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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 01-01-2012 , and ending 12-31-2012

Name of foundation
FRESH SOUND FOUNDATION INC

A Employer identification number
06-1428363

Number and street (or P O box number if mail is not delivered to street address)
186 ALEWIFE BR 200 C/O TYLER LYNCH
NO 200

Room/suite

B Telephone number (see instructions)
(617) 354-3814

City or town, state, and ZIP code
CAMBRIDGE, MA 02138

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 8,732,872

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

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) (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	47,337	47,337		
	4	Dividends and interest from securities	137,420	137,420		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	243,617			
	b	Gross sales price for all assets on line 6a 1,785,442				
	7	Capital gain net income (from Part IV, line 2)		243,617		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	428,374	428,374		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	13,750	0		0
	b	Accounting fees (attach schedule)	17,004	17,004		0
	c	Other professional fees (attach schedule)	50,831	50,831		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	4,863	4,863		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	826	0		0
	22	Printing and publications				
	23	Other expenses (attach schedule)	53,556	49,420		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	140,830	122,118		0
	25	Contributions, gifts, grants paid	446,000			446,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	586,830	122,118		446,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-158,456			
	b	**Net investment income** (if negative, enter -0-)		306,256		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	383,545	325,091	325,091
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 151,252 Less allowance for doubtful accounts ▶	28,249	151,252	151,252
	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 page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,529,592	2,929,497	4,085,748
	c	Investments—corporate bonds (attach schedule)	1,183,512	710,057	736,273
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,224,477	2,090,807	3,434,508
	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)	6,349,375	6,206,704	8,732,872
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 ▶)	27,356	42,166	
	23	**Total liabilities** (add lines 17 through 22)	27,356	42,166	
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	6,322,019	6,164,538	
	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			
	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 page 17 of the instructions)	6,322,019	6,164,538	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,349,375	6,206,704	

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	6,322,019
2	Enter amount from Part I, line 27a	2	-158,456
3	Other increases not included in line 2 (itemize) ▶	3	975
4	Add lines 1, 2, and 3	4	6,164,538
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	6,164,538

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	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	243,617
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	466,000	8,700,079	0 053563
2010	489,851	8,595,245	0 056991
2009	295,050	5,544,760	0 053212
2008			
2007			

2	**Total** of line 1, column (d).	2	0 163766
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 054589
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	8,691,966
5	Multiply line 4 by line 3.	5	474,486
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,063
7	Add lines 5 and 6.	7	477,549
8	Enter qualifying distributions from Part XII, line 4.	8	446,000

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	6,125
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	6,125
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	6,125
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	243		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,500		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	2,743
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	44
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	3,426
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
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*	8b	Yes	
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶JOHN F BURT CO TYLER LYNCH PC Telephone no ▶(617) 354-3814

Located at ▶186 ALEWIFE BROOK PARKWAY CAMBRIDGE MA ZIP +4 ▶02138

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | |

16	At any time during calendar year 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?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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		No
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		
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JOHN F BURT C/O TYLER LYNCH 186 ALEWIFE BROOK PKWY CAMBRIDGE, MA 02138	TRUSTEE 1 00	0	0	0
S JEFFREY BURT C/O TYLER LYNCH 186 ALEWIFE BROOK PKWY CAMBRIDGE, MA 02138	TRUSTEE 1 00	0	0	0
LAURIE BURT C/O TYLER LYNCH 186 ALEWIFE BROOK PKWY CAMBRIDGE, MA 02138	TRUSTEE 1 00	0	0	0

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

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

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 (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	▶	0

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
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	7,624,655
b	Average of monthly cash balances		1b	591,203
c	Fair market value of all other assets (see instructions)		1c	608,473
d	**Total** (add lines 1a, b, and c)		1d	8,824,331
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	8,824,331
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	132,365
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	8,691,966
6	**Minimum investment return.** Enter 5% of line 5		6	434,598

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	434,598
2a	Tax on investment income for 2012 from Part VI, line 5	2a 6,125		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	6,125
3	Distributable amount before adjustments Subtract line 2c from line 1		3	428,473
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	428,473
6	Deduction from distributable amount (see instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	428,473

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	446,000
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	446,000
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	446,000

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				428,473
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008. 30,553				
c From 2009. 18,388				
d From 2010. 62,387				
e From 2011. 33,225				
f **Total** of lines 3a through e.	144,553			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 446,000				
a Applied to 2011, but not more than line 2a			0	
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.				428,473
e Remaining amount distributed out of corpus	17,527			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	162,080			
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	162,080			
10 Analysis of line 9				
a Excess from 2008. . . . 30,553				
b Excess from 2009. . . . 18,388				
c Excess from 2010. . . . 62,387				
d Excess from 2011. . . . 33,225				
e Excess from 2012. . . . 17,527				

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

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				446,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) 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			14	47,337	
4 Dividends and interest from securities. . . .			14	137,420	
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	243,617	
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		428,374	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 428,374

(See worksheet in line 13 instructions to verify calculations)

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2013-11-12	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
MICHAEL LYNCH	MICHAEL LYNCH			P00448125

Firm's name ▶ TYLER LYNCH PC

Firm's EIN ▶ 04-2596940

Firm's address ▶ 186 ALEWIFE BROOK PARKWAY CAMBRIDGE, MA 02138

Phone no (617) 354-3814

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
GE 75,000	P	1960-01-01	2012-02-15
ANHEUSER BUSCH NOTE 200,000	P	1960-01-01	2012-03-15
US GLOBAL INV WORLD 5,634 8250	P	2006-04-18	2012-05-04
US GLOBAL INV WORLD 606 3720	P	2007-12-20	2012-05-04
US GLOBAL INV WORLD 768 9240	P	2007-12-20	2012-05-04
US GLOBAL INV WORLD 188 3810	P	2007-12-20	2012-05-04
US GLOBAL INV WORLD 1,321 4280	P	2010-12-10	2012-05-04
US GLOBAL INV WORLD 371 7250	P	2009-12-11	2012-05-04
US GLOBAL INV WORLD 2,100 1610	P	2008-12-09	2012-05-04
MAGELLAN MIDSTREAM PARTNERS 2,500	P	2006-04-17	2012-10-16
WEITZ SHORT TERM-INTERMEDIATE FUND 88 8640	P	2012-09-27	2012-10-16
WEITZ SHORT TERM-INTERMEDIATE FUND 95 4130	P	2012-03-28	2012-10-16
WEITZ SHORT TERM-INTERMEDIATE FUND 89 0950	P	2012-06-28	2012-10-16
WEITZ SHORT TERM-INTERMEDIATE FUND 3 3310	P	2012-06-28	2012-10-16
WEITZ SHORT TERM-INTERMEDIATE FUND 92 5410	P	2010-09-28	2012-10-16
WEITZ SHORT TERM-INTERMEDIATE FUND 121 1050	P	2011-06-28	2012-10-16
WEITZ SHORT TERM-INTERMEDIATE FUND 54 4330	P	2011-09-28	2012-10-16
WEITZ SHORT TERM-INTERMEDIATE FUND 94 118	P	2011-03-29	2012-10-16
WEITZ SHORT TERM-INTERMEDIATE FUND 93 6640	P	2010-12-29	2012-10-16
WEITZ SHORT TERM-INTERMEDIATE FUND 95 7970	P	2011-12-28	2012-10-16
WEITZ SHORT TERM-INTERMEDIATE FUND 105 9320	P	2010-06-29	2012-10-16
WEITZ SHORT TERM-INTERMEDIATE FUND 16,260 1630	P	2010-03-26	2012-10-16
WEITZ SHORT TERM-INTERMEDIATE FUND 93 0670	P	2010-03-30	2012-10-16
VERIZON COMMUNICATIONS 100,000	P	2008-12-22	2012-10-18
SCHLUMBERGER 2,000	P	1960-01-01	2012-11-05
QUALCOMM 1,700	P	2006-12-19	2012-11-05
INTEL CORP 4,600	P	1960-01-01	2012-11-05
ANADARKO PETROLEUM CORP 2,928	P	1960-01-01	2012-11-05
BROADCOM CORP 1,450	P	2011-03-14	2012-11-05
BROADCOM CORP 1,575	P	2011-04-01	2012-11-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ANDERSONS INC 200	P	2011-06-01	2012-02-01
DEERE & CO 150	P	2011-09-29	2012-02-01
ABB LTD EACH REP 750	P	2008-11-03	2012-08-06
ABB LTD EACH REP 750	P	2009-03-09	2012-08-06
ABB LTD EACH REP 750	P	2009-06-30	2012-08-06
ALLSCRIPTS HEALTHCARE 250	P	2009-06-30	2012-08-06
ALLSCRIPTS HEALTHCARE 500	P	2009-06-30	2012-08-06
ALLSCRIPTS HEALTHCARE 100	P	2010-01-15	2012-08-06
ALLSCRIPTS HEALTHCARE 200	P	2010-01-15	2012-08-06
ALLSCRIPTS HEALTHCARE 200	P	2010-01-15	2012-08-06
CANADIAN NATIONAL RAILWAYS 200	P	2002-08-21	2012-02-01
HP NOTE 100,000	P	2009-03-04	2012-02-24
ITRON INC 200	P	2009-10-06	2012-10-12
ITRON INC 50	P	2010-01-15	2012-10-12
ITRON INC 100	P	2010-01-15	2012-10-12
ITRON INC 150	P	2010-05-11	2012-10-12
ITRON INC 200	P	2010-09-07	2012-10-12
ITRON INC 200	P	2010-12-29	2012-10-12
STRATASYS 200	P	2011-06-01	2012-12-03
STRATASYS 500	P	2011-09-29	2012-12-03
VESTA WINDS 200	P	2003-05-23	2012-02-01
VESTA WINDS 500	P	2004-05-28	2012-02-01
VESTA WINDS 300	P	2008-11-03	2012-02-01
VESTA WINDS 300	P	2010-12-29	2012-02-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
75,000		74,530	470
200,000		198,596	1,404
67,223		167,700	-100,477
7,234		14,420	-7,186
9,173		18,285	-9,112
2,247		4,480	-2,233
15,765		28,847	-13,082
4,435		6,249	-1,814
25,055		14,764	10,291
111,912		26,376	85,536
1,119		1,118	1
1,201		1,191	10
1,122		1,112	10
42		42	0
1,165		1,152	13
1,525		1,507	18
685		674	11
1,185		1,165	20
1,179		1,159	20
1,206		1,184	22
1,334		1,308	26
204,715		200,000	4,715
1,172		1,138	34
114,850		98,012	16,838
139,642		57,360	82,282
102,462		66,109	36,353
101,023		48,479	52,544
206,231		74,856	131,375
45,640		58,363	-12,723
49,575		61,049	-11,474

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,422		8,480	-58
13,072		10,177	2,895
13,473		9,682	3,791
13,473		8,632	4,841
13,473		11,856	1,617
2,290		3,972	-1,682
4,579		7,929	-3,350
916		1,925	-1,009
1,832		3,834	-2,002
1,832		3,834	-2,002
15,319		2,978	12,341
100,000		102,317	-2,317
8,405		12,377	-3,972
2,101		3,549	-1,448
4,203		7,106	-2,903
6,304		11,363	-5,059
8,405		11,626	-3,221
8,405		11,128	-2,723
14,010		14,010	0
35,025		35,025	0
2,275		1,522	753
5,687		6,742	-1,055
3,412		11,096	-7,684
3,412		9,440	-6,028

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			470
			1,404
			-100,477
			-7,186
			-9,112
			-2,233
			-13,082
			-1,814
			10,291
			85,536
			1
			10
			10
			0
			13
			18
			11
			20
			20
			22
			26
			4,715
			34
			16,838
			82,282
			36,353
			52,544
			131,375
			-12,723
			-11,474

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-58
			2,895
			3,791
			4,841
			1,617
			-1,682
			-3,350
			-1,009
			-2,002
			-2,002
			12,341
			-2,317
			-3,972
			-1,448
			-2,903
			-5,059
			-3,221
			-2,723
			0
			0
			753
			-1,055
			-7,684
			-6,028

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
APPALACHIAN MOUNTAIN CLUB 5 JOY STREET BOSTON, MA 02108	N/A	NON-PROFIT	EDUCATIONAL	5,000
FARM FRESH RHODE ISLAND 1005 MAIN STREET PAWTUCKET, RI 02860	N/A	NON-PROFIT	CHARITABLE	5,000
FARM FRESH RHODE ISLAND 1005 MAIN STREET PAWTUCKET, RI 02860	N/A	NON-PROFIT	CHARITABLE	5,000
CERES INC 1535 RANCHO CONEJO BLVD THOUSAND OAKS, CA 91320	N/A	NON-PROFIT	CHARITABLE	20,000
CLARKSON UNIVERSITY BOX 5515 POTSDAM, NY 13699	N/A	NON-PROFIT	EDUCATIONAL	25,000
COUNTRY SCHOOL INCORPORATED 78 HUNTS BROOK ROAD QUAKER HILL, CT 06375	N/A	NON-PROFIT	EDUCATIONAL	15,000
DEMOSA NETWORK FOR NEW IDEAS AND ACTION 220 FIFTH AVENUE 5TH FLOOR NEW YORK, NY 10001	N/A	NON-PROFIT	CHARITABLE	25,000
EMERSON COLLEGE 120 BOYLSTON STREET BOSTON, MA 02116	N/A	NON-PROFIT	EDUCATIONAL	40,000
NEW YORK FOUNDATION FOR THE ARTS 20 JAY STREET SUITE 740 BROOKLYN, NY 11201	N/A	NON-PROFIT	EDUCATIONAL	20,000
LAND TRUST ALLIANCE INC 1660 L STREET NW SUITE 1100 WASHINGTON, DC 20036	N/A	NON-PROFIT	CHARITABLE	5,000
MARION INSTITUTE FOR CAMBODIAN LIVING ARTS 202 SPRING STREET MARION, MA 02738	N/A	NON-PROFIT	EDUCATIONAL	35,000
MARION INSTITUTE FOR CAMBODIAN LIVING ARTS 202 SPRING STREET MARION, MA 02738	N/A	NON-PROFIT	EDUCATIONAL	10,000
PUTNEY HISTORICAL SOCIETY 15 KIMBALL HILL BOX 260 PUTNEY, VT 05346	N/A	NON-PROFIT	CHARITABLE	36,000
PUTNEY HISTORICAL SOCIETY 15 KIMBALL HILL BOX 260 PUTNEY, VT 05346	N/A	NON-PROFIT	CHARITABLE	10,000
SANDGLASS CENTER FOR PUPPERTY THEATER RESEARCH PO BOX 970 PUTNEY, VT 05346	N/A	NON-PROFIT	CHARITABLE	4,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SAVE THE RIVER 409 RIVERSIDE DRIVE CLAYTON,NY 13624	N/A	NON-PROFIT	EDUCATIONAL	20,000
SUSTAINABLE SOUTH BRONX 890 GARRISON AVENUE 4TH FLOOR BRONX,NY 10474	N/A	NON-PROFIT	CHARITABLE	15,000
THOUSAND ISLANDS LAND TRUST 135 JOHN STREET CLAYTON,NY 13624	N/A	NON-PROFIT	CHARITABLE	10,000
THOUSAND ISLANDS PERFORMING ARTS FUND PO BOX 123 CLAYTON,NY 13624	N/A	NON-PROFIT	CHARITABLE	10,000
UNION OF CONCERNED SCIENTISTS TWO BRATTLE SQUARE CAMBRIDGE,MA 02238	N/A	NON-PROFIT	EDUCATIONAL	25,000
UNION OF CONCERNED SCIENTISTS TWO BRATTLE SQUARE CAMBRIDGE,MA 02238	N/A	NON-PROFIT	EDUCATIONAL	10,000
YELLOW BARN MUSIC SCHOOL & FESTIVAL 63 MAIN STREET PUTNEY,VT 05346	N/A	NON-PROFIT	EDUCATIONAL	20,000
YELLOW BARN MUSIC SCHOOL & FESTIVAL 63 MAIN STREET PUTNEY,VT 05346	N/A	NON-PROFIT	EDUCATIONAL	6,000
NEW YORK FOUNDATION FOR THE ARTS 20 JAY STREET SUITE 740 BROOKLYN,NY 11201	N/A	NON-PROFIT	EDUCATIONAL	10,000
NEW YORK FOUNDATION FOR THE ARTS 20 JAY STREET SUITE 740 BROOKLYN,NY 11201	N/A	NON-PROFIT	EDUCATIONAL	40,000
WHOLESOME WAVE FOUNDATION CHARITABLE VENTURES 855 MAIN STREET BRIDGEPORT,CT 06604	N/A	NON-PROFIT	CHARITABLE	10,000
THOUSAND ISLANDS LAND TRUST 135 JOHN STREET CLAYTON,NY 13624	N/A	NON-PROFIT	CHARITABLE	10,000
Total . . . . ▶ 3a				446,000

TY 2012 Accounting Fees Schedule

Name: FRESH SOUND FOUNDATION INC

EIN: 06-1428363

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	17,004	17,004		0

TY 2012 Investments Corporate Bonds Schedule

Name: FRESH SOUND FOUNDATION INC

EIN: 06-1428363

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ANHEUSER BUSCH 7.500%	0	0
CALVERT SOCIAL INVESTMENT FDT	100,000	100,000
EBAY INC BOND	100,338	102,682
GE 5.875%	0	0
GENENTECH INC BOND	99,705	110,282
HEWLETT PACKARD BOND	100,674	101,177
HEWLETT PACKARD BOND	0	0
JOHNSON CONTROLS BOND	102,521	112,879
KRAFT FOODS BOND	104,000	108,951
LIFE TECHNOLOGIES CORP	102,819	100,302
VERIZON COMM 5.550%	0	0

TY 2012 Investments Corporate Stock Schedule

Name: FRESH SOUND FOUNDATION INC

EIN: 06-1428363

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M COMPANY	113,316	148,560
ABB LTD	109,916	72,765
ABB LTD ADR	0	0
AKAMAI TECH	119,751	102,275
ALLSCRIPTS HEALTHCARE	0	0
AMERICAN WATER WORKS	94,053	185,650
ANADARKO PETROLEUM CORP	0	0
ANDERSONS INC	0	0
ANGIODYNAMICS INC	17,072	13,188
APTARGROUP INC	35,140	76,352
AUTOMATIC DATA PROCESSING	21,061	22,772
BROADCOM CORP	0	0
CANADIAN NATIONAL RAILWAY	14,889	91,010
CISCO SYSTEMS	12,034	13,754
CORNING INC	11,554	12,620
COVIDIEN LIMITED	30,970	46,192
CREE INC	22,705	15,291
CVS CAREMARK CORP	89,876	93,074
CVS CAREMARK CORP	71,879	96,700
DANAHER CORP	68,289	166,806
DEERE & CO	0	0
DEVON ENERGY CORP	24,064	20,816
DIRECT TV	112,746	120,384
EMC CORP MASS	48,582	88,550
EMERSON ELECTRIC CO	43,382	84,736
ENCANA CORP	28,571	29,640
F5 NETWORKS INC	11,214	14,573
FAMILY DOLLAR STORES	88,313	85,604
FIRST REP BANK SAN FRANCISCO	121,103	114,730
GE COMPANY	30,934	71,681

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GLAXOSMITHKLINE ADR	33,618	32,603
GOOGLE INC.	132,939	159,161
HEALTHCARE REIT	87,819	91,935
ILLUMINA INC	12,843	13,898
INTEL CORP	0	0
INTEL CORP	69,575	61,860
ITRON INC	0	0
JOHNSON & JOHNSON	72,192	103,398
JOHNSON & JOHNSON	67,115	84,120
JOHNSON CONTROLS	12,997	15,335
LABORATORY CORP AMER HLDGS	29,748	38,979
LKQ CORP	72,796	132,930
MICROSOFT CORP	75,992	74,788
NESTLE ADR	41,224	97,668
NOVARTIS AG ADR	34,144	37,980
NOVOZYMES	20,630	83,400
ORACLE CORP	69,300	166,600
ORACLE CORP	13,322	33,320
PERRIGO CO	24,511	67,620
PORTLAND GEN ELEC CO	32,534	38,304
PRICER AB SER B	10,133	6,835
PROCTER & GAMBLE	46,912	61,101
QUALCOMM	58,331	92,790
SCHLUMBERGER	0	0
STANLEY BLACK AND DECKER	110,528	118,352
STATASYS INC	16,921	56,105
STRYKER CORP	58,604	109,640
TELENOR ASA ORD	89,233	91,134
TERADATA CORP	11,090	9,284
TEVA PHARMACEUTICAL ADR	42,282	37,340

Name of Stock	End of Year Book Value	End of Year Fair Market Value
THERMO FISHER SCIENTIFIC	89,761	92,481
TOMRA SYSTEMS	16,201	17,700
TORAY INDUSTRIES INC	33,353	37,080
VARIAN MEDICAL SYSTEMS	43,172	77,264
VESTAS WIND SYSTEMS	0	0
WATERFURNACE	30,683	20,303
WELLS FARGO & COMPANY	27,580	136,717

TY 2012 Investments - Other Schedule

Name: FRESH SOUND FOUNDATION INC

EIN: 06-1428363

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
COMMUNITY REINVESTMENT ACT QUAL	AT COST	222,800	220,603
ENTERPRISE PRODUCTS	AT COST	17,020	300,480
HIGHWATER GLOBAL FUND, LLC	AT COST	286,550	357,257
KINDER MORGAN ENERGY PARTNERS	AT COST	0	239,367
MAGELLAN MIDSTREAM PARTNERS	AT COST	65,420	289,373
MANAGERS BOND FUND	AT COST	231,332	240,238
MATTHEW ASIAN GROWTH & INCOME	AT COST	252,196	262,850
NOTHUNG PARTNERS LLP	AT COST	28,735	157,628
NUSTAR ENERGY (VALERO)	AT COST	46,375	127,440
PIMCO TOTAL RETURN	AT COST	360,720	369,702
PLAINS ALL AMERICAN	AT COST	72,388	316,680
PRUDENTIAL HIGH YIELD FUND	AT COST	121,746	122,354
SUN INITIATIVE FINANCING	AT COST	50,000	50,000
US GLOBAL INV WORLD PRECIOUS MINERALS	AT COST	0	0
VANGUARD INFLATION PROTECTION	AT COST	335,525	380,536
WEITZ SHORT-INTERMEDIATE	AT COST	0	0

TY 2012 Legal Fees Schedule

Name: FRESH SOUND FOUNDATION INC

EIN: 06-1428363

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	13,750	0		0

TY 2012 Other Expenses Schedule

Name: FRESH SOUND FOUNDATION INC

EIN: 06-1428363

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	230	230		0
BENEFACTOR ADVISOR	32,560	32,560		0
PARTNERSHIP INVESTMENT LOSSES	16,630	16,630		0
WEB DESIGN	4,136	0		0

TY 2012 Other Increases Schedule

Name: FRESH SOUND FOUNDATION INC

EIN: 06-1428363

Description	Amount
REMAINING TRANSFER OF INVESTMENTS FROM ESB CHARITABLE TRUST	975

TY 2012 Other Liabilities Schedule

Name: FRESH SOUND FOUNDATION INC

EIN: 06-1428363

Description	Beginning of Year - Book Value	End of Year - Book Value
KINDER MORGAN CAPITAL ACCOUNT	27,356	42,166

TY 2012 Other Professional Fees Schedule

Name: FRESH SOUND FOUNDATION INC

EIN: 06-1428363

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY	50,831	50,831		0

TY 2012 Taxes Schedule

Name: FRESH SOUND FOUNDATION INC

EIN: 06-1428363

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	2,279	2,279		0
FEDERAL TAXES	2,584	2,584		0