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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning Jul 1 , 2012, **and ending** Jun 30 , 2013

Name of foundation

Wheelwright Scientific School

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

C/O Anna Makos 81 State Street, PO Box 510

Room/suite

City or town

Newburyport

State ZIP code

MA 01950

G Check all that apply☐ Initial return☐ Final return☐ Address change☐ Initial Return of a former public charity☐ Amended return☐ Name change**H** Check type of organization☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation**I** Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 3,569,073.

J Accounting method☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number
04-6004390**B** Telephone number (see the instructions)
(978) 462-2344**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) (see instructions).)

(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 (att sch)**2** Ck ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments

186.

186.

4 Dividends and interest from securities

78,177.

78,177.

5a Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10

155,398.

L-6a Stmt

b Gross sales price for all assets on line 6a**7** Capital gain net income (from Part IV, line 2)

155,398.

8 Net short-term capital gain

0.

9 Income modifications**10a** Gross sales less returns and allowances**b** Less cost of goods sold**c** Gross profit/(loss) (att sch)**11** Other income (attach schedule)**12 Total.** Add lines 1 through 11

233,761.

233,761.

0.

13 Compensation of officers, directors, trustees, etc

47,600.

4,760.

42,840.

14 Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule)**b** Accounting fees (attach sch) L-16b Stmt

8,412.

5,171.

3,241.

c Other prof fees (attach sch) L-16c Stmt

23,765.

23,765.

0.

17 Interest**18** Taxes (attach schedule)(see instrs) State filing fees

50.

50.

19 Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

See Line 23 Stmt

1,049.

1,049.

24 Total operating and administrative expenses. Add lines 13 through 23

80,876.

33,696.

47,180.

25 Contributions, gifts, grants paid

75,000.

75,000.

26 Total expenses and disbursements. Add lines 24 and 25

155,876.

33,696.

122,180.

27 Subtract line 26 from line 12:**a Excess of revenue over expenses and disbursements**

77,885.

b Net investment income (if negative, enter -0-)

200,065.

c Adjusted net income (if negative, enter 0)

0.

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RECEIVED

ADMINISTRATIVE
AND
OPERATING
EXPENSES

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	395,747.	342,693.	342,693.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	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) L-10b Stmt	1,551,353.	1,790,753.	2,490,078.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	832,706.	724,245.	736,302.
	11 Investments — land, buildings, and equipment: basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	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)	2,779,806.	2,857,691.	3,569,073.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET ASSETS OR FUND BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. X			
	27 Capital stock, trust principal, or current funds	2,779,806.	2,857,691.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,779,806.	2,857,691.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,779,806.	2,857,691.	

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	2,779,806.
2 Enter amount from Part I, line 27a	2	77,885.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	2,857,691.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,857,691.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a Publicly traded securities - long-term - see attached		P	06/30/12	06/30/13
b Publicly traded securities - long-term - see attached		P	06/30/13	06/30/13
c Corporate bonds - long-term - see attached		P	06/30/12	06/30/13
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 390,490.		265,914.	124,576.
b 37,946.		540.	37,406.
c 304,100.		310,684.	-6,584.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0- or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			124,576.
b			37,406.
c			-6,584.
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	155,398.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	37,406.

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 (column (b) divided by column (c))
2011	125,329.	3,277,014.	0.038245
2010	141,702.	3,249,232.	0.043611
2009	160,203.	3,110,331.	0.051507
2008	200,852.	3,072,564.	0.065370
2007	219,178.	3,831,184.	0.057209

2 Total of line 1, column (d)	2	0.255942
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	0.051188
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,434,018.
5 Multiply line 4 by line 3	5	175,781.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,001.
7 Add lines 5 and 6	7	177,782.
8 Enter qualifying distributions from Part XII, line 4	8	122,180.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	4,001.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,001.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	4,001.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	2,835.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	2,835.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,166.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 0. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) MA – Massachusetts		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Anna Makos</u> Telephone no <u>(978) 462-2344</u> Located at <u>81 State Street</u> <u>Newburyport</u> <u>MA</u> ZIP + 4 <u>01950</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>				

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
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <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"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
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?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u>		
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)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 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)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?**5 b**

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)

6 a 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?**6 b**

If 'Yes' to 6b, file Form 8870

X**7 a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7 b****b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**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 W. Pramberg P.O. Box 455 Newburyport MA 01950	Trustee 2.00	6,400.	0.	0.
John C. Elwell 266 High Street Newburyport MA 01950	Trustee 2.00	9,400.	0.	0.
Peter DeMaranville 4 Adams Street Newburyport MA 01950	Trustee 2.00	6,600.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		25,200.	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

None

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 Provided scholarships for students attending university	
	75,000.
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 instructions	
3	
Total. Add lines 1 through 3	

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Form 990-PF (2012)

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	1 a	3,101,659.
b Average of monthly cash balances	1 b	384,654.
c Fair market value of all other assets (see instructions)	1 c	0.
d Total (add lines 1a, b, and c)	1 d	3,486,313.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	3,486,313.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	52,295.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,434,018.
6 Minimum investment return. Enter 5% of line 5	6	171,701.

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	171,701.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	4,001.
b Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	4,001.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	167,700.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	167,700.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	167,700.

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	1 a	122,180.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	122,180.
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	122,180.

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				167,700.
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 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	36,588.			
b From 2008	49,072.			
c From 2009	5,639.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	91,299.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 122,180.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				122,180.
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))	45,520.			45,520.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	45,779.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		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)				
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	45,779.			
10 Analysis of line 9				
a Excess from 2008	40,140.			
b Excess from 2009	5,639.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			

BAA

Form 990-PF (2012)

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				
University of New Hampshire 11 Garrison Avenue Durham NH 03824		Public Charity	Tuition Scholarship	6,000.
Villanova 800 E. Lancaster Avenue Villanova PA 19085		Public Charity	Tuition Scholarship	6,000.
Gordon College 255 Grapevine Road Wenham MA 01984		Public Charity	Tuition Scholarship	6,000.
Merrimack College 315 Turnpike Street North Andover MA 01845		Public Charity	Tuition Scholarship	3,000.
Duquesne University PO Box 640094 Pittsburgh PA 15264		Public Charity	Tuition Scholarship	6,000.
Suffolk University 41 Temple Street Boston MA 02108		Public Charity	Tuition Scholarship	6,000.
Northeastern University 360 Huntington Avenue Boston MA 02115		Public Charity	Tuition Scholarship	3,000.
University of Vermont PO Box 1306 Williston VT 05495		Public Charity	Tuition Scholarship	6,000.
Brown University Box 1911 Providence RI 02912		Public Charity	Tuition Scholarship	3,000.
See Line 3a statement				30,000.
Total			3a	75,000.
b Approved for future payment				
Total			3b	

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) Exclu sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	186.	
4 Dividends and interest from securities			14	78,177.	
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		155,398.
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)				78,363.	155,398.
13 Total. Add line 12, columns (b), (d), and (e)				13	233,761.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2012

Name	Employer Identification Number
Wheelwright Scientific School	04-6004390

Asset Information:

Description of Property: Publicly traded securities long term
 Date Acquired: 06/30/12 How Acquired: _____
 Date Sold: 06/30/13 Name of Buyer: _____
 Sales Price: 390,490. Cost or other basis (do not reduce by depreciation) 265,914.
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): 124,576. Accumulation Depreciation: _____

Description of Property: Corporate bonds - long-term
 Date Acquired: 06/30/12 How Acquired: _____
 Date Sold: 06/30/13 Name of Buyer: _____
 Sales Price: 304,100. Cost or other basis (do not reduce by depreciation) 310,684.
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): -6,584. Accumulation Depreciation: _____

Description of Property: Publicly traded securities - short-term
 Date Acquired: 06/30/13 How Acquired: _____
 Date Sold: 06/30/13 Name of Buyer: _____
 Sales Price: 37,946. Cost or other basis (do not reduce by depreciation) 540.
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): 37,406. Accumulation Depreciation: _____

Description of Property: _____
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
 Date Acquired: _____ How Acquired: _____
 Date Sold: _____ Name of Buyer: _____
 Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
 Sales Expense: _____ Valuation Method: _____
 Total Gain (Loss): _____ Accumulation Depreciation: _____

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Liability insurance</u>	<u>913.</u>			<u>913.</u>
<u>Newspaper notification</u>	<u>136.</u>			<u>136.</u>
Total	<u><u>1,049.</u></u>			<u><u>1,049.</u></u>

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <u>Josiah Welch</u> <u>P.O. Box 6013</u> <u>Newburyport MA 01950</u>	Trustee <u>2.00</u>	<u>9,400.</u>	<u>0.</u>	<u>0.</u>
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <u>James G. Zafris, Jr.</u> <u>264 High Street</u> <u>Newburyport MA 01950</u>	Trustee <u>2.00</u>	<u>9,400.</u>	<u>0.</u>	<u>0.</u>
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> <u>Honorable Donna Holaday</u> <u>C/O City Hall</u> <u>Newburyport MA 01950</u>	Trustee <u>2.00</u>	<u>6,400.</u>	<u>0.</u>	<u>0.</u>
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> 				

Total

25,200. 0. 0.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
McGill University 845 Sherbrooke Street, West Montreal QC		Public Charity	Tuition Scholarship	Person or Business <input checked="" type="checkbox"/> 6,000.
University of New England 716 Stevens Avenue Portland ME 04103		Public Charity	Tuition Scholarship	Person or Business <input checked="" type="checkbox"/> 6,000.
University of British Columbia 2016-1874 East Mall Vancouver BC		Public Charity	Tuition Scholarship	Person or Business <input checked="" type="checkbox"/> 6,000.
St. Michael's College One Winooski Park, Box 2 Colchester VT 05439		Public Charity	Tuition Scholarship	Person or Business <input checked="" type="checkbox"/> 6,000.
Southern California Institute of Architecture 960 E Third Street Los Angeles CA 90013		Public Charity	Tuition Scholarship	Person or Business <input checked="" type="checkbox"/> 6,000.

Total

30,000.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Anna Makos	Bookkeeping	6,000.	3,000.		3,000.
Fritz DeGuglielmo LLC	Tax Returns	2,412.	2,171.		241.
Total		<u>8,412.</u>	<u>5,171.</u>		<u>3,241.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Seaward Management	Investment Management	23,765.	23,765.		0.
Total		<u>23,765.</u>	<u>23,765.</u>		<u>0.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
<u>See attached statement</u>	<u>1,790,753.</u>	<u>2,490,078.</u>
Total	<u><u>1,790,753.</u></u>	<u><u>2,490,078.</u></u>

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
<u>See attached statement</u>	<u>724,245.</u>	<u>736,302.</u>
Total	<u><u>724,245.</u></u>	<u><u>736,302.</u></u>

SEAWARD MANAGEMENT
TAX COSTS & ACQUISITION DATES
WHEELWRIGHT SCIENTIFIC SCHOOL
SCHWAB INSTITUTIONAL A/C XX82-8174
June 30, 2013

Acquisition Date	Quantity	Lot	Security	Security Symbol - Type/Symbol	Cusip w/9th digit	Unit Cost	Total Cost	Market Value Per Share	Market Value	Unrealized Gain/Loss
CASH AND EQUIVALENTS										
SCHWAB US TREAS MONEY FD										
			SCHWAB US TREAS MONEY FD	causswux x	808515506		304,657.32		304,657.32	0.00
							<u>304,657.32</u>		<u>304,657.32</u>	<u>0.00</u>
COMMON STOCK										
ABB LTD ADR										
06-19-08	500 000	2	ABB LTD ADR	csusabb	000375204	30.4871	15,243.55	21.6600	10,830.00	-4,413.55
06-25-08	500 000	3	ABB LTD ADR	csusabb	000375204	28.9069	14,453.45	21.6600	10,830.00	-3,623.45
12-17-08	1,000 000	4	ABB LTD ADR	csusabb	000375204	14.9482	14,948.25	21.6600	21,660.00	6,711.75
Position Sub-Tot	2,000 000						<u>44,645.25</u>		<u>43,320.00</u>	<u>-1,325.25</u>
ABBOTT LABS										
01-01-50	1,000 000	1	ABBOTT LABS	csusabt	002824100	0.4984	498.41	34.8800	34,880.00	34,381.59
ADOBE SYS INC COM										
04-27-09	600 000	1	ADOBE SYS INC COM	csusadbe	007241101	26.5899	15,953.95	45.5600	27,336.00	11,382.05
03-24-11	100 000	2	ADOBE SYS INC COM	csusadbe	007241101	32.4229	3,242.29	45.5600	4,556.00	1,313.71
07-29-11	800 000	3	ADOBE SYS INC COM	csusadbe	007241101	27.6995	22,159.59	45.5600	36,448.00	14,288.41
Position Sub-Tot	1,500 000						<u>41,355.83</u>		<u>68,340.00</u>	<u>26,984.17</u>
ANADARKO PETE CORP COM										
01-01-50	750 000	1	ANADARKO PETE CORP COM	csusapc	032511107	41.5067	31,130.03	85.9300	64,447.50	33,317.47
APACHE CORP										
01-01-50	600 000	1	APACHE CORP	csusapa	037411105	66.4305	39,858.30	83.8300	50,298.00	10,439.70
APPLE INC COM										
09-07-10	100 000	1	APPLE INC COM	csusaapl	037833100	259.0325	25,903.25	396.5300	39,653.00	13,749.75
02-23-11	100 000	2	APPLE INC COM	csusaapl	037833100	341.1422	34,114.22	396.5300	39,653.00	5,538.78
Position Sub-Tot	200 000						<u>60,017.47</u>		<u>79,306.00</u>	<u>19,288.53</u>
BED BATH & BEYOND										
02-11-13	800 000	1	BED BATH & BEYOND	csusbbby	075896100	59.5059	47,604.71	70.9500	56,760.00	9,155.29
BHP BILLITON LTD SPONSORED ADR										
02-17-09	500 000	1	BHP BILLITON LTD SPONSORED ADR	csusbhp	088606108	38.8849	19,442.46	57.6600	28,830.00	9,387.54
BORGWARNER INC COM										
09-19-11	750 000	1	BORGWARNER INC COM	csusbwa	099724106	67.5029	50,627.20	86.1500	64,612.50	13,985.30
CAPITAL ONE FINL CORP COM										
03-28-13	800 000	1	CAPITAL ONE FINL CORP COM	csuscof	14040H105	54.9190	43,935.19	62.8100	50,248.00	6,312.81
COGNIZANT TECH SOLUTNS CL A										
04-11-13	750 000	1	COGNIZANT TECH SOLUTNS CL A	csusctsh	192446102	77.1869	57,890.20	62.6400	46,980.00	-10,910.20
DANAHER CORP										
04-10-12	400 000	1	DANAHER CORP	csusdhr	235851102	52.7904	21,116.15	63.3000	25,320.00	4,203.85
05-10-13	400 000	2	DANAHER CORP	csusdhr	235851102	61.8104	24,724.15	63.3000	25,320.00	595.85
Position Sub-Tot	800 000						<u>45,840.30</u>		<u>50,640.00</u>	<u>4,799.70</u>
DEERE & CO										
11-08-11	500 000	1	DEERE & CO	csusde	244199105	75.7059	37,852.95	81.2500	40,625.00	2,772.05

SEAWARD MANAGEMENT
TAX COSTS & ACQUISITION DATES
WHEELWRIGHT SCIENTIFIC SCHOOL
SCHWAB INSTITUTIONAL A/C XX82-8174
June 30, 2013

Acquisition Date	Quantity	Lot	Security	Security Symbol - Type/Symbol	Cusip w/9th digit	Unit Cost	Total Cost	Market Value Per Share	Market Value	Unrealized Gain/Loss
EMC CORP-MASS										
04-22-08	2,000 000	1	EMC CORP-MASS	csusemc	268648102	15.6345	31,268 95	23 6200	47,240 00	15,971 05
08-18-08	1,000 000	2	EMC CORP-MASS	csusemc	268648102	15.1669	15,166 95	23.6200	23,620 00	8,453 05
Position Sub-Tot:	3,000.000						46,435 90		70,860 00	24,424 10
EXXON MOBIL CORP										
01-01-50	800 000	1	EXXON MOBIL CORP	csusxom	30231g102	38.6175	30,894.00	90 3500	72,280 00	41,386 00
FRANKLIN RES INC										
04-22-08	500 000	1	FRANKLIN RES INC	csusben	354613101	96 4069	48,203.47	136 0200	68,010 00	19,806 53
GILEAD SCIENCES INC COM										
08-21-09	1,000 000	1	GILEAD SCIENCES INC COM	csusgild	375558103	23 0839	23,083 95	51.2700	51,270 00	28,186 05
GOLDMAN SACHS GROUP COM										
01-22-13	400.000	1	GOLDMAN SACHS GROUP COM	csusgs	38141G104	145 1224	58,048.95	151 2500	60,500 00	2,451 05
GOOGLE INC CL A										
01-22-10	50 000	1	GOOGLE INC CL A	csusgoog	38259P508	560 8578	28,042 89	880.3700	44,018 50	15,975.61
03-24-11	50 000	2	GOOGLE INC CL A	csusgoog	38259P508	584 8290	29,241 45	880.3700	44,018 50	14,777.05
Position Sub-Tot:	100.000						57,284 34		88,037 00	30,752 66
ILLINOIS TOOL WKS INC										
01-01-50	1,200.000	1	ILLINOIS TOOL WKS INC	csusitw	452308109	56 3117	67,574 00	69 1700	83,004 00	15,430 00
ISHARES TR MSCI EMERG MKT										
02-11-10	500.000	1	ISHARES TR MSCI EMERG MKT	csuseem	464287234	38 8479	19,423 95	38.5000	19,250 00	-173.95
09-20-10	400 000	2	ISHARES TR MSCI EMERG MKT	csuseem	464287234	43.6204	17,448 15	38.5000	15,400 00	-2,048 15
07-29-11	300 000	3	ISHARES TR MSCI EMERG MKT	csuseem	464287234	46 7788	14,033.65	38.5000	11,550 00	-2,483.65
Position Sub-Tot:	1,200.000						50,905 75		46,200 00	-4,705 75
J P MORGAN CHASE & CO										
04-14-11	500 000	1	J P MORGAN CHASE & CO	csusjpm	46625H100	45.1479	22,573 95	52 7900	26,395.00	3,821.05
02-21-12	500.000	2	J P MORGAN CHASE & CO	csusjpm	46625H100	38.9459	19,472 95	52.7900	26,395 00	6,922 05
Position Sub-Tot	1,000.000						42,046 90		52,790 00	10,743.10
JOHNSON & JOHNSON COM										
01-01-50	800.000	1	JOHNSON & JOHNSON COM	csusjnj	478160104	55 6400	44,512 00	85.8600	68,688 00	24,176 00
MCDONALDS CORP										
01-22-13	300 000	1	MCDONALDS CORP	csusmcd	580135101	92 9875	27,896.26	99 0000	29,700 00	1,803 74
MEDNAX INC COM										
06-21-12	350 000	1	MEDNAX INC COM	csusmd	58502B106	63 8956	22,363 45	91 5800	32,053 00	9,689.55
METLIFE INC COM										
02-03-11	400 000	1	METLIFE INC COM	csusmet	59156R108	46 3772	18,550 87	45.7600	18,304.00	-246 87
03-24-11	400 000	2	METLIFE INC COM	csusmet	59156R108	44.5214	17,808 55	45 7600	18,304.00	495 45
Position Sub-Tot	800 000						36,359 42		36,608 00	248.58
MONDELEZ INTL INC CL A										
01-10-13	2,500.000	1	MONDELEZ INTL INC CL A	csusmdlz	609207105	27 2460	68,114.95	28 5300	71,325 00	3,210 05

SEAWARD MANAGEMENT
TAX COSTS & ACQUISITION DATES
WHEELWRIGHT SCIENTIFIC SCHOOL
SCHWAB INSTITUTIONAL A/C XX82-8174
June 30, 2013

Acquisition Date	Quantity	Lot	Security	Security Symbol - Type/Symbol	Cusip w/9th digit	Unit Cost	Total Cost	Market Value Per Share	Market Value	Unrealized Gain/Loss
MONSANTO CO NEW COM										
02-17-09	300.000	1	MONSANTO CO NEW COM	csusmon	61166W101	75.2868	22,586.05	98.8000	29,640.00	7,053.95
08-21-09	175.000	2	MONSANTO CO NEW COM	csusmon	61166W101	83.7388	14,654.30	98.8000	17,290.00	2,635.70
Position Sub-Tot	475.000						37,240.35		46,930.00	9,689.65
NATIONAL OILWELL VARCO COM										
10-31-12	300.000	1	NATIONAL OILWELL VARCO COM	csusnov	637071101	74.1738	22,252.15	68.9000	20,670.00	-1,582.15
05-10-13	200.000	2	NATIONAL OILWELL VARCO COM	csusnov	637071101	67.7987	13,559.75	68.9000	13,780.00	220.25
Position Sub-Tot	500.000						35,811.90		34,450.00	-1,361.90
ORACLE CORP										
01-01-50	2,400.000	1	ORACLE CORP	csusorcl	68389x105	12.1500	29,160.00	30.7100	73,704.00	44,544.00
PEPSICO INC										
01-01-50	1,500.000	1	PEPSICO INC	csuspep	713448108	29.1590	43,738.45	81.7900	122,685.00	78,946.55
PETSMART INC										
04-22-08	800.000	2	PETSMART INC	csuspetm	716768106	21.4679	17,174.36	66.9900	53,592.00	36,417.64
PRAXAIR INC										
04-22-08	200.000	1	PRAXAIR INC	csuspx	74005p104	92.8224	18,564.47	115.1600	23,032.00	4,467.52
08-18-08	200.000	2	PRAXAIR INC	csuspx	74005p104	89.3347	17,866.95	115.1600	23,032.00	5,165.05
12-17-08	300.000	3	PRAXAIR INC	csuspx	74005p104	58.8365	17,650.95	115.1600	34,548.00	16,897.05
Position Sub-Tot	700.000						54,082.37		80,612.00	26,529.62
PRICELINE COM INC COM NEW										
10-19-12	40.000	1	PRICELINE COM INC COM NEW	csuspcln	741503403	565.8117	22,632.47	826.6700	33,066.80	10,434.33
QUALCOMM INC COM										
09-16-10	500.000	1	QUALCOMM INC COM	csusqcom	747525103	41.7079	20,853.95	61.0900	30,545.00	9,691.05
03-24-11	400.000	2	QUALCOMM INC COM	csusqcom	747525103	53.6004	21,440.15	61.0900	24,436.00	2,995.85
Position Sub-Tot	900.000						42,294.10		54,981.00	12,686.90
ROCHE HLDG LTD SPONSORED ADR										
05-01-12	500.000	1	ROCHE HLDG LTD SPONSORED ADR	csusrhbb.y	771195104	46.0179	23,008.95	61.8650	30,932.50	7,923.55
07-20-12	500.000	2	ROCHE HLDG LTD SPONSORED ADR	csusrhbb.y	771195104	43.2879	21,643.95	61.8650	30,932.50	9,288.55
Position Sub-Tot	1,000.000						44,652.90		61,865.00	17,212.10
SALESFORCE COM INC COM										
04-12-13	780.000	1	SALESFORCE COM INC COM	csuscrm	794661302	42.3237	33,012.45	38.1800	29,780.40	-3,232.05
SCHLUMBERGER										
01-01-50	750.000	1	SCHLUMBERGER	csusslb	806857108	87.3167	65,487.50	71.6600	53,745.00	-11,742.50
THERMO FISHER SCIENTIFIC INC										
04-22-08	500.000	1	THERMO FISHER SCIENTIFIC INC	csustmo	883556102	55.3459	27,672.95	84.6300	42,315.00	14,642.05
10-30-08	500.000	2	THERMO FISHER SCIENTIFIC INC	csustmo	883556102	38.5969	19,298.45	84.6300	42,315.00	23,016.55
Position Sub-Tot	1,000.000						46,971.40		84,630.00	37,658.60

SEAWARD MANAGEMENT
TAX COSTS & ACQUISITION DATES
WHEELWRIGHT SCIENTIFIC SCHOOL
SCHWAB INSTITUTIONAL A/C XX82-8174
June 30, 2013

Acquisition Date	Quantity	Lot	Security	Security Symbol - Type/Symbol	Cusip w/9th digit	Unit Cost	Total Cost	Market Value Per Share	Market Value	Unrealized Gain/Loss
THORATEC LABS CORP COM NEW										
11-01-12	600.000	1	THORATEC LABS CORP COM NEW	csusthor	885175307	36.0439	21,626.35	31.3100	18,786.00	-2,840.35
TRANSCANADA PIPELINES COM										
12-15-10	600.000	1	TRANSCANADA PIPELINES COM	csustrp	89353d107	37.7379	22,642.75	43.1100	25,866.00	3,223.25
03-24-11	600.000	2	TRANSCANADA PIPELINES COM	csustrp	89353d107	40.2130	24,127.81	43.1100	25,866.00	1,738.19
Position Sub-Tot:	1,200.000						46,770.56		51,732.00	4,961.44
UNITED TECHNOLOGIES										
04-22-08	500.000	1	UNITED TECHNOLOGIES	csusutx	913017109	71.6169	35,808.45	92.9400	46,470.00	10,661.55
08-21-08	400.000	2	UNITED TECHNOLOGIES	csusutx	913017109	64.0824	25,632.95	92.9400	37,176.00	11,543.05
Position Sub-Tot:	900.000						61,441.40		83,646.00	22,204.60
VODAFONE GROUP PLC(NEW)										
07-20-12	1,200.000	1	VODAFONE GROUP PLC(NEW)	csusvod	92857W209	28.2459	33,895.14	28.7450	34,494.00	598.86
05-10-13	300.000	2	VODAFONE GROUP PLC(NEW)	csusvod	92857W209	30.0568	9,017.05	28.7450	8,623.50	-393.55
Position Sub-Tot:	1,500.000						42,912.19		43,117.50	205.31
WAL MART STORES										
01-01-50	700.000	1	WAL MART STORES	csuswmt	931142103	1.8894	1,322.56	74.4900	52,143.00	50,820.44
	40,645.000						1,790,752.95		2,490,077.70	699,324.75
CORPORATE BONDS										
BAXTER INTL INC										
01-14-09	50,000.000	1	BAXTER INTL INC 4.625% Due 03-15-15	cbus071813au3	071813AU3	104.7460	52,373.00	1.0621	53,106.50	733.50
BECTON DICKINSON & CO										
04-25-13	50,000.000	1	BECTON DICKINSON & CO 1.750% Due 11-08-16	cbus075887bb4	075887BB4	103.3290	51,664.50	1.0172	50,859.00	-805.50
CAPITAL ONE FINL CORP										
04-18-13	50,000.000	1	CAPITAL ONE FINL CORP 1.000% Due 11-06-15	cbus14040hba2	14040HBA2	99.8810	49,940.50	0.9864	49,322.00	-618.50
CISCO SYS INC										
02-18-09	100,000.000	1	CISCO SYS INC 5.500% Due 02-22-16	cbus17275rac6	17275RAC6	104.1510	104,151.00	1.1166	111,665.00	7,514.00
EMERSON ELEC CO										
03-02-09	100,000.000	1	EMERSON ELEC CO 5.000% Due 12-15-14	cbus291011as3	291011AS3	106.1070	106,107.00	1.0623	106,234.00	127.00
HEWLETT PACKARD CO										
05-05-09	50,000.000	1	HEWLETT PACKARD CO 4.750% Due 06-02-14	cbus428236av5	428236AV5	105.3590	52,679.50	1.0313	51,565.00	-1,114.50
JPMORGAN CHASE & CO										
01-25-13	50,000.000	1	JPMORGAN CHASE & CO 1.800% Due 01-25-18	cbus46625hjg6	466251JG6	99.9340	49,967.00	0.9674	48,368.00	-1,599.00

SEAWARD MANAGEMENT
TAX COSTS & ACQUISITION DATES
WHEELWRIGHT SCIENTIFIC SCHOOL
SCHWAB INSTITUTIONAL A/C XX82-8174
June 30, 2013

Acquisition Date	Quantity	Lot	Security	Security Symbol - Type/Symbol	Cusip w/9th digit	Unit Cost	Total Cost	Market Value Per Share	Market Value	Unrealized Gain/Loss
PEPSICO INC										
03-02-09	100,000.000	1	PEPSICO INC 3.750% Due 03-01-14	cbus713448bk3	713448BK3	100.9810	100,981.00	1.0208	102,080.00	1,099.00
THERMO FISHER SCIENTIFIC INC										
01-25-13	50,000.000	1	THERMO FISHER SCIENTIFIC INC 1.850% Due 01-15-18	cbus883556bb7	883556BB7	101.3030	50,651.50	0.9680	48,400.50	-2,251.00
UNITED TECHNOLOGIES CORP										
01-20-09	100,000.000	1	UNITED TECHNOLOGIES CORP 5.375% Due 12-15-17	cbus913017bm0	913017BM0	105.7300	105,730.00	1.1470	114,702.00	8,972.00
	700,000.000						724,245.00		736,302.00	12,057.00
TOT COST BASIS 740,645.000							2,819,655.27		3,531,037.02	711,381.75

SEAWARD MANAGEMENT
DATE TO DATE GAINS AND LOSSES
WHEELWRIGHT SCIENTIFIC SCHOOL
SCHWAB INSTITUTIONAL A/C XX82-8174
From 07-01-12 To 06-30-13

Security	07-01-12 Market Value	Additions Purchases	Withdrawals Sales, Interest, Dividends	06-30-13 Market Value	Realized Gain/Loss On Cost	Date to Date Unrealized Gains
CASH AND EQUIVALENTS						
SCHWAB US TREAS MONEY FD	360,753 48	811,901 55	-845,081 89	304,657 32		
COMMON STOCK						
MATERIALS						
BHP BILLITON LTD SPONSORED ADR	32,650 00	0 00	-1,140 00	28,830 00	0 00	-3,820 00
ECOLAB INC	0 00	0 00	-98 60	0 00	0 00	0 00
MONSANTO CO NEW COM	49,668 00	0 00	-13,943 69	46,930 00	2,668 21	7,609 50
PRAXAIR INC	76,111 00	0 00	-1,610 00	80,612 00	0 00	4,501 00
	158,429 00	0 00	-16,792 29	156,372 00	2,668 21	8,290 50
INDUSTRIALS						
ABB LTD ADR	48,960 00	0 00	-24,714 83	43,320 00	-10,256 41	10,680 00
DANAHER CORP	20,832 00	24,724 15	-40 00	50,640 00	0 00	5,083 85
DEERE & CO	40,435 00	0 00	-945 00	40,625 00	0 00	190 00
ILLINOIS TOOL WKS INC	63,468 00	0 00	-1,800 00	83,004 00	0 00	19,536 00
UNITED TECHNOLOGIES	67,977 00	0 00	-1,926 00	83,646 00	0 00	15,669 00
	241,672 00	24,724 15	-29,425 83	301,235 00	-10,256 41	51,158 85
CONSUMER DISCRETIONARY						
BED BATH & BEYOND	0 00	47,604 71	0 00	56,760 00	0 00	9,155 29
BORGWARNER INC COM	49,192 50	0 00	0 00	64,612 50	0 00	15,420 00
MCDONALDS CORP	0 00	27,896 26	-462 00	29,700 00	0 00	1,803 74
PETSMART INC	88,634 00	0 00	-34,943 85	53,592 00	21,617 26	-952 00
PRICELINE COM INC COM NEW	0 00	22,632 47	0 00	33,066 80	0 00	10,434 33
	137,826 50	98,133 44	-35,405 85	237,731 30	21,617 26	35,861 36
CONSUMER STAPLES						
MONDELEZ INTL INC CL A	0 00	68,114 95	-325 00	71,325 00	0 00	3,210 05
PEPSICO INC	105,990 00	0 00	-3,270 00	122,685 00	0 00	16,695 00
PROCTER & GAMBLE	61,250 00	0 00	-69,897 91	0 00	58,399 50	0 00
WAL MART STORES	69,720 00	0 00	-22,904 47	52,143 00	21,123 16	3,339 00
	236,960 00	68,114 95	-96,397 38	246,153 00	79,522 66	23,244 05
HEALTHCARE						
ABBOTT LABS	64,470 00	0 00	-1,840 49	34,880 00	0 00	-29,049 51
ABBVIE INC COM	0 00	540 49	-38,346 30	0 00	37,405 81	0 00
GILEAD SCIENCES INC COM	25,640 00	0 00	0 00	51,270 00	0 00	25,630 00
JOHNSON & JOHNSON COM	54,048 00	0 00	-1,992 00	68,688 00	0 00	14,640 00
MEDNAX INC COM	23,989 00	0 00	0 00	32,053 00	0 00	8,064 00
ROCHE HLDG LTD	21,610 00	21,643 95	-1,938 80	61,865 00	0 00	18,611 05
SPONSORED ADR						
TEVA PHARMACEUTICAL	29,580 00	0 00	-29,952 88	0 00	-5,751 41	0 00
INDS LTD ADR						
THERMO FISHER	51,910 00	0 00	-560 00	84,630 00	0 00	32,720 00
SCIENTIFIC INC						
THORATEC LABS CORP COM NEW	0 00	21,626 35	0 00	18,786 00	0 00	-2,840 35
	271,247 00	43,810 79	-74,630 47	352,172 00	31,654 40	67,775 19
ENERGY						
ANADARKO PETE CORP COM	49,650 00	0 00	-270 00	64,447 50	0 00	14,797 50
APACHE CORP	52,734 00	0 00	-426 00	50,298 00	0 00	-2,436 00
BAKER HUGHES INC	16,440 00	0 00	-17,316 26	0 00	-17,033 84	0 00
EXXON MOBIL CORP	68,456 00	0 00	-1,872 00	72,280 00	0 00	3,824 00

SEAWARD MANAGEMENT
DATE TO DATE GAINS AND LOSSES
WHEELWRIGHT SCIENTIFIC SCHOOL
SCHWAB INSTITUTIONAL A/C XX82-8174
From 07-01-12 To 06-30-13

Security	07-01-12 Market Value	Additions Purchases	Withdrawals Sales, Interest, Dividends	06-30-13 Market Value	Realized Gain/Loss On Cost	Date to Date Unrealized Gains
NATIONAL OILWELL VARCO COM	0 00	35,811 90	-208 00	34,450 00	0 00	-1,361 90
SCHLUMBERGER	48,682 50	0 00	-853 13	53,745 00	0 00	5,062 50
	235,962 50	35,811 90	-20,945 39	275,220 50	-17,033 84	19,886 10
FINANCIAL						
BANK MONTREAL QUE COM	44,208 00	0 00	-50,418 42	0 00	578 70	0 00
CAPITAL ONE FINL CORP COM	0 00	43,935 19	-240 00	50,248 00	0 00	6,312 81
FRANKLIN RES INC	55,495 00	0 00	-2,060 00	68,010 00	0 00	12,515 00
GOLDMAN SACHS GROUP COM	0 00	58,048 95	-400 00	60,500 00	0 00	2,451 05
J P MORGAN CHASE & CO	35,730 00	0 00	-1,200 00	52,790 00	0 00	17,060 00
METLIFE INC COM	24,680 00	0 00	-960 00	36,608 00	0 00	11,928 00
	160,113 00	101,984 14	-55,278 42	268,156 00	578 70	50,266 86
INFORMATION TECHNOLOGY						
ACCENTURE PLC IRELAND	66,099 00	0 00	-87,225 74	0 00	40,641 68	0 00
ADOBE SYS INC COM	64,740 00	0 00	-16,901 27	68,340 00	689 81	19,785 00
APPLE INC COM	116,800 00	0 00	-2,200 00	79,306 00	0 00	-37,494 00
CHECK POINT SOFTWARE ORD	34,713 00	0 00	-32,612 00	0 00	11,899 92	0 00
COGNIZANT TECH SOLUTNS CL A	0 00	57,890 20	0 00	46,980 00	0 00	-10,910 20
EMC CORP-MASS	76,890 00	0 00	0 00	70,860 00	0 00	-6,030 00
GOOGLE INC CL A	58,007 00	0 00	0 00	88,037 00	0 00	30,030 00
ORACLE CORP	71,280 00	0 00	-720 00	73,704 00	0 00	2,424 00
QUALCOMM INC COM	50,112 00	0 00	-990 00	54,981 00	0 00	4,869 00
SALESFORCE COM INC COM	0 00	33,012 45	0 00	29,780 40	0 00	-3,232 05
	538,641 00	90,902 65	-140,649 01	511,988 40	53,231 41	-558 25
UTILITIES						
TRANSCANADA PIPELINES COM	50,280 00	0 00	-2,127 08	51,732 00	0 00	1,452 00
TELECOMMUNICATIONS						
VODAFONE GROUP PLC(NEW)	0 00	42,912 19	-621 64	43,117 50	0 00	205 31
INTERNATIONAL						
ISHARES TR MSCI EMERG MKT	46,962 00	0 00	-331 87	46,200 00	0 00	-762 00
COMMON STOCK Total	2,078,093 00	506,394 21	-472,605 23	2,490,077 70	161,982 38	256,819 97
CORPORATE BONDS						
INTERNATIONAL	101,848 00	0 00	-102,375 00	0 00	-6,067 00	0 00
BUSINESS MACHS						
4 750% Due 11-29-12						
BOEING CO	102,729 00	0 00	-105,125 00	0 00	-4,786 00	0 00
5 125% Due 02-15-13						
PEPSICO INC	104,899 00	0 00	-3,750 00	102,080 00	0 00	-2,819 00
3 750% Due 03-01-14						
CHEVRON CORPORATION	105,501 00	0 00	-107,336 81	0 00	4,269 00	0 00
3 950% Due 03-03-14						
HEWLETT PACKARD CO	52,864 50	0 00	-2,375 00	51,565 00	0 00	-1,299 50
4 750% Due 06-02-14						
EMERSON ELEC CO	109,849 00	0 00	-5,000 00	106,234 00	0 00	-3,615 00
5 000% Due 12-15-14						

SEAWARD MANAGEMENT
DATE TO DATE GAINS AND LOSSES
WHEELWRIGHT SCIENTIFIC SCHOOL
SCHWAB INSTITUTIONAL A/C XX82-8174
From 07-01-12 To 06-30-13

Security	07-01-12 Market Value	Additions Purchases	Withdrawals Sales, Interest, Dividends	06-30-13 Market Value	Realized Gain/Loss On Cost	Date to Date Unrealized Gains
BAXTER INTL INC	55,011 00	0 00	-2,312 50	53,106 50	0 00	-1,904 50
4 625% Due 03-15-15						
CAPITAL ONE FINL CORP	0 00	50,172 44	-250 00	49,322 00	0 00	-618 50
1 000% Due 11-06-15						
CISCO SYS INC	116,039 00	0 00	-5,500 00	111,665 00	0 00	-4,374 00
5 500% Due 02-22-16						
BECTON DICKINSON & CO	0 00	52,082 56	-437 50	50,859.00	0 00	-805 50
1 750% Due 11-08-16						
UNITED TECHNOLOGIES CORP	119,544 00	0 00	-5,375 00	114,702 00	0 00	-4,842 00
5 375% Due 12-15-17						
THERMO FISHER SCIENTIFIC INC	0 00	50,690 04	0 00	48,400 50	0 00	-2,251 00
1 850% Due 01-15-18						
JPMORGAN CHASE & CO	0 00	49,979 50	0 00	48,368 00	0 00	-1,599 00
1 800% Due 01-25-18						
CORPORATE BONDS Total	868,284 50	202,924 54	-339,836 81	736,302 00	-6,584 00	-24,128 00
TOTAL PORTFOLIO	3,307,130.98	1,521,220.30	-1,657,523.93	3,531,037.02	155,398.38	232,691.97

The realized gains column includes fees of -22,949 00

**APPLICATION TO THE TRUSTEES
OF THE
WHEELWRIGHT SCIENTIFIC SCHOOL**

Student's Name _____ Social Security # _____

Address _____

Date of Birth _____ Home phone _____ Cell phone _____

E-mail address _____

Name and address of parents or guardian _____

I respectfully make application for assistance to obtain a Scientific Education at:

Name and address of University: _____

I desire to attend the above-named University for the following reasons: _____

My major will be: _____

Educational Expenses:	Tuition:	\$ _____
	Room and Board	\$ _____
	Books, materials, etc.	\$ _____
	Total	\$ _____

Please attach a copy of your High School Transcript

I am a Protestant as understood by that term, and attend the _____

_____ Church of which I am () am not () a member.

In preparing for college, I attended the following school _____

_____ of which _____ is principal.

List names and amounts of scholarships or grants that you will be applying for or have already received:

I submit the following three names of people who have provided written letters of reference on my behalf. One of the references must be the minister of the church which you attend.

#1 _____ #2 _____ #3 _____

Please attach and return the 3 written references along with this application.

In making this application, I agree that, if accepted as a beneficiary of the Wheelwright Scientific School, I will pursue a course in engineering or the basic sciences; that I will notify the Secretary of the Wheelwright Scientific School at the end of each college year of my final grades or markings for the year, and furnish the Secretary with a list of my studies for the coming year; and that I will notify said Secretary promptly of any changes in my courses of study that in any way may diminish the emphasis on science. I understand and agree that any failure on my part to comply with either or all of the foregoing requirements will mean automatic cancellation of the Wheelwright Scholarship. I understand that the tuition payment for the upcoming semester is paid only after the Secretary receives a bill for tuition and a transcript of grades for the previous semester.

Signature of Applicant _____ Date _____

Part 2 – to be completed by the Principal or Headmaster

Will you please give the standing of _____ while at your school, as to:

Character _____

Scholarship (average rank by years) _____

General Deportment _____

Do you regard him as deserving and meritorious? _____

Signature _____

Important Notice

This application must be completed in detail by the applicant and must be returned to the Clerk of the Wheelwright Scientific School before April 20, 2011 at 81 State Street, Newburyport, MA 01950 in order to receive consideration.

CHECKLIST:

- COMPLETED APPLICATION
- COPY OF HIGH SCHOOL TRANSCRIPT
- THREE (3) LETTERS OF REFERENCE INCLUDING 1 FROM YOUR MINISTER