT HIRING	10,000.
MID-PENINSULA HIGH SCHOOL 1340 WILLOW ROAD MENLO PARK, CA 94025			FOR CAPITAL CAMPAIGN	40,000.
COURAGEOUS SAILING CHARLESTOWN NAVY YARD, ONE FIRST AVENUE BOSTON, MA 02129			FOR THE SAFETY BOAT ENGINE REPLACEMENT PROJECT	65,000.
MASSACHUSETTS GENERAL HOSPITAL 165 CAMBRIDGE STREET BOSTON, MA 02114			FOR THE FOOD ALLERGY CENTER/PEANUT ORAL IMMUNOTHERAPY PROJECT	46,000.
<b>Total from continuation sheets</b>				<b>171,000.</b>

DAVID P. WHEATLAND CHARITABLE TRUST

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	500 SHS 3M CO	P	09/28/98	09/26/12
b	1,200 SHS CHUBB CORP	D	05/13/94	01/25/12
c	300 SHS COLGATE PALMOLIVE	P	09/30/10	09/26/12
d	1,100 SHS CONOCOPHILLIPS	P	02/16/01	01/25/12
e	100,000 FED HOME LOAN BANK 5% 3/9/12	P	05/23/07	03/09/12
f	200,000 FED HOME LOAN BANKS .5% 11/15/13	P	11/02/11	05/15/12
g	100,000 FED HOME LOAN BANK 5% 8/8/07	P	09/28/07	09/14/12
h	200,000 FED HOME LOAN BANKS .55% 10/25/13	P	10/20/11	10/25/12
i	500 SHS HERSHEY	P	05/14/08	01/25/12
j	800 SHS HERSHEY	P	01/28/10	01/25/12
k	1,200 PROCTER & GAMBLE	P	02/16/01	01/25/12
l	500 SHS PEPSICO	P	01/28/10	05/23/12
m	500 SHS PEPSICO	P	09/28/04	09/26/12
n	500 SHS PEPSICO	P	01/28/10	09/26/12
o	3,000 SHS PFIZER INC	P	01/26/11	09/26/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 46,427.		18,869.	27,558.
b 83,246.		23,423.	59,823.
c 32,280.		23,191.	9,089.
d 77,122.		35,768.	41,354.
e 100,000.		99,640.	360.
f 200,000.		200,000.	0.
g 100,000.		101,697.	-1,697.
h 200,000.		200,000.	0.
i 30,703.		18,730.	11,973.
j 49,124.		29,778.	19,346.
k 77,322.		40,726.	36,596.
l 33,811.		29,872.	3,939.
m 35,400.		24,244.	11,156.
n 35,400.		29,872.	5,528.
o 74,584.		55,500.	19,084.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			27,558.
b			59,823.
c			9,089.
d			41,354.
e			360.
f			0.
g			-1,697.
h			0.
i			11,973.
j			19,346.
k			36,596.
l			3,939.
m			11,156.
n			5,528.
o			19,084.

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 }

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

## DAVID P. WHEATLAND CHARITABLE TRUST

## 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 900 SHS SIGMA ALDRICH			P	05/10/00	05/23/12
b					
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 63,161.		14,258.	48,903.		
b					
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(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			48,903.		
b					
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	293,012.	
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	

# ACADIA

MANAGEMENT COMPANY, INC.

DAVID P WHEATLAND CHARITABLE TRUST  
EM ANDERSON, MWL, TPB, POS & REV TRUSTS U/A DTB  
5/4/93 M/B DP WHEATLAND F/B/O CHARITIES

As Of December 31, 2012

33030300

Co-Trustees:  
\* Acadia Management Co. Inc. (617) 426-5755  
EILEEN M BALTHAZARD  
MARTHA W LUNT  
PETER O STAUFFER  
TIMOTHY P BIGLOW

Investment Advisor:  
Wilkins Investment Counsel, Inc

Trust Administrators:  
Acadia Management

#### Account Summary

Tax Cost:	\$6,242,382.33	Estimated Annual Income:	\$222,718
Market Value:	\$8,852,159.56	Yield On Cost:	3.57%
Net Unrealized Gains/(Losses):	\$2,609,777.23	Yield On Market:	2.52%

#### Net Realized Gains/(Losses) Year To Date

Federal Long Term:	\$293,012.21	Cash & Equivalents:	\$227,096.61
Federal Short Term:	\$0.00	Income:	\$789,998.28
Federal Loss Carryover:	\$0.00	Principal:	

Annual Statement Date: December 31

# ACADIA

MANAGEMENT COMPANY, INC.

## DAVID P WHEATLAND CHARITABLE TRUST

33030300

As Of December 31, 2012

### Portfolio Summary

Category	Market Value	Percent Of Total	Percent Of Class	Projected Annual Income	Current Yield
<b>Cash &amp; Equivalents</b>	<b>\$1,017,103.41</b>	<b>11.49%</b>	<b>100.00%</b>	<b>\$102</b>	<b>0.01%</b>
<b>Fixed Income</b>					
U.S. Govt Agy Obl - State/Local Ex	1,011,450.75	11.43%	83.36%	12,528	1.24%
U.S. Treasury Notes & Bonds	201,671.80	2.28%	16.62%	2,000	0.99%
<b>Total Fixed Income</b>	<b>\$1,213,122.55</b>	<b>13.70%</b>	<b>100.00%</b>	<b>\$14,528</b>	<b>1.20%</b>
<b>Equity</b>					
Consumer Staples	1,977,751.76	22.34%	29.87%	56,960	2.88%
Energy	767,758.20	8.67%	11.59%	25,756	3.35%
Financial	471,744.00	5.33%	7.12%	10,800	2.29%
Health Care	1,295,063.00	14.63%	19.56%	44,856	3.46%
Industrials	628,290.00	7.10%	9.49%	18,000	2.86%
Information Technology	691,651.94	7.81%	10.44%	21,306	3.08%
Materials	369,119.70	4.17%	5.57%	9,120	2.47%
Telecommunication Services	319,995.00	3.61%	4.83%	16,010	5.00%
Utilities	100,560.00	1.14%	1.52%	5,280	5.25%
<b>Total Equity</b>	<b>\$6,621,933.60</b>	<b>74.81%</b>	<b>100.00%</b>	<b>\$208,088</b>	<b>3.14%</b>
<b>Total Portfolio Summary</b>	<b>\$8,852,159.56</b>	<b>100.00%</b>		<b>\$222,718</b>	<b>2.52%</b>

\* All or part of value is unknown

Statements 6, 7

# ACADIA

MANAGEMENT COMPANY, INC.

## DAVID P WHEATLAND CHARITABLE TRUST

33030300

As Of December 31, 2012

### List of Assets

Description	Shares / Face Amt # of Tax Lots	Market Value Cost	Market Price Cost Per Unit	Estimated Income Income Rate	Current Yield
Income Cash		\$108.52 \$108.52			
Principal Cash		100.00 100.00			

### Cash & Equivalents

MONEY MKT OBLIGS TR GOVT OBLIGS FD-TAX MANAGED F	226,996.610	226,996.61 226,996.61	1.00 1.00	23	
MONEY MKT OBLIGS TR GOVT OBLIGS FD-TAX MANAGED F	789,898.280	789,898.28 789,898.28	1.00 1.00	79	
<i>Total Cash &amp; Equivalents</i>		\$1,017,103.41 \$1,017,103.41		<b>\$102</b>	<b>0.01%</b>
<i>Fixed Income</i>					
<i>U.S. Govt Agy Obl - State/Local Ex</i>					
<i>Maturing Before 3 Months</i>					

FEDERAL HOME LN BKS DTD 02/19/10 1.625% 03/20/13	150,000.000 1	150,488.85 152,110.50	100.33 101.41	2,438 1.63	1.62%
<i>Maturing After 3 Months</i>					
FEDERAL HOME LN BKS DTD 06/08/12 0.26% 09/09/13	100,000.000 1	100,054.80 100,000.00	100.05 100.00	260 0.26	0.26%
FEDERAL HOME LN BKS DTD 04/08/11 1.17% 11/08/13	150,000.000 1	151,260.60 150,000.00	100.84 100.00	1,755 1.17	1.16%
FEDERAL FARM CREDIT BKS DTD 08/27/12 0.25% 11/27/13	100,000.000 1	100,063.10 100,000.00	100.06 100.00	250 0.25	0.25%
FEDERAL FARM CREDIT BKS DTD 04/16/12 0.41% 04/16/14	100,000.000 1	100,084.40 100,000.00	100.08 100.00	410 0.41	0.41%
<i>Statements 6, 7</i>					

# ACADIA

MANAGEMENT COMPANY, INC.

## DAVID P WHEATLAND CHARITABLE TRUST

33030300

As Of December 31, 2012

## DAVID P WHEATLAND CHARITABLE TRUST

33030300

As Of December 31, 2012

### List of Assets

Description	Shares / Face Amt # of Tax Lots	Market Value Cost	Market Price Cost Per Unit	Estimated Income Income Rate	Current Yield
FEDERAL HOME LN BKS DTD 04/30/12 .34% 04/30/14	100,000,000 1	100,151.20 100,000.00	100.15 100.00	340 0.34	0.34%
FEDERAL HOME LN BKS DTD 05/27/04 5.25% 06/18/14	100,000,000 1	107,356.90 100,200.00	107.36 100.20	5,250 5.25	4.89%
FEDERAL HOME LN BKS DTD 08/05/10 1.375% 09/12/14	100,000,000 1	101,860.40 102,051.27	101.86 102.05	1,375 1.38	1.35%
FEDERAL HOME LN BKS DTD 04/23/12 .45% 10/23/14	100,000,000 1	100,130.50 100,000.00	100.13 100.00	450 0.45	0.45%
<b>Total U.S. Govt Agy Obl - State/Local Ex</b>		<b>\$1,011,450.75</b>		<b>\$12,528</b>	<b>1.24%</b>
<b>U.S. Treasury Notes &amp; Bonds</b>		<b>\$1,004,361.77</b>			
<b>Maturing After 3 Months</b>					
UNITED STATES TREAS NTS DTD 01/15/11 1% 01/15/14	200,000,000 1	201,671.80 201,901.02	100.84 100.95	2,000 1.00	0.99%
<b>Total U.S. Treasury Notes &amp; Bonds</b>		<b>\$201,671.80</b>		<b>\$2,000</b>	<b>0.99%</b>
<b>Total Fixed Income</b>		<b>\$1,213,122.55</b>		<b>\$14,528</b>	<b>1.20%</b>

<i>Equity</i>	<i>Consumer Staples</i>	<i>CLOROX CO COM</i>	<i>292,880.00</i>	<i>73.22</i>	<i>10,240</i>	<i>3.50%</i>
		2	51,512.50	12.88	2,560	
		COLGATE PALMOLIVE CO COM	2,200.00	229,988.00	104.54	5,456
		3	138,060.34	62.75	2,4800	2.37%
		GENERAL MLS INC COM	6,000.00	242,520.00	40.42	7,920
		3	186,083.97	31.01	1,3200	3.27%
		Statements 6, 7				

# ACADIA

MANAGEMENT COMPANY, INC.

## DAVID P WHEATLAND CHARITABLE TRUST

33030300

As Of December 31, 2012

### List of Assets

Description	Shares / Face Amt # of Tax Lots	Market Value Cost	Market Price Cost Per Unit	Estimated Income Income Rate	Current Yield
HERSHEY CO COM	2,700,000 2	194,994.00 97,655.90	72.22 36.17	4,536 1.6800	2.33%
INTERNATIONAL FLAVORS & FRAGRANCES INC COM	5,600,000 5	372,624.00 160,366.25	66.54 28.64	7,616 1.3600	2.04%
PEPSICO INC COM	3,000,000 3	205,290.00 120,080.40	68.43 40.03	6,450 2.1500	3.14%
PROCTER & GAMBLE CO COM	3,675,000 2	249,495.76 117,398.85	67.89 31.95	8,262 2.2480	3.31%
SYSCO CORP COM	6,000,000 1	189,960.00 159,488.25	31.66 26.58	6,480 1.0800	3.41%
<b>Total Consumer Staples</b>		<b>\$1,977,751.76</b> <b>\$1,030,646.46</b>		<b>\$56,960</b> <b>2.88%</b>	
Energy					
BP PLC SPONSORED ADR	5,000,000 3	208,200.00 149,879.65	41.64 29.98	9,600 1.9200	4.61%
CONOCOPHILLIPS COM	2,900,000 3	168,171.00 60,262.81	57.99 20.78	7,656 2.6400	4.55%
PHILLIPS 66	2,900,000 4	153,990.00 64,253.43	53.10 22.16	2,900 1.0000	1.88%
QUESTAR CORP COM	5,000,000 5	98,800.00 33,893.23	19.76 6.78	3,400 0.6800	3.44%
SCHLUMBERGER LTD COM	2,000,000 1	138,597.20 23,693.01	69.30 11.85	2,200 1.1000	1.59%
<b>Total Energy</b>		<b>\$767,758.20</b> <b>\$331,982.13</b>		<b>\$25,756</b> <b>3.35%</b>	
Financial					
CHUBB CORP COM	3,000,000 Statements 6,7	225,960.00 54,761.80	75.32 18.25	4,920 1.6400	2.18%

\* All or part of value is unknown

# ACADIA

MANAGEMENT COMPANY, INC.

## DAVID P WHEATLAND CHARITABLE TRUST

33030300

As Of December 31, 2012

### List of Assets

Description	Shares / Face Amt # of Tax Lots	Market Value Cost	Market Price Cost Per Unit	Estimated Income Income Rate	Current Yield
NORTHERN TR CORP COM	4,900,000 3	245,784.00 186,226.56	50.16 38.01	5,880 1.2000	2.39%
<b>Total Financial</b>		<b>\$471,744.00 \$240,988.36</b>		<b>\$10,800</b>	<b>2.29%</b>
Health Care					
JOHNSON & JOHNSON COM	4,000,000 2	280,400.00 50,137.50	70.10 12.53	9,760 2,4400	3.48%
MEDTRONIC INC COM	5,000,000 2	205,100.00 169,072.38	41.02 33.81	5,200 1.0400	2.54%
MERCK & CO INC NEW COM	7,000,000 8	286,580.00 297,141.13	40.94 42.45	12,040 1.7200	4.20%
NOVARTIS AG SPONSORED ADR	4,300,000 4	272,190.00 243,497.72	63.30 56.63	9,056 2,1063	3.33%
PFIZER INC COM	10,000,000 3	250,793.00 172,596.54	25.08 17.26	8,800 0.8800	3.51%
<b>Total Health Care</b>		<b>\$1,295,063.00 \$932,445.27</b>		<b>\$44,856</b>	<b>3.46%</b>
Industrials					
EMERSON ELEC CO COM	4,000,000 2	211,840.00 122,082.50	52.96 30.52	6,400 1.6000	3.02%
3M CO COM	2,500,000 1	232,125.00 94,343.75	92.85 37.74	5,900 2.3600	2.54%
UNITED PARCEL SERVICES INC CL B	2,500,000 2	184,325.00 168,566.64	73.73 67.43	5,700 2.2800	3.09%
<b>Total Industrials</b>		<b>\$628,290.00 \$384,992.89</b>		<b>\$18,000</b>	<b>2.86%</b>
Information Technology					

\* All or part of value is unknown

Statements 6, 7

# ACADIA

MANAGEMENT COMPANY, INC.

## DAVID P WHEATLAND CHARITABLE TRUST

33030300

As Of December 31, 2012

## DAVID P WHEATLAND CHARITABLE TRUST

### List of Assets

Description	Shares / Face Amt # of Tax Lots	Market Value Cost	Market Price Cost Per Unit	Estimated Income Income Rate	Current Yield
AUTOMATIC DATA PROCESSING INC COM	3,000,000 3	170,790.00 124,828.17	56.93 41.61	5,220 1,7400	3.06%
CISCO SYS INC COM	5,100,000 1	100,211.94 84,864.00	19.65 16.64	2,856 0.5600	2.85%
INTEL CORP COM	7,500,000 4	154,650.00 162,776.00	20.62 21.70	6,750 0.9000	4.36%
ACCENTURE PLC CLASS A	4,000,000 1	266,000.00 168,760.05	66.50 42.19	6,480 1,6200	2.44%
<b>Total Information Technology</b>		<b>\$691,651.94</b> <b>\$541,228.22</b>		<b>\$21,306</b>	<b>3.08%</b>
Materials					
DOW CHEM CO COM	5,500,000 3	177,811.70 154,802.18	32.33 28.15	7,040 1,2800	3.96%
SIGMA ALDRICH CORP COM	2,600,000 2	191,308.00 39,721.75	73.58 15.28	2,080 0.8000	1.09%
<b>Total Materials</b>		<b>\$369,119.70</b> <b>\$194,523.93</b>		<b>\$9,120</b>	<b>2.47%</b>
Telecommunication Services					
AT&T INC COM	5,000,000 3	168,550.00 128,176.24	33.71 25.64	8,800 1,7600	5.22%
VERIZON COMMUNICATIONS INC COM	3,500,000 2	151,445.00 86,722.63	43.27 24.78	7,210 2,0600	4.76%
<b>Total Telecommunication Services</b>		<b>\$319,995.00</b> <b>\$214,898.87</b>		<b>\$16,010</b>	<b>5.00%</b>
Utilities					
TECO ENERGY INC COM	6,000,000	100,560.00	16.76	5,280	5.25%
Statements 4, 6, 7		147,310.00	24.55	0.8800	

\* All or part of value is unknown

**ACADIA**  
MANAGEMENT COMPANY, INC.

DAVID P WHEATLAND CHARITABLE TRUST

33030300

As Of December 31, 2012

**List of Assets**

Description	Shares / Face Amt # of Tax Lots	Market Value Cost	Market Price Cost Per Unit	Estimated Income Income Rate	Current Yield
Total Utilities		\$100,560.00 \$147,310.00		\$5,280	5.25%
<i>Total Equity</i>		<b>\$6,621,933.60</b> <b>\$4,019,016.13</b>		<b>\$208,088</b>	<b>3.14%</b>
<b>Total Assets</b>		<b>\$8,852,159.56</b> <b>\$6,242,382.33</b>		<b>\$232,718</b>	<b>2.52%</b>

Form 990-PF

Part VIII - List of Officers, Directors  
Trustees and Foundation Managers

Statement 8

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
TIMOTHY P. BIGLOW 298 LANGTON AVENUE LOS ALTOS, CA 94022	TRUSTEE 1.00	0.	0.	0.
EILEEN M. BALTHAZARD ACADIA MGMT, 111 DEVONSHIRE ST, #620 BOSTON, MA 02109	TRUSTEE 1.00	0.	0.	0.
MARTHA W. LUNT 488 SOUND DRIVE MT DESERT, ME 04660	TRUSTEE 1.00	0.	0.	0.
PETER O. STAUFFER 3944 N. HAMPTON COURT WEST LINN, OR 97068	TRUSTEE 1.00	0.	0.	0.
REBECCA WHEATLAND 234 LAKE VIEW AVENUE #2 CAMBRIDGE, MA 02138	TRUSTEE 1.00	0.	0.	0.
TRUSTEES RECEIVE NO COMPENSATION				
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

DAVID P WHEATLAND CHARITABLE TRUST

EIN 04-6744379

FORM 990PF, PART XV - LINES 2a-2d

RECIPIENT NAME  
TRUSTEES, DAVID P WHEATLAND CHARITABLE TRUST

ADDRESS  
C/O ACADIA MANAGEMENT CO., INC  
111 DEVONSHIRE STREET, SUITE 620  
BOSTON, MA 02109

RECIPIENT'S PHONE NUMBER  
617-426-5755

FORM, INFORMATION AND MATERIALS:  
ORGANIZATIONS SHOULD SUBMIT A BRIEF STATEMENT OF THEIR PURPOSE,  
OBJECTIVES, AND ACTIVITIES A COPY OF THE ORGANIZATION'S IRS EXEMPTION  
LETTER UNDER IRS SECTION 501(c)(3) MUST BE SUBMITTED WITH ALL APPLICATIONS.

SUBMISSION DEADLINES  
APPLICATIONS SUBMITTED AT ANY TIME

RESTRICTIONS OR LIMITATIONS ON AWARDS  
PREFERENCE IS GIVEN TO CHARITABLE ORGANIZATIONS THAT THE  
DONOR AND MEMBERS OF HIS FAMILY HAVE HISTORICALLY  
SUPPORTED, AS WELL AS REFERRALS MADE BY FAMILY MEMBERS TO  
THE EXTENT THAT FUNDS ARE AVAILABLE, APPLICATIONS FROM  
OTHER ORGANIZATIONS ARE CONSIDERED